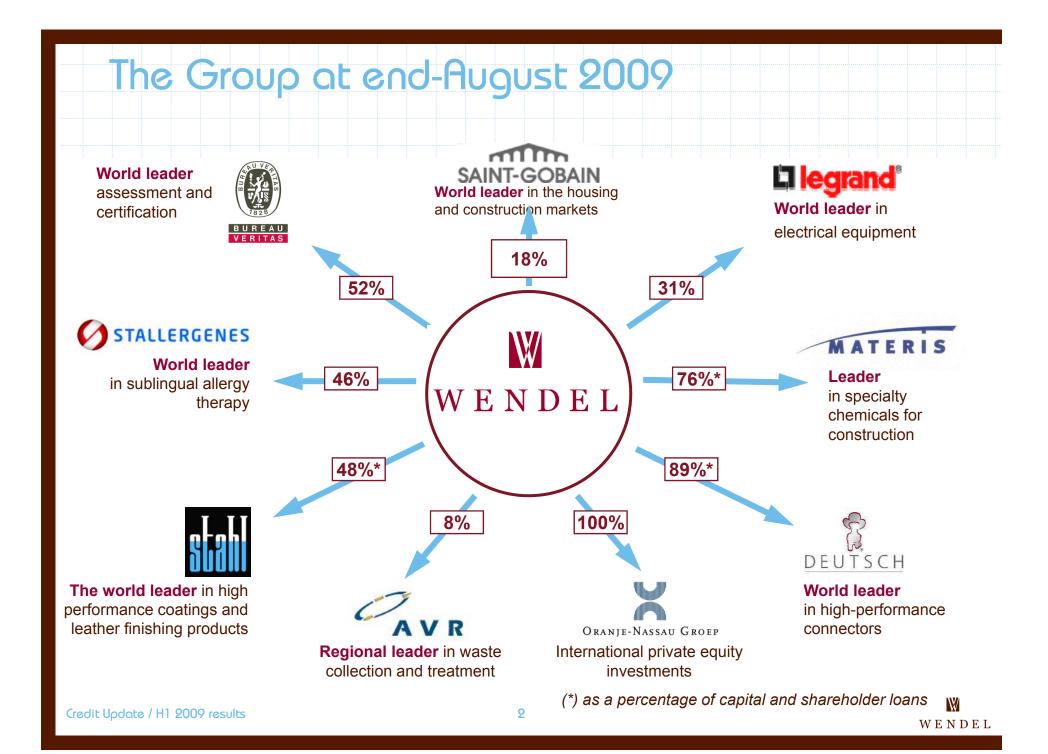
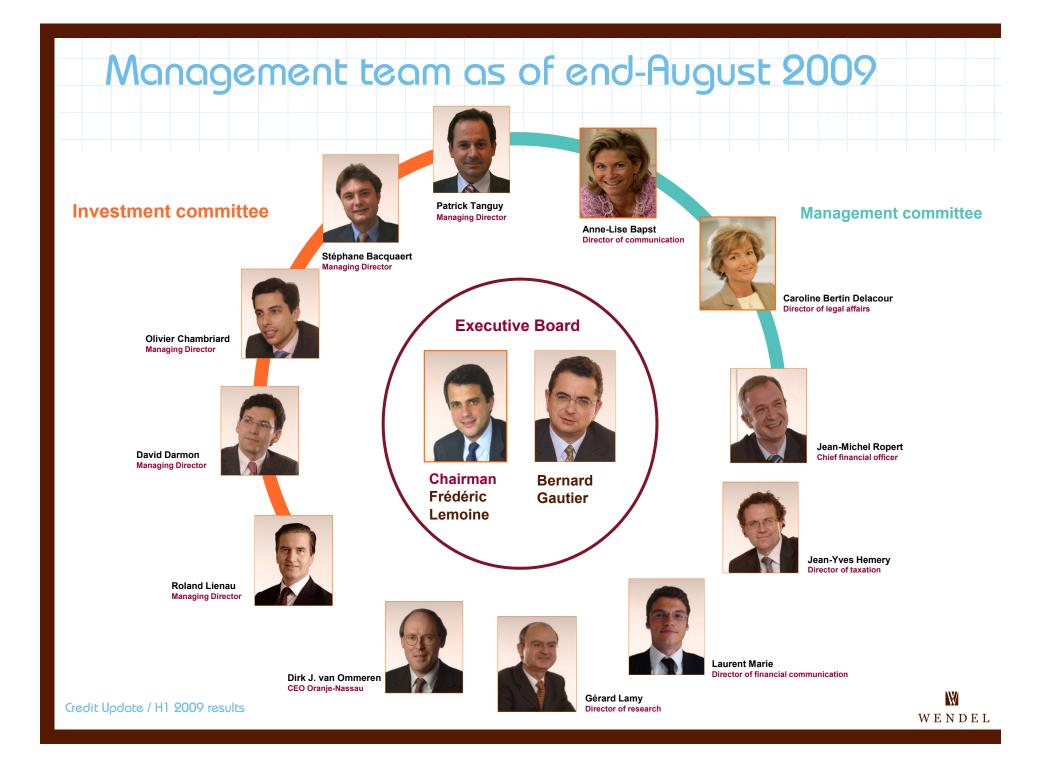


