



W E N D E L



Credit update

November 17, 2015

# Who we are

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**310 years**

of history and industrial roots



**Family business**

with reference family shareholder



Publicly listed

**investment company**



**Permanent capital**

from own balance sheet

*“A strong tradition of entrepreneurship supporting long-term investing”*

A **310**-year-old  
history

**272** years in  
the steel industry

Nearly **40** years of  
investment experience



1. View of steelworks in 1866. Watercolor by Bertier.

2. François de Wendel (1778-1829).

# Wendel at a glance

As of August 31, 2015

**€11.3bn**

Gross asset value

**13**

Portfolio companies

**€5.5bn**

Market capitalization



W E N D E L

**€1.6bn (1)**

Cash on balance sheet

**€1.5bn**

Undrawn available facilities

**~15.0%**

Total Shareholder  
Return (annualized) for  
the last 12 years

(1) Cash on balance sheet as of August 31, 2015 excluding September 2015 bond repayment (€348m) and 2020 bond issue (€300m)

# A global footprint of offices to support our portfolio

**80+** employees at holding level



**c. 275k** employees across portfolio

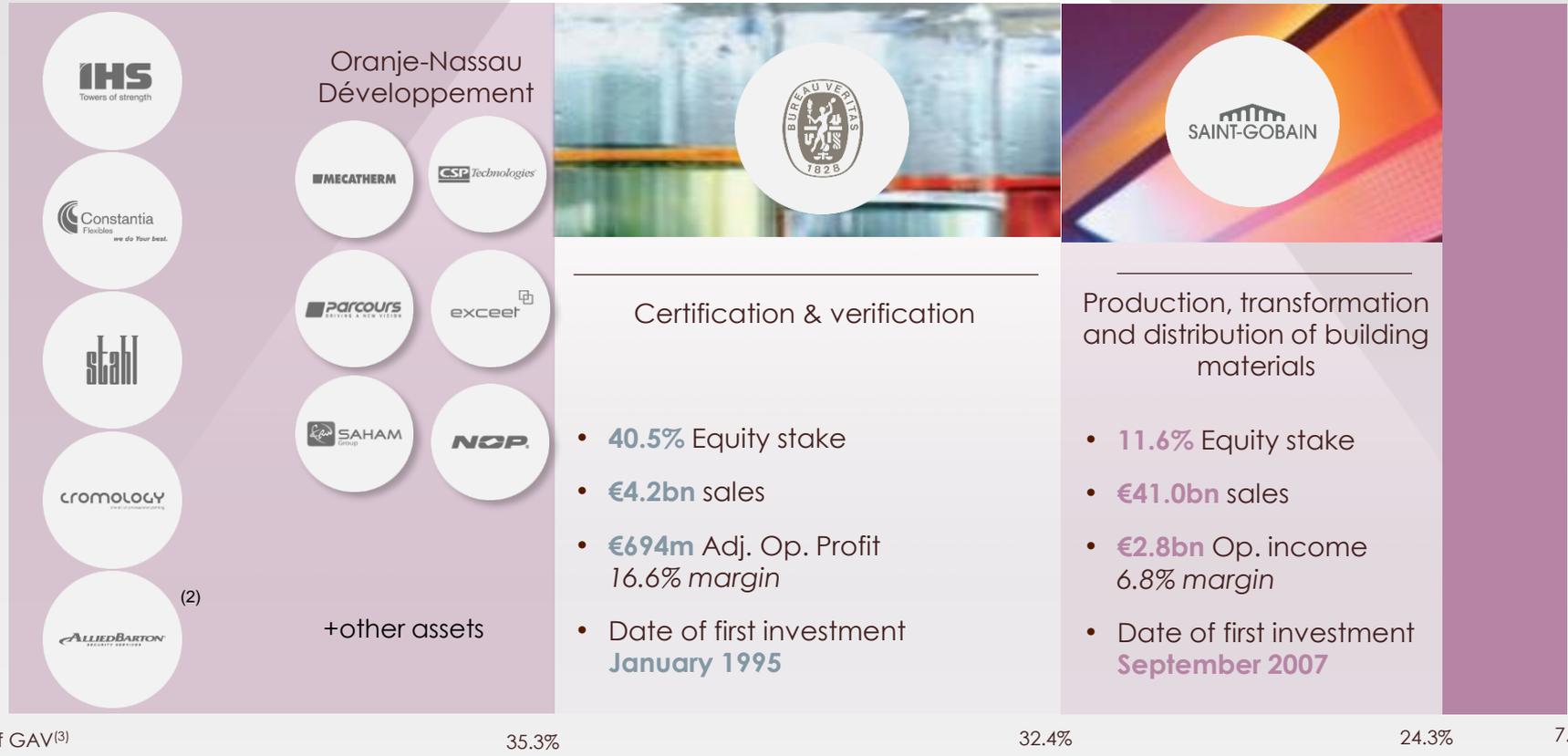
## GROSS ASSET VALUE: €11.3BN

### Unlisted assets

### Bureau Veritas

### Saint-Gobain

### Cash<sup>1</sup>



Note:

Equity stake as of June 30, 2015. Sales and EBITDA figures refer to the FY 2014

(1) Cash (and other assets and marketable securities)

(2) AlliedBarton Security Services acquisition to be finalized by end-2015

(3) Percentage of Gross Asset Value based on NAV calculation on August 31, 2015, including investment in AlliedBarton on a pro forma basis

**TOLLENT**

CACHETIE

2015  
25/12/15  
479 17/12/15  
ACHESSE

het

Onolage

Rouge Passion

Igloo

2015 interim results

Qui Qui

Ri-Tournelle

Canette

**Consolidated sales** up +35.6%, organic +3.3%

**Net income from business sectors**, up +24%

**Total shareholders' equity** of €4.3bn, up +39%

**NAV at €146.3**, up +12.9% LTM

**Strong** performance of major assets

**Expansion** of unlisted portfolio

Group **diversification**

# 2013-17 investment strategy fully achieved in 2015<sup>(1)</sup>

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Investments in **IHS completed** as planned



Acquisition of **CSP Technologies**



Acquisition of **Constantia Flexibles** group



Acquisition<sup>(1)</sup> of **AlliedBarton**

# Investment activity at the level of the Group's companies in 2015

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**IHS** finalized its acquisitions and integrated the acquired towers in 2014



**Constantia Flexibles** strengthened its strategic position in Africa with the acquisition of Afripack



**Bureau Veritas** made **6 acquisitions** of which 4 in China



**Saint-Gobain** stepped up the implementation of its strategy with the signature of an agreement with Apollo for the sale of Verallia and the plan to acquire a controlling interest in Sika; and pursued its small and mid-scale acquisition policy with **7 acquisitions**

