



WENDEL

LETTER TO SHAREHOLDERS



OCTOBER 2017

First-half 2017 earnings

KEY FIGURES

€165.8

NAV per share as of August 25, 2017,
up more than 13.7% over 12 months

€4.17 billion

in consolidated sales

Net income from operations,
Group share,

up **2.4%**

at **€85.7 million**

Dear Shareholders,

In the first half of 2017, most of our companies experienced significant growth either organically or through the 17 acquisitions we carried out during the period. Net income stood at €125.8 million, with a significant decline in interest expense following the reduction in our debt. NAV, the most relevant indicator for an investment company, was up 13.7% year-on-year as of August 25, at €165.8 per share.

Wendel investment professionals have worked diligently since the beginning of the year on four projects. The first two were divestments, against a background of high market prices. Firstly, in the spring we sold 22 million Saint-Gobain shares, or 3.9% of the company's capital, on excellent terms. Secondly, Constantia Flexibles sold its Labels business, which will enable this successful Austria-based global company to accentuate its efforts to grow and develop in flexible packaging and to strengthen its financial structure. At the same time, we organized, together with Stahl, a new stage in that company's development with the acquisition of BASF's leather chemicals business. You will find the details of these two attractive industry transactions in this shareholders' letter. Finally, we concentrated our efforts on the development of Bureau Veritas, which posted organic growth of 1.3% in the first half. I am now very confident that Bureau Veritas's five strategic growth initiatives will gradually augment this favorable trend.

My departure from the chairmanship of the Executive Board was announced on the day our half-year results were released. I will be emotional about leaving Wendel at the end of the year, but I will also leave with the feeling of having accomplished what I set out to do. When I arrived in April 2009, Wendel's situation was more than delicate. The share price was €15. It is now around €140. Net debt has declined from €6 billion to €1 billion, and Wendel regained its Investment Grade status in July 2014. Most importantly, Wendel is now more international and more diversified than ever before. We have gained a foothold in North America, we have become one of the foremost private investors in Africa, and we have paved the way for our development in Southeast Asia. I am very proud of these accomplishments. They are the result of the work of all of Wendel's teams, of the portfolio companies' management teams and of all other Group employees. Bernard Gautier, with whom I formed a close-knit, complementary duo for nearly 9 years, will continue to serve alongside the future Chairman of the Executive Board and will ensure a certain level of continuity in the new team. I would like to thank you once again for the trust you have placed in me.

Frédéric Lemoine, Chairman of the Executive Board

RESULTS

On September 7, 2017, Wendel published its H1 2017 earnings and Net Asset Value (NAV).

Wendel's Net Asset Value was €165.8 per share as of 8/25/2017, up 13.7% over 12 months

(in millions of euros)			08/25/2017
Listed equity investments	<u>Number of shares</u>	<u>Share price</u> ⁽¹⁾	4,162
Bureau Veritas	177.2	€19.7	3,497
Saint-Gobain	14.2	€ 46.9	664
Unlisted investments and Oranje-Nassau Développement ⁽²⁾			4,535
Other assets and liabilities of Wendel and holding companies ⁽³⁾			146
Cash and marketable securities ⁽⁴⁾			1,863
Gross asset value			10,706
Wendel bond debt and accrued interest			- 2,882
Net Asset Value			7,824
<i>Of which net debt</i>			<i>- 1,019</i>
<i>Number of shares</i>			<i>47,195,153</i>
Net Asset Value per share			€165.8
Average of 20 most recent Wendel share prices			€129.8
Premium (discount) on NAV			-21.7%

(1) Average of 20 most recent closing prices calculated as of August 25, 2017.