Credit Update

September 2009





H1 2009 - Highlights

- Very high financial market volatility and deterioration in economic conditions
- Saint-Gobain's €1.5bn rights issue
- New chairman of Wendel's Executive Board
- Sale of Oranje-Nassau's oil & gas business and a block of Bureau Veritas shares
- Improvement in relationship between Wendel and Saint-Gobain
- Agreement to reschedule Materis' debt

Post-closing highlights:

- Saint-Gobain bank debt maturities extended
- Agreement with Deutsch creditors so as to ensure compliance with covenants during a transition period

WENDEL



First half results impacted by continued economic slowdown and high non-recurring accounting losses

Summary of H1 2009 results

- Net income from business sectors: €61.8M, reflecting excellent resilience in the Group's companies
- Net loss of €901.3M, affected by significant reductions in book values Limited review of first-half consolidated financial statements; full audit of separate financial statements of Wendel and its holding companies
- Improvement in the Group's financial condition through €781M in asset sales
- Sound cash position of €2,553M at June 30, 2009
- €1,255M in bank debt and a €600M undrawn credit line extended in July-August 2009
- Support for unlisted subsidiaries through successful negotiation with lenders
- Net asset value: €37.2 per share as of August 26, 2009

H1 2009 consolidated net results

(in €M)	H1 2008	H1 2009	Δ
Consolidated subsidiaries	507.4	261.5	-48.5%
Financing, operating expenses and taxes	(204.1)	(199.7)	-2.2%
Net income from business sectors ⁽¹⁾	303.2	61.8	-79.6%
Net income from business sectors, Group share	238.4	(10.8)	NS
Non-recurring items	62.3	(963.1)	NS
Total net income	365.3	(901.3)	NS
Net income, Group share	313.8	(959.8)	NS

(1) Net income before goodwill and non-recurring items, in accordance with the method described in the 2008 annual report (page 78)

Net income from business sectors

(in €M)	H1 2008	H1 2009	Δ
Bureau Veritas	111.0	141.3	+27.3%
Materis	32.6	10.5	-67.9%
Deutsch Stallergenes Editis	17.7	(10.1)	NS
Stallergenes	12.0	13.4	+11.7%
Editis	(5.3)	-	NS
Oranje-Nassau	42.3	13.8	-67.4%
Saint-Gobain	217.9	41.6	-80.9%
Legrand	75.6	51.1	-32.5%
Stahl	3.6	0	NS
Sub-total	507.4	261.5	-48.5%
Operating expenses	(21.2)	(22.0)	+3.8%
Other	2.0	(0.9)	NS
Net interest expense	(34.3)	(56.0)	+63.3%
Saint-Gobain financing structure ⁽²⁾	(150.7)	(120.7)	-19.9%
Sub-total	(204.1)	(199.7)	-2.2%
Net income from business sectors (1)	303.2	61.8	-79.6%
of which Group share ⁽¹⁾	238.4	(10.8)	NS

(1) Net income before goodwill and non-recurring items, in accordance with the method described in the 2008 annual report (page 78)

(2) The finance costs of the investment in Saint-Gobain, previously deducted from the contribution to Wendel's net income, is now presented in a separate line. (redit Update / H1 2009 results 8

WENDEL

Non-recurring result

(in €M)	H1 2008	H1 2009
Impairment of assets		(748.5)
of which Saint-Gobain	-	(705.0)
Capital gains on sales	288.4	464.0
of which Oranje-Nassau Energy	14.9	345.6
of which Bureau Veritas	-	118.4
of which Editis	273.5	-
Dilution losses	-	(741.6)
Adjustments to market value	171.4	98.2
of which revaluation of Saint-Gobain protection	160.7	136.4
Impact related to goodwill	(168.1)	(87.4)
Deferred taxes	(252.0)	-
Sale of Saint-Gobain warrants	-	65.5
Other	22.6	(13.2)
Non-recurring result	62.3	(963.1)
ate / H1 2009 results 9		

Non-recurring items

- €464M in capital gains on asset sales in 2009
- €136M increase in value of Saint-Gobain protection
- Adjustment in the value of Saint-Gobain shares in Wendel's consolidated balance sheet

	At 12/31/2008	After rights issues (*)	After write-down at 6/30/2009
Value per Saint-Gobain share in euros	65.7	52.0	44.3
Number of Saint-Gobain shares held	81.5	89.8	89.8
Value of Saint-Gobain on balance sheet (€M)	5,354	4,670	3,978

(*) after Saint-Gobain's March rights issue, the rights issue reserved for employees and the payment of 65% of the dividend in shares

The loss recognized in H1 reduces consolidated shareholders' equity (Group share) to €1,125M and parent-company shareholders' equity to €2,310M at June 30, 2009.

Non-recurring items

- Impairment losses on equity-accounted shares can be reversed in the event of a rise in their value in use
- The dilution losses and the write-downs are recognized as non-recurring losses and have no impact on the cash position or the net asset value
- The accounting rules do not take into account unrealized gains on all of Wendel's assets:
 - Bureau Veritas at historical cost of €13.61 (unrealized gain €1,204M) ⁽¹⁾
 - Legrand valued at historical cost of €6.43 (unrealized gain €734M) ⁽¹⁾
 - Stallergenes at historical cost of €7.22 (unrealized gain €242M) ⁽¹⁾

(1) Based on closing share prices as of 6/30/2009.