## Optimized exposure to listed assets



### Largest shareholder of **Saint-Gobain**

- Wendel's capital ownership: **11.6%**
- Voting rights held by Wendel: **19.2%**

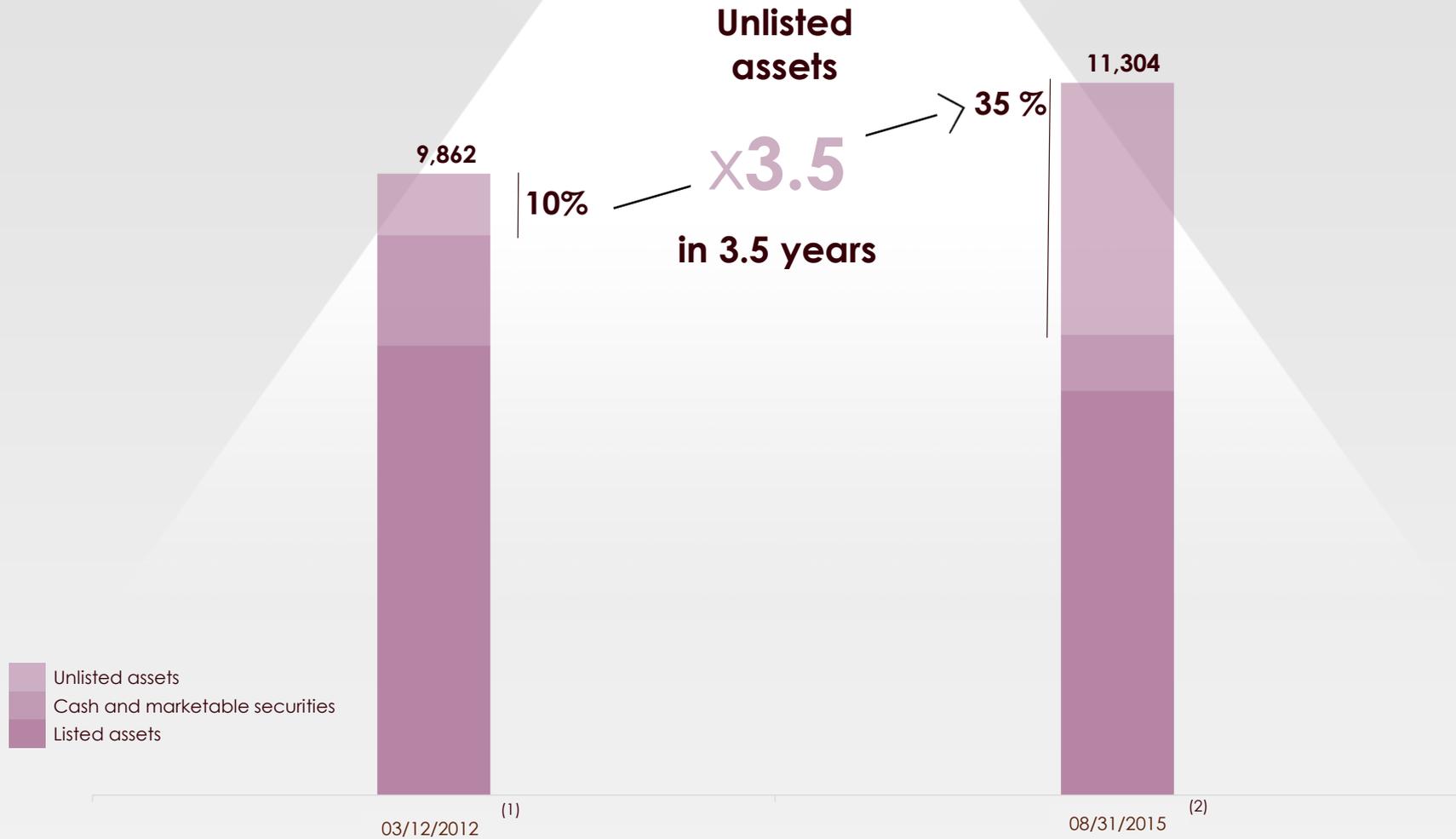


### Controlling shareholder of **Bureau Veritas**

- Wendel's capital ownership: **40.5%**
- Voting rights held by Wendel: **56.6%**