(2) Unlisted equity investments (Cromology, Stahl, IHS, Constantia Flexibles, Allied Universal) and Oranje-Nassau Développement (NOP, Saham, Mecatherm, exceet, CSP Technologies, SGI Africa, Tsebo and indirect investments and debt). IHS's valuation is calculated solely on the basis of EBITDA so as to take into account the fast-growing nature of IHS's business. The Sanlam/Saham transaction was finalized on May 10, 2017 and has been included in the NAV calculation since May 5, 2017. The sale of Constantia Flexibles' Labels division to MCC was taken into account in the August 25 NAV calculation.

(3) Includes 1,495,057 Wendel shares held in treasury as of August 25, 2017.

(4) Cash and marketable securities of Wendel and holding companies as of August 25, 2017, composed of €1,508 million in available cash and €354 million in liquid financial investments.

Assets and liabilities denominated in currencies other than the euro have been converted at exchange rates prevailing on the date of the NAV calculation.

If co-investment conditions are realized, there could be a dilutive effect on Wendel's percentage ownership. These items have been taken into account in the calculation of NAV. See page 262 of the 2016 Registration Document.

Results of first-half 2017

In H1 2017, the Wendel Group's consolidated sales totaled €4,168.4 million, up 10.0% overall and up 0.6% organically.

The overall contribution of the Group's companies to net income from operations was €357.0 million, reflecting a 2.4% decrease compared with H1 2016. This slight decline resulted in part from changes in scope (exit of Parcours and equity method for Allied Universal) that were not offset by newly-acquired companies (Tsebo, SGI Africa), as well as by the negative performance of Mecatherm. In addition, IHS delivered a positive contribution to recurring net income, thereby validating the capital expenditures it has made over the past few years.

Financial expense, operating expenses and taxes totaled €120.0 million, down 8.0% from H1 2016 (€130.3 million). This reduction was concentrated in the financial expense line item and resulted from liability management transactions initiated by Wendel that reduced the cost of Wendel's debt. Specifically, borrowing costs declined by €33.4 million between H1 2016 and H1 2017, from €93.1 million to €59.7 million. Nevertheless, the decline of the US dollar had a negative impact of €28.0 million on the Group's cash and financial investments in H1 2017 (€-0.8 million in H1 2016).

Non-recurring income was €-24.4 million vs. €-475.6 million in H1 2016. In H1 2016, the non-recurring loss in Wendel's consolidated statements derived principally from a loss on the sale of Saint-Gobain shares (€229.6 million), IHS's currency translation loss from the devaluation of the Nigerian naira (€111.8 million), asset impairment and other non-recurring items (€-70.3 million) and an accounting loss of €56.6 million on the repurchase of bond debt in June 2016, which was not offset by the accounting gain of €78.3 million on the sale of Parcours.

In comparison, the non-recurring loss recognized in H1 2017 was small and resulted from the following items:

- an accounting gain of €84.1 million following the sale of Saint-Gobain shares at the end of May and the beginning of June 2017, which applied to all shares held by Wendel, in line with IAS 28;
- a dilution loss on IHS of €31.7 million resulting from a simplification of the company's shareholder structure in February 2017;
- a positive currency impact of €27.5 million on Stahl's financial debt;
- asset impairment and other non-recurrent items (€-104.3 million).

Consequently, Wendel's total net income was €125.8 million in H1 2017, compared with a net loss of €313.2 million in H1 2016. Net income, Group share was €31.3 million (vs. €-425.1 million in H1 2016).

H1 2017 consolidated results

(in millions of euros)	H1 2016	H1 2017
Consolidated subsidiaries	365.9	357.0
Financing, operating expenses and taxes	-130.3	-120.0
Net income from operations⁽¹⁾	235.6	237.1
<i>Net income from operations,⁽¹⁾ Group share</i>	83.7	85.7
Non-recurring net income	-475.6	-24.4
Impact of goodwill allocation	-73.2	-86.8
Total net income	-313.2	125.8
<i>Net income, Group share</i>	-425.1	31.3