Results of Group companies

Credit Update / H1 2009 results

Bureau Veritas

Growth in operating margin

(in €M)	H1 2008	H1 2009
Sales	1,198.9	1,329.5
Adjusted operating income ⁽¹⁾	180.3	214.5
% of sales	15.0%	16.1%
Net income (2)	106.5	130.5
Net financial debt	1,020	880

⁽¹⁾ before amortization of intangible assets and goodwill impairment

⁽²⁾ Consolidated net income, Group share

- Strong cash flow from operations at €194M (up 103%), owing to:
 - Solid earnings growth
 - Excellent management of WCR

H1 2009 highlights

- Sales growth: +11% of which 6% organic
- Consumer products division performed remarkably well (e.g. toy tests in the United States), as did Marine and Industry divisions.
- Operating income up 19% to €214.5M (up **110 bp):**
 - Favorable mix effect

2009 outlook

- Priority on controlling costs and improving operations (deployment of new production and monitoring tools)
- Operating margin now targeted to increase in 2009 (initially projected to be stable)

Saint-Gobain

Acceleration and strengthening of cost reduction plan

(in €M)	H1 2008	H1 2009
Sales	22,141	18,715
Operating income	2,005	930
% of sales	9.1%	5.0%
Net income ⁽¹⁾	1,101	210
Net financial debt	13,321	10,890

(1) Net income, Group share not including capital gains or losses on disposals, asset impairment and provisions for flat glass fines

- Balance sheet strengthened with capital increase of €1.5bn:
 - ► Reduction in net debt of €2,431M compared to end-June 2008
 - Debt-to-equity ratio reduced to 66.5% of
 - Refinancing of all debt maturities until Q1 2011

H1 2009 highlights

 Deterioration in construction markets and drop in industrial markets

Priority given to sales prices, up by 1.7% in H1 2009, compared to H1 2008

Packaging division held up very well

2009 adaptation plan

Amplification of the cost reduction program: €440M in additional savings for H1 and €1,100M over the full year (compared to €600M forecast initially)

- Optimization of cash management
 - Management of operating WCR: down by €924M over one year
 - Reduction in industrial investments: down by €358M in H1; €700M for the year
 - Suspension of acquisition projects: reduction in share investments of €488m⁽¹⁾

(1) Excl. acquisition of Maxit in H1 2008



Legrand

Adjusted operating margin held up remarkably well

(in €M)	H1 2008	H1 2009
Sales	2,166.0	1,812.1
Adjusted recurring operating income ⁽¹⁾	404.1	306.6
% of sales	18.7%	16.9%
Net income Group share	233.1	107.9
Net financial debt	2,209	1,781

⁽¹⁾ Operating income restated for accounting items linked to the acquisition of Legrand France in 2002, goodwill impairment of €15.9M in H1 2009 and excluding restructuring costs

■ Reduction in debt of €428M compared with end-June 2008

H1 2009 highlights

- Sales fell organically by 16.7%
 - Deterioration in end-user markets
 - Destocking by retailers
- Future growth fundamentals confirmed
 - Positive product mix (trading up)
 - Positive price impact
 - Good performance of growth sectors with strong prospects over the long term

2009 adaptation plan

- Reduction in costs⁽²⁾: down by **17%** in H1 2009 Annual restructuring expenses for 2009: **€40-50M**, comparable to 2008
- High cash generation
 - Control of margins
 - Careful management of WCR: 12.6% of sales at end-June 2009,vs. 15.6% at end-June 2008
 - Control of industrial investment
- (2) Sum of production costs and sales & administrative expenses (excl. R&D) at constant consolidation scope and exchange rates

Materis

Adjusted operating margin held up very well

(in €M)	H1 2008	H1 2009
Sales	964	861
Adjusted operating income ⁽¹⁾	120	94
% of sales	12.4%	10.9%
Net financial debt	1,793	1,820

⁽¹⁾ Adjusted operating income before allocation of goodwill impairment. management fees and non-recurring items

- Successful bank debt restructuring
 - Liquidity protected until 2013 through
 - Rescheduling of amortizing debt
 - Capitalization of mezzanine debt interest
 - €100M credit line, set up for industrial investments and acquisitions
 - Adjustments to bank covenants based on a new business plan
 - Authorization to repurchase debt on the secondary market
 - ► €45M capital contribution (€36M by Wendel and €9M by Materis' executive-investors) in July 2009 16

Credit Update / H1 2009 results

H1 2009 highlights

- Downturn in end markets
 - Volumes down by 14% due to downturns in end markets (construction, steel) and destocking
 - Price/mix impact: +3%
- Operating margin maintained at 10.9% of sales
 - Improvement in gross margins due to price increases
 - Savings on fixed costs (production, logistics, general expenses)

2009 adaptation plan

- Price increases: €91M
- Cost reduction: €60M
- Cash management:
 - ▶ Reduction in investment: €26M
 - Asset sales: €7M
 - WCR: receivables collection and reduction in inventory to offset the unfavorable impact of new French regulations on payment W terms WENDEL