# Acceleration in portfolio rebalancing toward unlisted assets

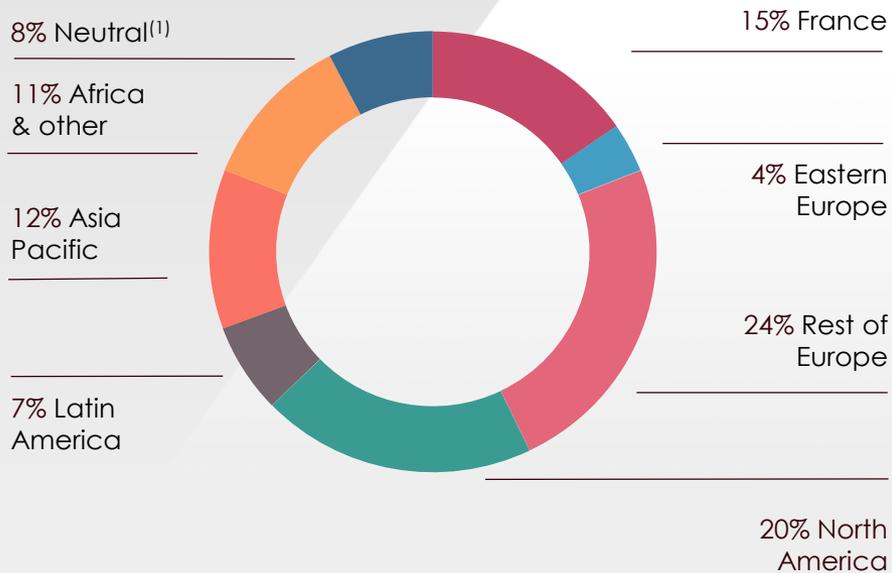
Gross asset value, in € million



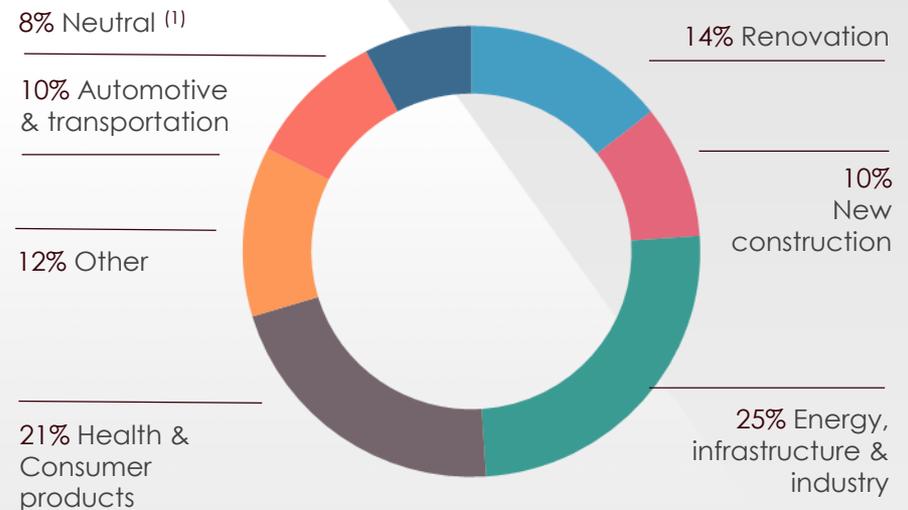
# A diversified Group

Economic exposure as of August 31, 2015

## Regions



## End-user market



Group companies enterprise value<sup>(2)</sup> exposure according to the breakdown per region and end-user market of companies' 2014 sales



AlliedBarton

Wendel's 3<sup>rd</sup> acquisition in the US

# AlliedBarton Security Services

## Transaction key figures

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**\$1.67bn** enterprise value

**~\$670m equity** invested<sup>(1)</sup>

**\$990m** of covenant-light debt<sup>(2)</sup>

**~96%** of the share capital held by Wendel



# AlliedBarton Security Services

Wendel's 2<sup>nd</sup> acquisition in the US in less than 7 months

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**Leading provider** of security officer services in the US

**Strong market position** in a growing and consolidating industry

**High quality services & strong credibility in the market**, with high profile clients having access to sensitive information. Governance will therefore comply with U.S. Defense authorities' standards.

**Attractive growth prospects**, organically and through acquisition

**Resilient** business model



# AlliedBarton Security Services

In brief

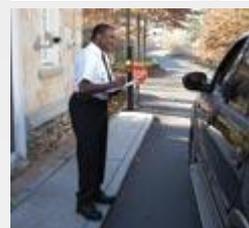
**\$ 2.2 bn** of LTM sales<sup>(1)</sup>

**\$ 148m** of LTM adjusted EBITDA<sup>(1)</sup>

**> 95%** free cash flow conversion rate<sup>(2)</sup>

**~ 3,300** clients across a variety of industries

**60,000+** employees



(1) Period ended June 30, 2015; Represents management reported EBITDA for credit agreement compliance

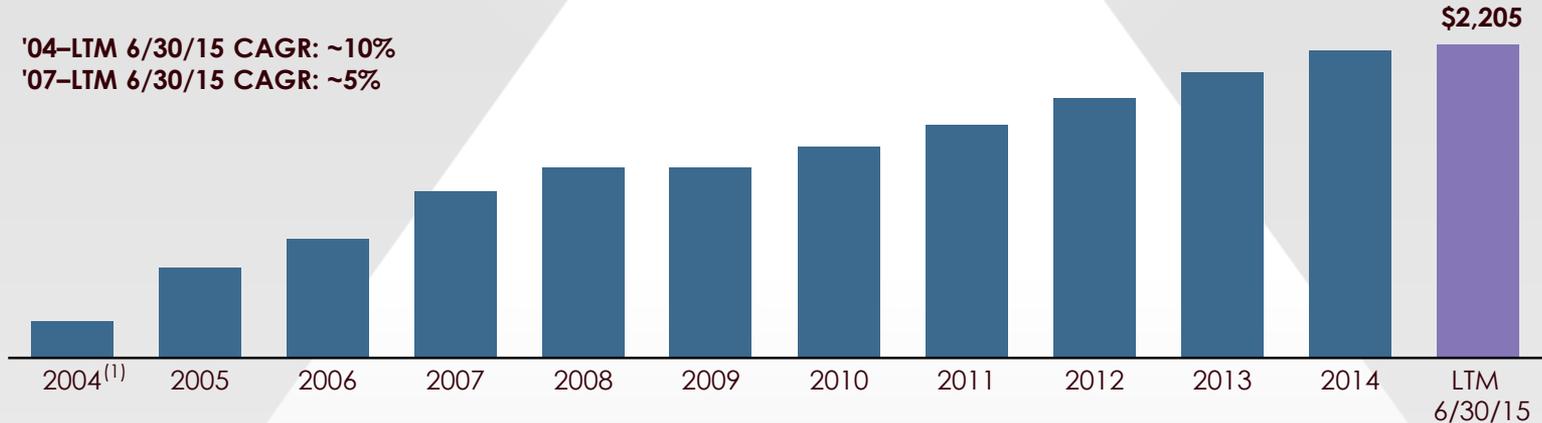
(2) Free cash flow conversion rate: (EBITDA-CAPEX)/EBITDA

Figures in US GAAP

# Strong and consistent growth over the last decade

## Revenue

'04-LTM 6/30/15 CAGR: ~10%  
'07-LTM 6/30/15 CAGR: ~5%



## Adjusted EBITDA<sup>(2)</sup>

'04-LTM 6/30/15 CAGR: ~12%  
'07-LTM 6/30/15 CAGR: ~9%

Almost entirely  
organic growth



LTM 6/30/15 EBITDA Margin: 6.7%

(1) Allied Security acquired Barton Protective Services in August 2004 to form AlliedBarton Security Services.

(2) LTM 6/30/2015 represents management reported Adjusted EBITDA for credit agreement compliance

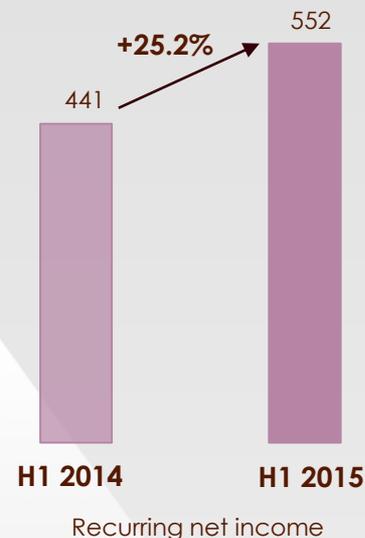
The image shows two male technicians in green polo shirts and orange hard hats. They are standing outdoors at what appears to be a power substation, with a large metal lattice tower in the background. The technician on the left is holding a clipboard and a pair of yellow and grey work gloves, and is writing on the clipboard. The technician on the right is holding a red clamp meter. Both are looking at the clipboard and smiling. A semi-transparent dark grey horizontal band is overlaid across the middle of the image, containing the text 'Business activity' in a white serif font. A thin white diagonal line is positioned to the left of the text.