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

Constantia Flexibles has sold its Labels division to Multi-Color

On July 17, 2017, Constantia Flexibles, a world leader in flexible packaging, announced that it had signed an agreement to sell its Labels business to Multi-Color, for an enterprise value of approximately €1.15 billion (\$1.3 billion). The majority of the transaction is payable in cash, and Constantia Flexibles will become Multi-Color's largest shareholder with a 16.6% equity stake. Frédéric Lemoine, Chairman of Wendel's Executive Board and Chairman of the Supervisory Board of Constantia Flexibles, expressed warm approval for "this strategic transaction that will enable Constantia Flexibles to focus on flexible packaging and further accelerate its investment in innovation and growth." Moreover, in becoming the largest shareholder of a company bringing together Constantia's and Multi-Color's labels businesses, Constantia Flexibles will retain an exposure to growth in this market. Since 2015, Wendel has supported Constantia Flexibles in its international growth and development. During this time, Constantia has acquired five companies in Europe and emerging markets.



SGI Africa has opened its second PlaYce shopping center in Abidjan

"PlaYce Palmeraie", the second shopping center operated by SGI Africa, was inaugurated on June 29, 2017 in Abidjan (Côte d'Ivoire). The ceremony took place in the presence of Amadou Gon Coulibaly, Côte d'Ivoire's prime minister. This new shopping center serves as confirmation of the success SGI Africa has enjoyed with "PlaYce Marcory", opened at the end of 2015, also in Abidjan. This new, 29,000 m² space, including the shopping center, parking lot and landscaping and located in the Cocody-Riviera Palmeraie - Génie 2000 district, replicates the PlaYce brand's DNA through its unique design and three-theme organization. Similar to its predecessor, it will have a shopping mall with 24 fashion outlets and service boutiques, a

food court and a Carrefour hypermarket. SGI Africa plans to continue to grow in its home continent with new centers planned in Côte d'Ivoire, Cameroon and Senegal. Overall, SGI Africa plans to build around 20 shopping centers in eight sub-Saharan African countries. The PlaYce brand's goal is to build modern, attractive shopping venues, and it has already proven it can do so!

Stahl has finalized the acquisition of BASF's leather chemicals business

Stahl's acquisition of BASF's leather chemicals business, announced in the spring, became official on October 2, 2017. The transaction will include the Spanish leather chemicals production site in L'Hospitalet, in addition to exclusive medium-to-long-term supply agreements under which BASF will supply leather chemicals products to Stahl from its current manufacturing facilities that will not be carved-out. In exchange for selling its assets to Stahl, BASF received 16% of Stahl's capital and a cash payment of around €111 million. As a result of certain adjustments¹ (principally net debt and WCR), the cash payment was well below the €150 million figure announced at the time of signature. With this acquisition, Stahl will strengthen its product portfolio, boost its ability to innovate and generate combined sales of €870-890 million and EBITDA of €200-210 million (estimated *pro forma* 2017 figures). Wendel remains Stahl's core shareholder, with around 63% of the share capital, alongside Clariant, BASF and other minority shareholders².



¹ Subject to post-closing final adjustments

² Including management

Interview with Emma Lavigne, Director of the Centre Pompidou-Metz

Since it was founded in 2010, the Centre Pompidou-Metz has been a place for people to learn about artistic creation in all its forms. The center's director, Emma Lavigne, upholds its mission and endeavors to present a multidisciplinary exhibition program, year after year. In the following interview, Ms. Lavigne tells us how the partnership with Wendel has made these goals possible and presents the highlights of the coming 2017-18 season.

How did the partnership between the Centre Pompidou-Metz and Wendel begin?

This partnership came about because we share strong territorial roots with Wendel and particularly with the Wendel family. The Lorraine region is indisputably the bedrock of our collaboration. Wendel has supported the Centre Pompidou-Metz from the time it was only an idea and continues to support us today as our founding sponsor; it has now been seven years. Wendel is a long-term partner that gives our institution the stability it needs to fulfill our cultural mission over the long term and offer our visitors ever more fascinating exhibits.