Deutsch

Very adaptable to difficult markets

(in \$M)	H1 2008	H1 2009
Sales	360.2	226.5
Adjusted operating income ⁽¹⁾	74.9	27.5
% of sales	20.7%	12.1%
Net financial debt	764	697

⁽¹⁾ Adjusted operating income before allocation of goodwill impairment, management fees and non-recurring items

- 1st phase of discussions with lenders concluded successfully and unanimously, ensuring compliance with banking covenants
 - New covenants suited to the current environment for a period of six months
 - Cash collateral account created, limited to \$45M, to:

 ensure minimum monthly liquidity until Q1 2010
 pay interest expense on mezzanine debt and guarantee payment of interest for 9 months

H1 2009 highlights

- Organic sales decline of 59% in Industry (Industry division and LADD distribution subsidiary)
- Gradual business recovery since June 2009 in Industry division
- Drop limited to 10% in the Aerospace division but a 25% reduction in orders at end-June
- Strong growth in the Offshore division of 40%

2009 adaptation plan

- Amplification of cost reduction programs
 - ▶ Annual: **\$54M**, or **2x** original program
 - Effort focused equally between 2 divisions Industry: \$30M. Aerospace: \$24M
- Optimization of capital employed
 - Investments limited to \$21M, centered on innovation and productivity
 - Reduction in WCR of \$42M compared to December 31, 2008, after currency impact

Stepped-up effort to adjust to a very adversely affected market

(in €M)	H1 2008	H1 2009
Sales	164.1	110.8
Adjusted operating income ⁽¹⁾	25.5	7.1
% of sales	15.5%	6.4%
Net financial debt	320	331

⁽¹⁾ Adjusted operating profit before allocation of goodwill impairment, management fees and non-recurring items

Negotiation underway with lenders

H1 2009 highlights

 Organic growth: -33%
 Weakness of underlying markets accentuated by destocking, particularly in the automotive, furniture, shoes and luggage segments

 Gradual recovery in month-to-month sales since April 2009

2009 adaptation plan

- Continuation of the €9M cost reduction program for 2009 with:
 - Rationalization of industrial capacity
 - Confirmation of 2 site closures
- Reduction of investment and working capital requirements

Stahl

Stallergenes

Excellent performance and objectives exceeded

(in €M)	H1 2008	H1 2009
Sales	87.0	97.6
Operating income before R&D	32.1	37.3
% of sales	36.8%	38.2%
Net financial debt	4.2	(1.3)

- Important announcements in the 2nd half: results of 5 major phase IIb/III clinical trials
- Full year growth target of 10% confirmed, ensuring operating income will be maintained at 2008 level

H1 2009 highlights

- Sales growth: 12%
 of which organic growth: 11%
- Positive impact of the launch of Oralair® Grasses in Germany
 - New patients
 - Additional sales
- Positive results from the phase III clinical study on the dust mite desensitization tablet
- Implementation of the mutual recognition procedure for Oralair® to obtain registration in 22 European countries





Group Financial Profile

Net asset value as of August 26, 2009 High quality & liquid assets

(in €M)			August 26, 2009	May 31, 2009 ⁽⁴⁾
Listed investments by company ⁽¹⁾	Number of shares ⁽¹⁾	Price ⁽¹⁾	6,243	5,838
Saint-Gobain	89,812,635	€29.83	2,679	2,408
Bureau Veritas	56,293,260	€33.17	1,867	1,910
Legrand	80,583,964	€17.31	1,395	1,228
Stallergenes	6,081,392	€49.61	302	292
Unlisted investments			180	166
Cash ⁽²⁾			2,562	2,824
Gross Asset Value			8,985	8,828
Wendel bonds			(2,531)	(2,833)
Bank debt related to Saint-Gobain fir	nancing		(5,418)	(5,417)
Net value of protection related to Sai	nt-Gobain financing ⁽³⁾		839	984
Net Asset Value			1,875	1,562
)

(1) Number of shares and average of share prices calculated as of August 26, 2009

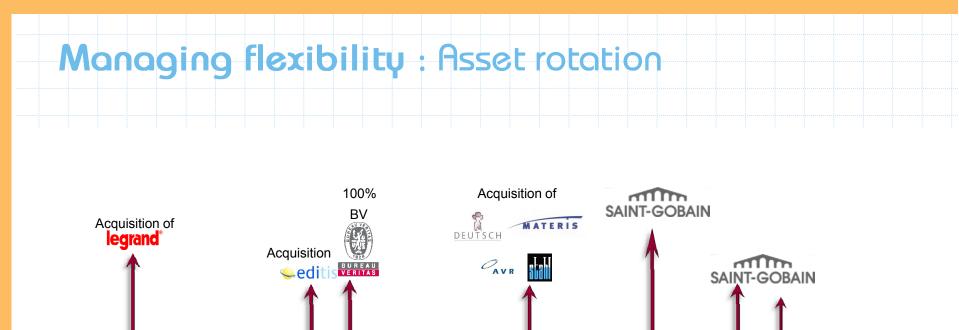
(2) Cash of Wendel and Saint-Gobain acquisition holding company, including €1,443M in unpledged cash as of August 26, 2009