Business activity

# Saint-Gobain

Good revenue growth & profitability improvement

In € million	H1 2014 <sup>(1)</sup>	H1 2015	Δ	
Sales	18,946	19,860	+4.8%	+0.5% organic
Operating income	1,183	1,275	+7.8%	
% of net sales	6.2%	6.4%	+20 bps	
Recurring net income <sup>(2)</sup>	441	552	+25.2%	
% of net sales	2.3%	2.8%	+50 bps	
Net financial debt	8,519	7,995	-524	



## Outlook

- Innovative Materials: ongoing gradual profitability gains in Flat Glass and continued good margins in HPM
- Construction Products: ongoing upbeat momentum in Interior Solutions; Roofing should stabilize
- Building Distribution: organic growth hampered by France
- Progressive stabilization in France in H2
- Outlook for Germany still uncertain; good H2 growth in the UK and Nordic countries
- North America should advance in H2
- Continued good growth levels in Asia & emerging countries, despite the slowdown in Brazil
- Expected closing of Verallia sale in H2 2015

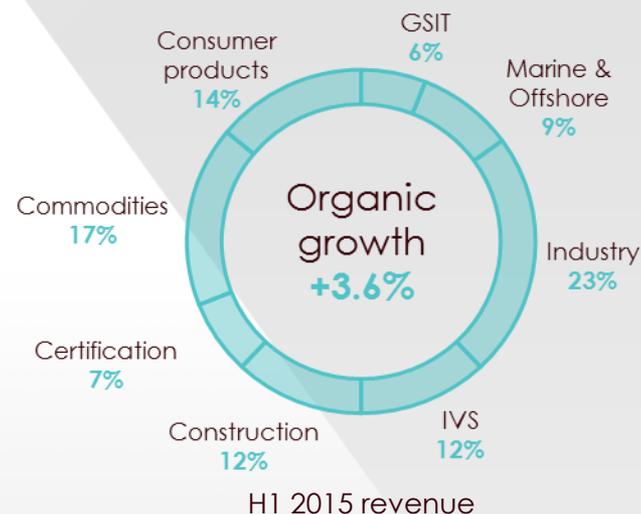
**W** (1) Following the signature of the agreement with Apollo and in accordance with IFRS 5, the Packaging business (including Verallia North America) was reclassified within "Net income for discontinued operations" in the 2014 and 2015 income statement.

(2) Excluding capital gains and losses on disposals, asset write-downs and material non-recurring provisions.

# Bureau Veritas

Strong performance in overall challenging market conditions, 2015 outlook confirmed

In € million	H1 2014	H1 2015	Δ	Δ @ constant currencies
Revenue	1,967.4	2,318.7	+17.9%	+9.0%
Operating income <sup>(1)</sup>	310.0	370.3	+19.5%	+7.1%
% of net sales	15.8%	16.0%	+20 bps	-30 bps
Net income, group share <sup>(1)</sup>	177.5	200.3	+12.8%	-3.5%
Net financial debt <sup>(2)</sup>	1,985.5	2,110.6	+6.3%	n.a.



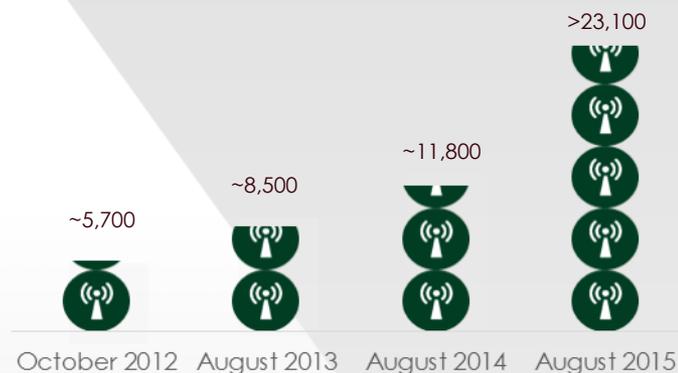
## 2015 Outlook

- **For the full year 2015, Bureau Veritas continues to expect a slight improvement in organic growth over 2014.**
- Taking into account the global economic slowdown and the more pronounced drop in oil prices, growth in the second half of 2015 should be less dynamic than in the first half
- The operating margin should also improve thanks to ongoing operational excellence initiatives
- Bureau Veritas will continue to generate strong cash-flow
- Targeted acquisitions in attractive markets will also contribute to overall growth

## Sharp growth boosted by the successful integration of acquired towers

In \$ million	H1 2014	H1 2015	Δ
Revenue	131.5	302.2	+129.8%
EBITDA <sup>(1)</sup>	41.0	107.9	+163.4%
% of net sales	31.2%	35.7%	+455 bps

> 23,100 towers in portfolio <sup>(2)</sup>



- **Successful integration of the latest acquisitions**

- Towers portfolio x4 since Wendel's first investment in IHS
- All the previously announced acquisitions were completed by July & August 2015

- **Revenue more than doubled & profitability improved: EBITDA margin at 35.7% i.e. +455 bps**

- Successful operational integration
- Strong cost management through development of hybrid solar solutions and tower rationalization

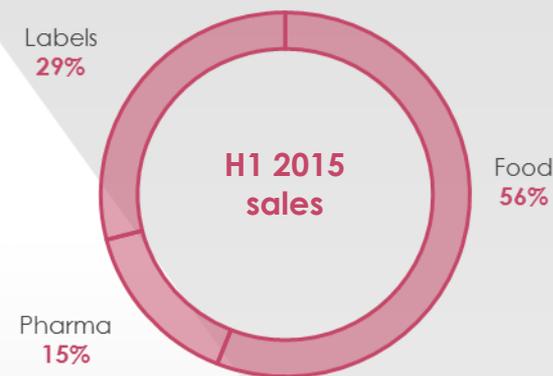
- **Wendel investment**

- Last tranche of the capital increase completed in July at an additional premium to the previous tranche in Dec.14, Wendel has invested a total of \$779m in equity.

# Constantia Flexibles

Heading for record year

In € million	H1 2014 <sup>(1)</sup>	H1 2015 <sup>(2)</sup>	Δ
Sales	859.6	942.7	+9.7%
EBITDA	123.5	129.9	+5.2%
% of net sales	14.4%	13.8%	-60 bps
Operating income	71.1	69.6	-2.1%
% of net sales	8.3%	7.4%	-90 bps
Net financial debt	n.d. <sup>(3)</sup>	1,172.5	n.d.