Centre Pompidou-Metz: key figures

Created in **2010**

More than **3** million visitors, of whom **30%** from abroad

4-6 exhibits per year

Access to the Centre Pompidou Paris' collection of **100,000** works of art

What will be the highlights of the 2017-18 season?

The 2017-18 exhibition season will be eclectic, starting with full immersion into Japanese culture! The first exhibit will focus on Japanese architecture and urban development since 1945 and will run through January 8, 2018. Through film, photography, documents, models, maps and special activities, the exhibit will highlight the changes that have occurred in the major Japanese cities and present today's challenges. It will showcase the structures conceived by world-renowned Japanese architects such as Tadao Ando, Kenzo Tange, Toyo Ito, etc.

Then, from October 20 to March 5, we will present a ground-breaking exhibit on Japanese visual arts since 1970. This nearly 50-year retrospective will display Japanese creativity from fashion and design to mangas and fine arts to performance, theater and music. It will throw a spotlight on the diversity and extraordinary vitality of Japanese artistic movements.

Finally, in the spring of 2018, an exhibit entitled "Modern Couples" will open. The goal of the exhibit will be to peer into the intimate space of artist couples and understand the "four hands" creative process. We'll look at how these couples relate to each other artistically, using examples such as Frieda Kahlo and Diego Rivera, Picasso and Dora Maar, and architect couples such as Ray and Charles Eames. From passion to power dynamics, the exhibition will show us a new, more intimate side of artistic creation.

How do you create these exhibits?

Bringing an exhibition from idea to fruition requires three to four years of preparation. We must obtain loans of works of art from international museums or private collections and arrange to have them transported. We must then organize a creative display to present them to the public. For certain projects, such as the "Fernand Léger: Beauty is everywhere" retrospective, we work closely with the Centre Pompidou Paris, our sister institution, which gives us access to its collection. This is a unique advantage for us, because the Centre Pompidou Paris has the largest collection of modern and contemporary art in Europe.

2017 Actionaria tradeshow

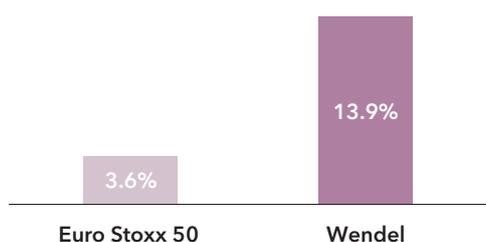


Wendel will be present at the Actionaria tradeshow for the eighth consecutive year. The shareholder relations, financial communication and investment teams will be on hand to meet individual shareholders on November 23-24, 2017. For its 20th edition, the tradeshow's schedule will change, moving to Thursday and Friday with evening hours on Thursday until 10 PM. Don't hesitate to ask for an invitation and come visit us.

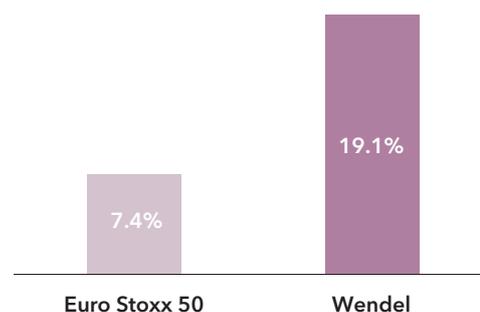


Annualized return as of 8/25/2017

Since June 13, 2002



Since January 1, 2009



Source: FactSet average last 20 trading days TSR as prior to 08/25/2017.

Next on the agenda

Thursday November 30, 2017
2017 Investor Day / Publication of NAV and trading update (pre-market release)

Thursday March 22, 2018
2017 full-year earnings / Publication of NAV (pre-market release)

Thursday May 17, 2018
2018 Shareholders' Meeting / Publication of NAV and trading update (before Shareholders' Meeting)

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