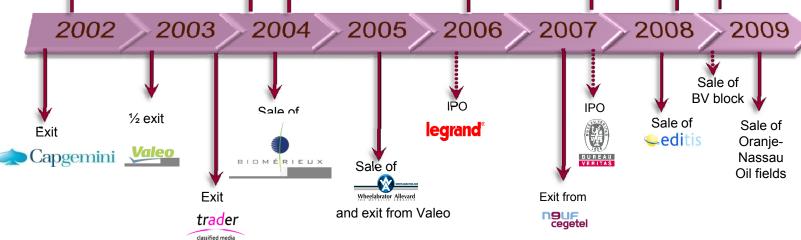
(3) The hedges (purchases and sales of puts) cover 36% of Saint-Gobain shares held.

(4) NAV presented at June 5, 2009 shareholders meeting

Credit Update / H1 2009 results







Managing flexibility : liability management

Saint-Gobain Financing and Bond Debt

Saint-Gobain gross debt Non-recourse debt

Gross debt with margin calls

Gross debt without margin calls (protected by puts)

Wendel bonds Recourse debt

<u>6/30/2009</u>

5,387 5,452 Maturity Maturity 1.000 July 2013 1.000 July 2013 December 2013⁽¹⁾ December 2013 455 600 June 2011 ⁽²⁾ June 2011 800 800 931 April 2012 957 April 2012 107 November 2011 2.095 2.095 Dec. 2010 to Mar 2012 Dec. 2010 to Mar 2012 Maturity 2,484 Maturity 2,779 279 Juin 2009 0 584 February 2011 February 2011 600 November 2014 November 2014 400 400 September 2015 September 2015 400 400 400 May 2016 May 2016 400 August 2017 August 2017 700 700

12/31/2008

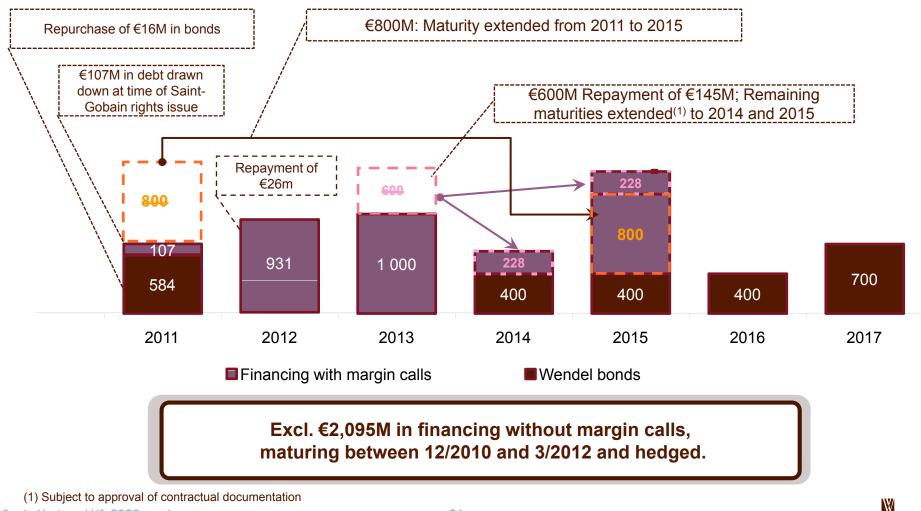
(1) extended to maturities between June 2014 and June 2015 in August 2009, subject to approval of contractual documentation

(2) extended to June 2015 in July 2009

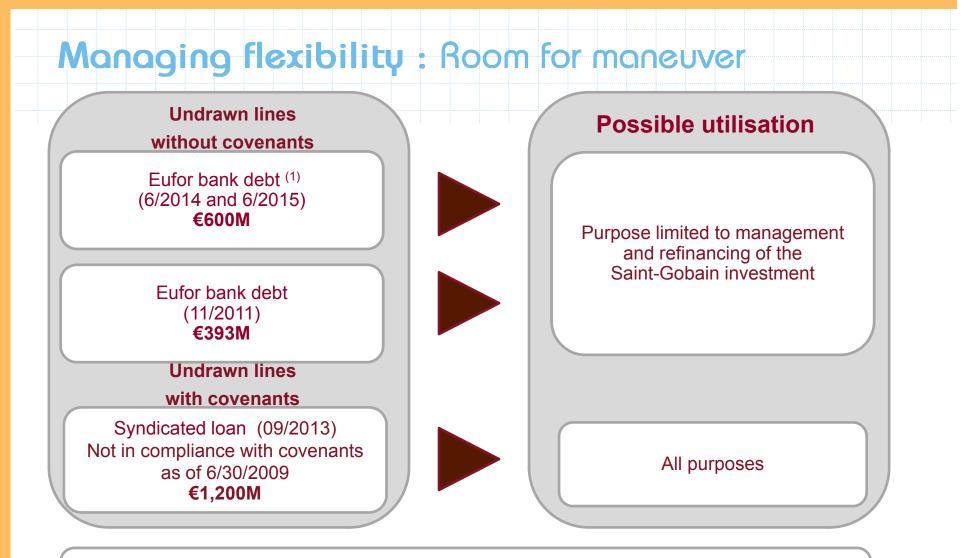
Credit Update / H1 2009 results

Managing flexibility : Extending debt maturities €1,255M in Saint-Gobain financing with margin calls extended for an average of