- **+5.4% organic growth**

- Significant rise in sales attributable to all of Constantia's divisions: Food (+8.5% o/w +4.9% organic), Pharma (+5.6% o/w +4.8% organic) and Labels (+10.2% o/w+3.2% organic)
- Constantia Flexibles grows with its global clients, which accounted for 43% of total revenue in H1 2015

- **EBITDA up +5.2%**

- Current margin deterioration is related to currency translation impact (mainly EUR/USD), as USD currency translation gain in sales is higher than in operating profit
- Additionally, profits were affected by some product/ portfolio mix changes

(1) H1 2014 results, excluding one-time effects amounting to €6.6m (M & A and post-merger acquisition costs amounting to €2.1m, reorganization costs amounting to €1.4m and other one-time effects of €3.1m)

(2) H1 2015 results excluding one-time effects amounting to €13.0m (M & A and post-merger acquisition costs amounting to €3.7m, exit related costs of €m, reorganization costs of €1.4m and other one-time effects of €5.1m)

(3) Comparison with the net debt prior to the acquisition by Wendel not meaningful.

**Organic growth and further acquisitions** in emerging markets.

Signing of Afripack acquisition

**Stable growth** based on high share of essential daily products

**Expansion of product portfolio** through innovative solutions

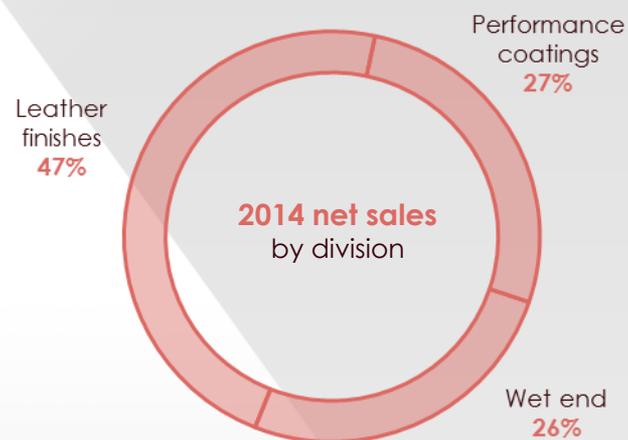
**Operational Excellence**

Effective cost-management and efficiency improvements in business operations

**Alexander Baumgartner** to take over as CEO on October 1, excellent transition

organized with Thomas Unger and Constantia teams

In € million	H1 2014 <sup>(1)</sup>	H1 2015	Δ
Revenue	217.5	317.9	+46.2%
EBITDA <sup>(2)</sup>	39.2	64.1	+63.6%
% of net sales	18.0%	20.2%	+215 bps
Operating income <sup>(2)</sup>	33.7	56.6	+68.2%
% of net sales	15.5%	17.8%	+230 bps
Net financial debt	242.0	214.2	-27.8



### • Sales boosted by merger and strong organic growth

- +3.2% organic growth
- +35.4% growth generated by the merger with Clariant Leather Services
- +7.6% resulted from positive currency development<sup>(3)</sup>

### • Record EBITDA margin at 20.2% i.e. +215 bps

- Total annualized synergies in excess of €20m, well above initial target
- LTM run-rate EBITDA at c. €126m <sup>(4)</sup>
- Efficient cost control policy
- Stahl's profitability benefits from EUR/USD FX rate movement

### • Significant deleveraging since Clariant Leather Services acquisition

- Leverage ratio @ 1.7
- Stahl is still contemplating the refinancing of its debt to raise its leverage (transaction postponed in July due to non optimized market conditions)

(1) The activities of Clariant Leather Services are consolidated from May 1, 2014

(2) EBITDA and adjusted operating income before goodwill allocation entries management fees and non recurring items.

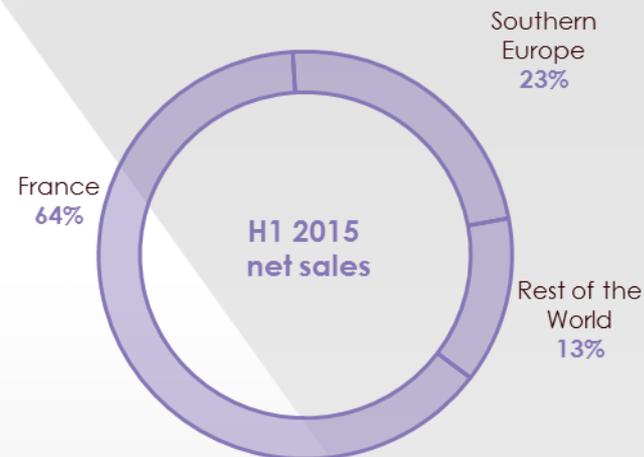
(3) Currency effect of 7.6% based on translational FX impact to convert local reporting currency into EUR; incremental transactional FX impacts are included within the organic growth number

(4) EBITDA run rate including full year impact of the Clariant Leather Services business and synergies run-rate

# Cromology

Stable profits in a difficult environment

In € million	H1 2014 <sup>(1)</sup>	H1 2015	Δ
Revenue	383.3	383.8	+0.1%
EBITDA <sup>(2)</sup>	36.1	36.6	+1.4%
% of net sales	9.4%	9.5%	+10 bps



- **Organic growth of -0.8%**

- Decline in France (-4.9%) due to difficult market conditions, albeit slightly improved in Q2 at -2.5% vs. -7.7% in Q1.
- Moderate growth in Southern Europe (+3.1%)
- Robust growth in the rest of the World (+16.6%), driven by a strong performance in Morocco and Argentina (constant FX)

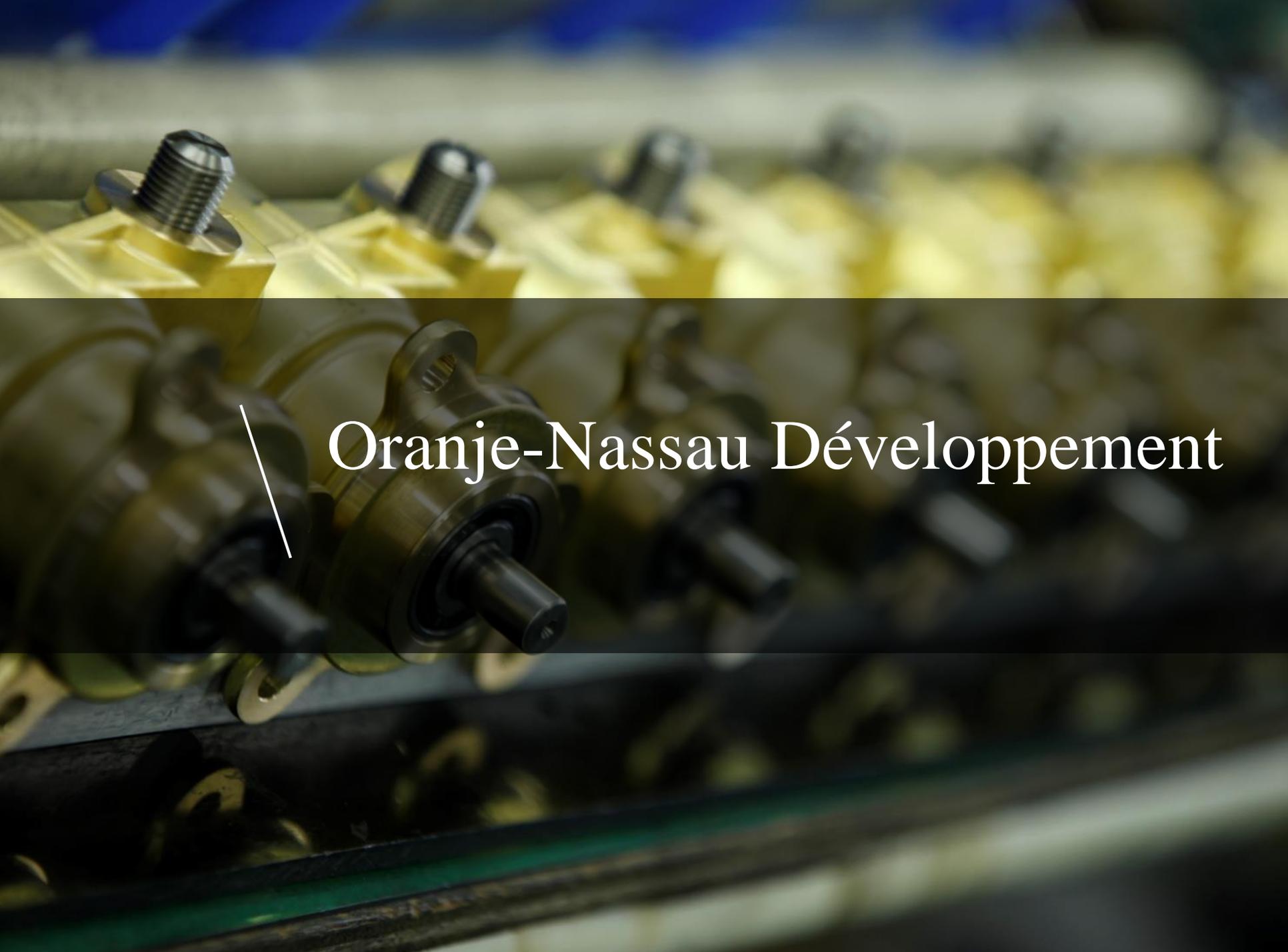
- **Improvement in profitability**

- Improvement in gross margin due in part to slightly lower TiO<sub>2</sub> prices
- Contained fixed costs

- **Sound financial structure:** net debt of €270.4m / leverage ratio of c. 4x EBITDA

- **New corporate branding**

- **New CEO and governance**



Oranje-Nassau Développement

# Mecatherm

EBITDA strongly impacted by short-term crisis linked to industrial reorganization

In € million	H1 2014	H1 2015	Δ
<b>Revenue</b>	36.9	38.4	+4.1%
<b>Adjusted EBITDA <sup>(1)</sup></b>	3.4	-9.3	n.a.
<b>% of net sales</b>	9.4%	n.a.	n.a.
<b>Net financial debt</b>	52.6	53.0	+0.4

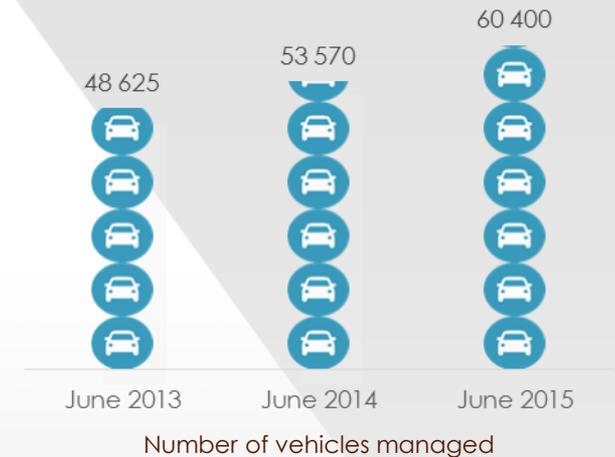


- **Sales up +4.1%**
  - Strong growth in the Crusty segment, Germany and emerging markets
  - H1 firm orders of €53m, bringing LTM firm orders to €103m
- **Reorganization launched in summer 2014 by the new CEO**
  - Too many projects held at the same time
  - Cost overrun of €9.3m on previous years' orders, due to ERP roll-out and industrial reorganization
  - €1.5m of other extra costs, including stock write-off
- **Launch of a recovery action plan**
  - Task forces put in place to solve technical and related issues
  - Implementation of best practices in project monitoring, planning, cost and cash management
  - Significant trend inversion expected in H2 2015 and return to profitability forecast in FY 2016

# Parcours

More than 60,000 vehicles managed

In € million	H1 2014	H1 2015	Δ
Net sales	163.8	177.6	+8.4%
Pre-tax ordinary income <sup>(1)</sup>	12.5	12.9	+3.1%
% of net sales	7.6%	7.2%	-37 bps
Gross operating debt	481.3	568.8	+87.5



- **Sales up +8.4%**
  - +11.6% rise in long-term leasing and repair business (75% of sales)
  - Stable used car sales ("car remarketing")
- **Vehicle fleet up +12.7%** over 12 months
  - Growth three times faster than the French industry average, due to new customers and higher business volumes with existing customers
- **Pre-tax ordinary income of €12.9m (up +3.1%) representing a margin of 7.2%**
  - Better margin on sales of used cars and & good performance of maintenance and insurance services
- **Business development strategy**
  - 30 branches, of which 15 on the 3D model
  - New 3D branch inauguration in Strasbourg, Nantes and Annecy expected late 2015/early 2016
  - First branch opening in the UK (start-up model)
  - Number of vehicles rented outside France +25% in H1 2015 vs. H1 2014

# CSP Technologies

Strong organic growth, total sales impacted by Euro fall vs. US Dollar

In million USD	H1 2015 <sup>(1)</sup>
Net sales	50.1
Adjusted EBIT <sup>(2)</sup>	9.7
% of net sales	19.4%
Net financial debt	174.1 <sup>(3)</sup>



- **Strong organic growth: c. +10%**
  - Driven by volume gains in all market segments, especially larger Diabetes customers and generation of new business through sales pipeline activities.
- **Total growth of c. 3%, impacted by Euro fall vs US Dollar**
  - Negative impact of FX due to weaker Euro (c.-7%)
- **EBITDA-Capex margin of 23.4%**
  - Adjusted EBITDA-Capex slightly impacted by sales mix, impact of the change in accounting policy, and costs added to support future growth

## Saham Group

- Consolidated insurance revenues (Saham Finances) up +2% to **MAD 4,971m**
- Customer relationship centers revenue up +24% taking into account integration of Ecco (Egypt)
- Dynamic M&A activity