nearly 3 years



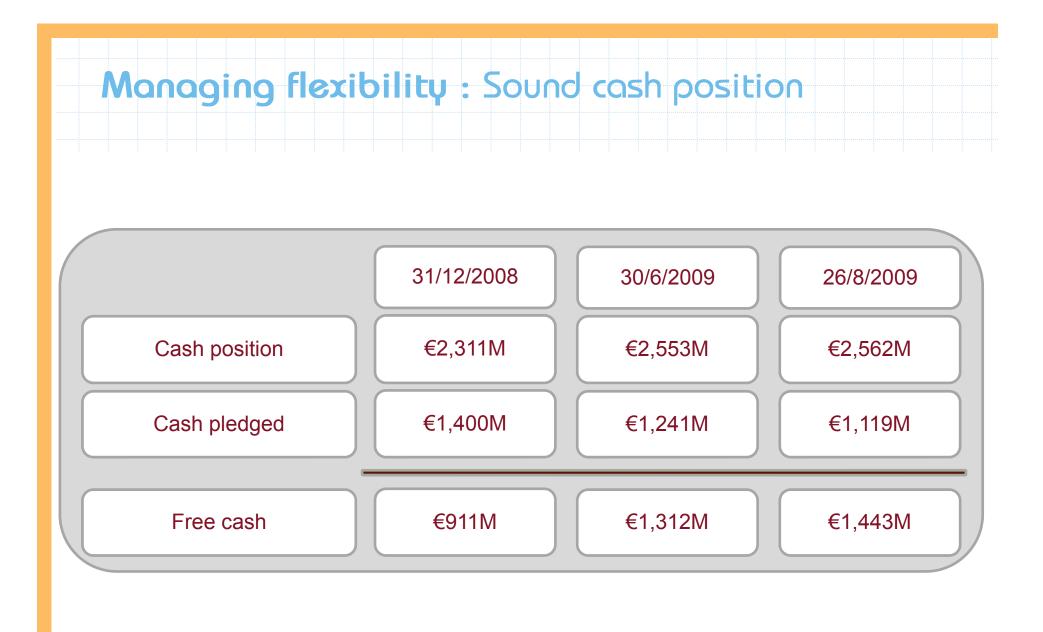
WENDEL



€2,193M in undrawn facilities including €993M usable immediately

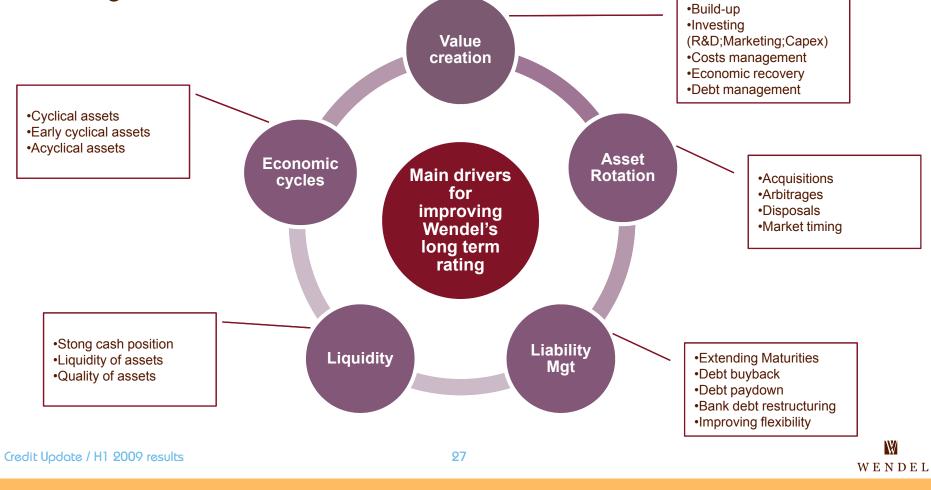
(1) Subject to approval of contractual documentation





Catalysts for rating improvement

- Wendel is rated by Standard & Poor's since September 2002
- Since February 12th 2009, Standard & Poor's long term rating is BB Negative Outlook