SAHAM  
group

## exceer

- Total sales down by -4.6% to **€88.6m** due to slack customer demand induced by strong Swiss franc
- **EBITDA of €4.2m** impacted by lower sales & investments for future growth

exceer

NOP

## Nippon Oil Pump

- Sales at ¥2,668m, **+4.1% organic growth**
- Workforce increased by 22 FTEs, **3 new offices opened** in Germany, China and Taiwan
- EBITDA at ¥278m i.e. 10.4% margin



Consolidated results  
H1 2015

# H1 2015 consolidated results

In millions of euros	H1 2014	H1 2015
Consolidated subsidiaries contribution	288.7	333.2
Financial & operating expenses and taxes	(126.8)	(132.4)
Net income from business sectors <sup>(1)</sup>	161.9	200.8
Net income from business sectors, <sup>(1)</sup> Group share	63.6	61.7
Non-recurring income	57.1	(0.9)
Impact of goodwill allocation	(43.4)	(57.1)
Total net income	175.5	142.8
<b>Net income, Group share</b>	<b>70.3</b>	<b>32.2</b>

# H1 2015 Net income from business sectors

In millions of euros	H1 2014	H1 2015	Δ
Bureau Veritas	184.5	207.4	+12.4%
Stahl	19.9	41.0	+106.0%
Cromology <sup>(1)</sup>	15.0	8.0	-46.6%
Constantia Flexibles (Consolidated since April 2015)	-	17.5	n.s.
Saint-Gobain (24m shares sold in 2014 - equity accounted)	70.0	72.2	+3.2%
IHS (equity accounted)	(9.3)	(5.9)	+36.5%
Oranje-Nassau Développement	8.6	(7.1)	n.s.
<b>Total business sector contribution</b>	<b>288.7</b>	<b>333.2</b>	+15.4%
<b>Total operating expenses</b>	<b>(26.8)</b>	<b>(34.9)</b>	+30.2%
<b>Total financial expense</b>	<b>(100.0)</b>	<b>(97.5)</b>	-2.5%
Net income from business sectors <sup>(2)</sup>	161.9	200.8	+24.0%
<b>Net income from business sectors, Group share<sup>(1)</sup></b>	<b>63.6</b>	<b>61.7</b>	<b>-3.0%</b>

➤ Positively impacted by merger with CLS

➤ Active acquisition policy generates high depreciation

➤ Negatively impacted by Mecatherm's industrial reorganization

➤ Constantia Flexibles consolidation since April 2015 and Stahl's merger with Clariant Leather Services in May 2014 impacted positively H1 2015 net income from business sectors

# H1 2015 Non-recurring income

In millions of euros	H1 2014	H1 2015
Gain on sale of Kerneos & Parex	294.0	-
Loss on sale of Saint-Gobain shares	(106.7)	-
Dilution gain (loss)	(29.3)	0.6
Change in fair value of Saint-Gobain puts	12.8	28.4
Asset impairment	(54.7)	68.5
FX impact on IHS financial debts	-	(54.7)
Other	(59.0)	(43.6)
Non-recurring income	57.1	(0.9)
<b>Non-recurring income, Group share</b>	<b>36.7</b>	<b>8.7</b>

# H1 2015 asset impairment

In millions of euros	H1 2014	H1 2015
Saint-Gobain shares	-	203.4
Verallia sale	-	(96.7)
Mecatherm	-	(18.3)
exceet	-	(16.2)
by Saint-Gobain	(53.3)	(3.6)
by Bureau Veritas	(1.5)	-
<b>Asset impairment</b>	<b>(54.7)</b>	<b>68.5</b>

## ▶ Saint-Gobain shares revalued @ value in use of €47.20 per share

- Gross book value as of June 30, 2015: €48.54 per share
- Provision reversal of €3.09 per share i.e. €203.4m
- Remaining provision as of June 30, 2015: €1.34 per share i.e. €88.2m

€727.5m

## Capital gain on Bureau Veritas

- Wendel controls Bureau Veritas therefore this capital gain has no impact on Wendel's P&L and has been accounted for through equity

€(97)m

## Verallia sale

- €(97)m loss recognized in Wendel's H1 P&L whereas a capital gain will be recognized in Saint-Gobain's H2 P&L <sup>(1)</sup>

€(25)m

## Consolidation of IHS shares not held by Wendel

- Wendel recognizes in its P&L 30% of IHS's losses while its economic exposure is c. 26%. This leads to an additional loss of €10m.
- As a counterpart to the assets recognized in the balance sheet, Wendel must recognize a debt. This debt increases as the value of IHS increases and generates a loss in the P&L. For H1 results this loss is €15m.

A construction worker wearing a bright yellow safety vest and an orange hard hat is kneeling on a dirt construction site. The worker is looking down, possibly at a tablet or a set of plans. The site is filled with dirt, some rebar, and construction materials. In the background, there's a flat, open field under a blue sky with scattered white clouds. The entire scene is framed by a circular opening in a dark, metallic structure, likely part of a large pipe or tunnel. A white arrow points from the text 'Net asset value' towards the left edge of this circular frame.

Net asset value

# NAV of €146.3 as of August 31, 2015

(in millions of euros)

**August 31, 2015**

	<u>Number of shares</u>	<u>Share price</u> <sup>(1)</sup>	
Listed equity investments			6,414
• Bureau Veritas	177.2 millions	€20.7	3,667
• Saint-Gobain	65.8 millions	€41.7	2,747
Unlisted equity investments (Cromology, Stahl, IHS & Constantia Flexibles) & Oranje-Nassau Développement <sup>(2)</sup>			3,206
Other assets and liabilities of Wendel and holding companies <sup>(3)</sup>			167
Cash and marketable securities <sup>(4)(5)</sup>			1,517
<b>Gross assets, revalued</b>			<b>11,304</b>
Wendel bond debt <sup>(5)</sup>			(4,286)
<b>Net asset value</b>			<b>7,018</b>
<i>Number of shares</i>			47,953,680
<b>Net asset value per share</b>			<b>€146.3</b>
Average of 20 most recent Wendel share prices			€117.8
<b>Premium (Discount) on NAV</b>			<b>(19.5%)</b>

(1) Average of 20 most recent closing prices, calculated as of August 31, 2015

(2) NOP, Saham, Mecatherm, Parcours, exceet, CSP Technologies, indirect investments and debt

(3) Includes 1,606,417 shares held in treasury shares as of August 31, 2015

(4) Cash and financial investments held by Wendel. Includes €1,186m in cash on hand and €331m in liquid financial investments as of August 31, 2015

(5) Cash and bond debt as of August 31, 2015 excluding September 2015 bond repayment (€348m) and 2020 bond issue (€300m)