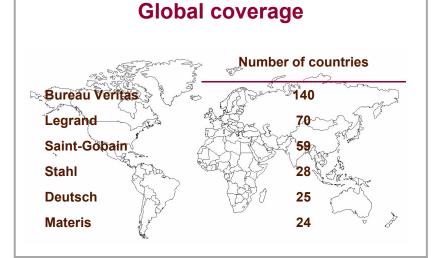


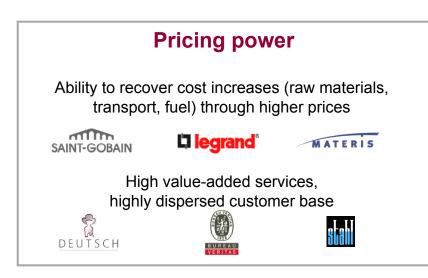


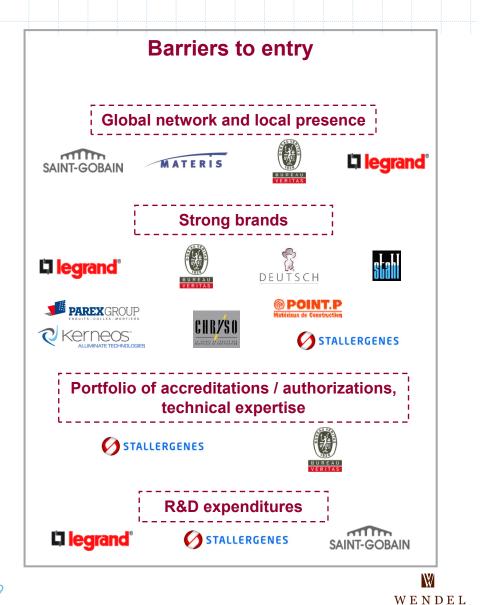
Outlook for medium-term growth

Wendel's companies have considerable structural

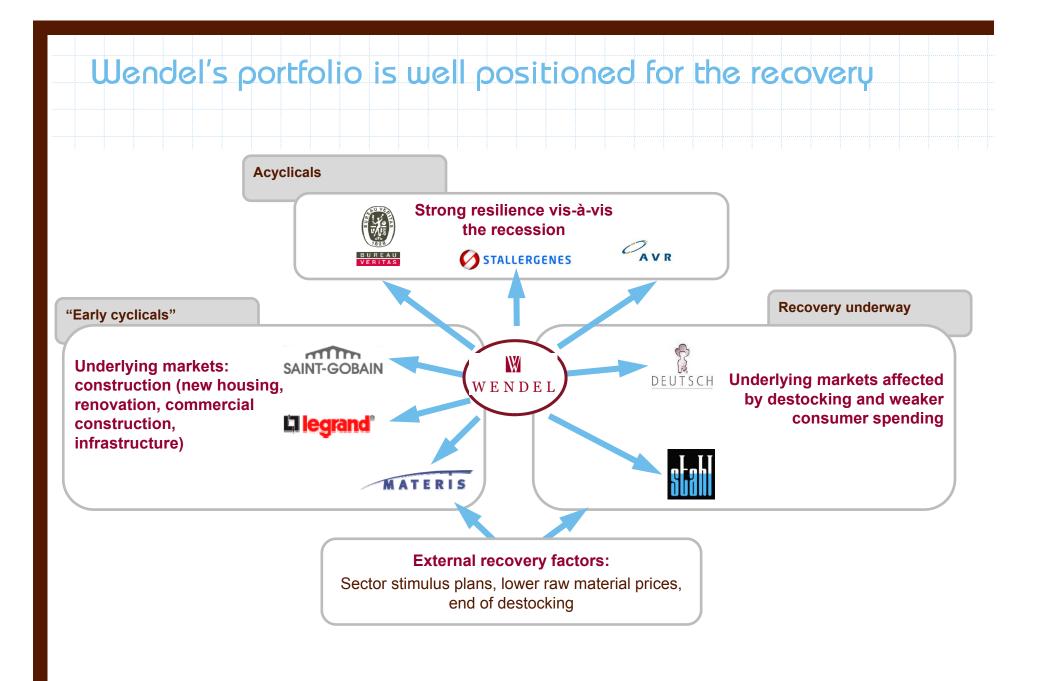
advantages







Credit Update / H1 2009 results



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WENDEL

Priorities for the coming months

Stay well positioned for a recovery whose timing remains uncertain

- Maintain cost discipline in all Group companies
- **Support** and accompany companies through the recession
- Create room for maneuver for the Group by making financial structure more flexible and by lengthening maturity of the debt





Appendices

INCOME STATEMENT

in millions of euros	H1 2009	H1 2008	
Net sales	2,457.9	2,486.6	
Other income from operations	5.6	4.2	
Operating expenses	-2,207.3	-2,209.5	
Income from ordinary activities	256.3	281.3	
Other operating income and expenses	46.9	7.2	
Operating income	303.2	288.5	
Income from cash and cash equivalents	18.8	52.0	
Finance costs, gross	-309.8	-349.5	
Finance costs, net	-291.0	-297.4	
Other financial income and expense	175.4	175.8	
Tax expense	-26.8	-292.6	
Share of net income from equity-method investments	-1,423.7	179.3	
Net income from continuing operations	-1,262.9	53.5	
Net income from discontinued operations and operations held for sale	361.7	311.9	
Net income	-901.3	365.3	
Net income - minority interests	58.6	51.5	
Net income - Group share	-959.8	313.8	

CONSOLIDATED BALANCE SHEET

in millions of euros	6.30.2009	12.31.2008	in millions of euros	6.30.2009	12.31.2008
			Share premiums	246.9	246.9
Goodwill, net	2,476.1	2,607.6	Retained earnings and other reserves	1,636.1	1,427.4
Intangible assets, net	1,471.8	1,509.7	Net income for the period	-959.8	158.1
Property, plant & equipment, net	836.7	1,061.6		1,124.6	2,033.8
Non-current financial assets	2,243.7	2,294.9			
Equity-method investments	4,502.5	5,881.3	Minority interests	353.8	283.7
Deferred tax assets	137.0	168.5	Total shareholders' equity	1,478.4	2,317.6
Total non-current assets	11,667.8	13,523.7	-		
			Long-term provisions	244.3	357.2
Assets and operations held for sale	-	20.6	Long-term borrowings and debt	10,719.3	11,318.4
			Other non-current financial liabilities	195.7	150.3
Inventories	331.7	373.0	Deferred tax liabilities	495.5	602.4
Trade receivables	1,227.9	1,203.2	Total non-current liabilities	11,654.8	12,428.4
Other current assets	153.8	150.4		,	,
Current income tax	11.4	6.8	Liabilities of operations held for sale		23.5
Other current financial assets	1,783.7	1,444.7	Labilities of operations netu for sale	-	23.3
Total current assets	3,508.5	3,178.0	Short-term provisions	22.2	9.3
Trán Langa án	15 17()	1(700 0	- Short-term borrowings and debt	773.0	624.8
Total assets	15,176.3	16,722.3	Other non-current financial liabilities	65.9	62.1
			Trade payables	484.5	555.0

Other current liabilities

Current income tax

Total current liabilities

Total liabilities and shareholders' equity

618.1 83.6

1,952.8

16,722.3

620.1

77.3

2,043.1

15,176.3

CONVERSION FROM ACCOUNTING PRESENTATION TO ECONOMIC PRESENTATION

	Income from	Income from	Non-recurring income				-
	equity investments		Non-recurring goodwill allocation		Asset impairment	Total	Consolidated net income
Net sales	2,457.9	-	· -	-	-	-	2,457.9
Operating income	352.2	(26.0)	95.0 ^{(a}) (53.6)	(64.4 ^(b)	(23.0)	303.2
Finance costs, net	(119.9)	(167.4)	(3.7)	-	-	(3.7)	(291.0)
Other financial income and expenses	(4.3)	(6.2)	185.8 ^(e)) _	-	185.8	175.4
Taxexpense	(74.9)	(0.1)	6.0	16.2	25.9	48.1	(26.8)
Share of net income from quity-method investments	92.7	-	(756.3)(c)) (50.1)	(710.0) ^(d)	(1,516.4)	(1,423.7)
Net income from continuing operations	245.8	(199.7)	(473.1)	(87.4)	(748.5)	(1,309.0)	(1,262.9)
Net income from discontinued operations and operations held for sale	15.7	-	346.0 ^(f)	-	-	346.0	361.7
Net income	261.5	(199.7)	(127.2)	(87.4)	(748.5)	(963.1)	(901.3)
Net income - minority interests	72.4	0.1	(2.6)	(10.8)	(0.6)	(14.0)	58.6
Net income - Group share	189.0	(199.8)	(124.6)	(76.6)	(747.9)	(949.1)	(959.8)

(a) Includes gain on sale of block of Bureau Veritas shares (€118.4M).

(b) Includes Materis (€-33.0M) and Deutsch (€-31.4M).

(c) Saint-Gobain dilution loss (€-741.6M).

(d) Includes impairment losses on investment in Saint-Gobain (€-691.9M) and at Saint-Gobain (€-13.1M).

(e) Includes changes in fair value of Saint-Gobain puts (€+136.4M), gain on sale of Saint-Gobain warrants

(€+65.5M) and change in fair value of interest rate swaps (€-13.9M).

(f) Includes gain on sale of Oranje-Nassau's oil & gas business (€+345.6M).

Credit Update / H1 2009 results



SAINT-GOBAIN FINANCING AND CASH POSITION AS OF DECEMBER 31, 2008 and JUNE 30, 2009

- €3,292.2 million in gross debt subject to collateral calls in the form of cash and/or listed shares (Bureau Veritas and Legrand).
- The value of collateral given by Eufor (i.e. financed Saint-Gobain shares, listed shares and cash) must remain at the level required under bank agreement covenants, based in turn on the amount of debt. In the event of a decline in this value, the bank demands further collateral; in the event of an increase, a portion of the collateral is freed up.

	<u>6/30/2009</u>	<u>12/31/2008</u>	
Total cash	2,553	2,311	
Free cash	1,312	911	_
Cash – Initial collateral	483	563	- Diadrad cook
Cash – Margin calls	758	837	Pledged cash
Listed shares ⁽¹⁾ given as collateral	3,907	4,122	Saint-Gobain, Bureau Veritas and Legrand shares
Unpledged listed shares(1) (1) Based on closing share prices as of 6/30/2009.	1,694 ³⁶	1,816	Unpledged BV, Legrand and Stallergenes shares WENDEL

NAV: Principal comments

- More detailed presentation, and same structure as on June 5, 2009
- Published valuation date
- Methodology unchanged and complies with recommendations of the EVCA
 - Listed subsidiaries and equity investments: average of the closing prices of the previous 20 trading days The date used for the calculation of the average market price is indicated
 - Unlisted private equity investments: approach using multiples of a sample of comparable companies
- **Statutory Auditors verify** that calculation complies with methodology
- NAV reviewed and validated by the Audit Committee
 - Valuation by an independent, recognized expert submitted to the Audit Committee
- NAV will next be published on December 3, 2009

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