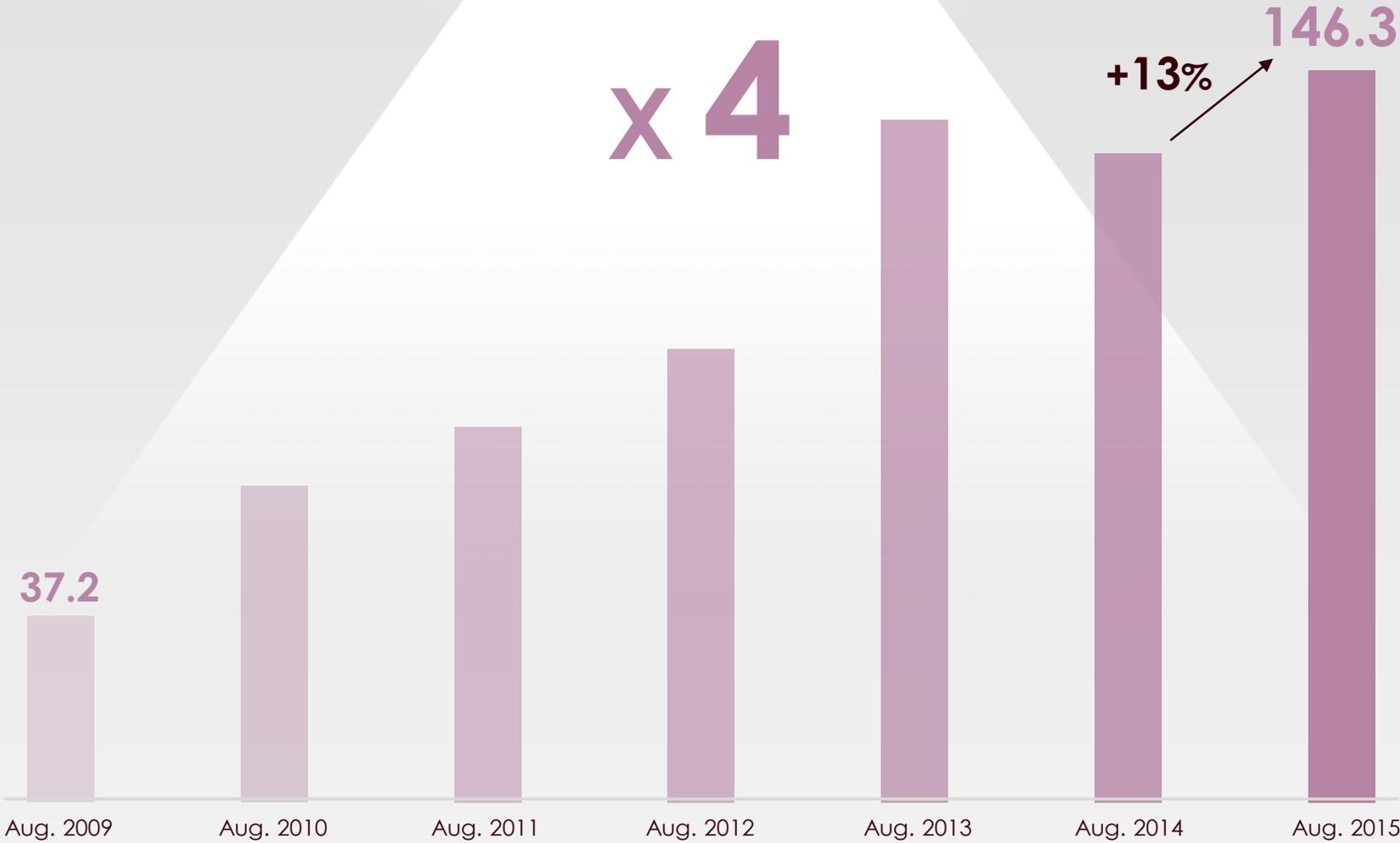
Foreign currency translations are based on exchange rates as of August 31, 2015.

If co-investment conditions are realized, there could be a dilutive impact on Wendel's ownership interest.

These elements are taken into account in the NAV calculation.

See 2014 registration document page 199.

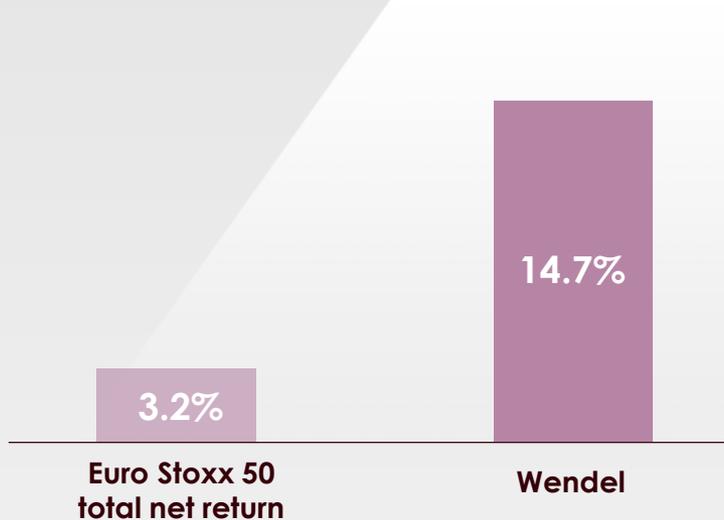
# Net asset value per share



# Very high annualized shareholder return

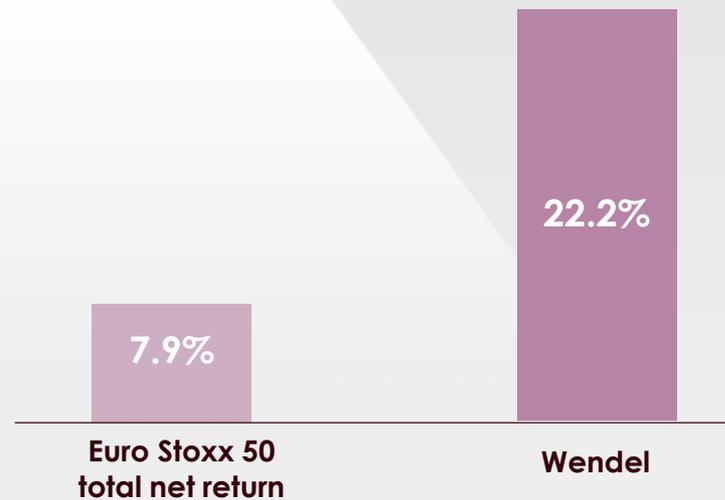
## Annualized TSR

since June 13, 2002



## Annualized TSR

since January 1, 2009

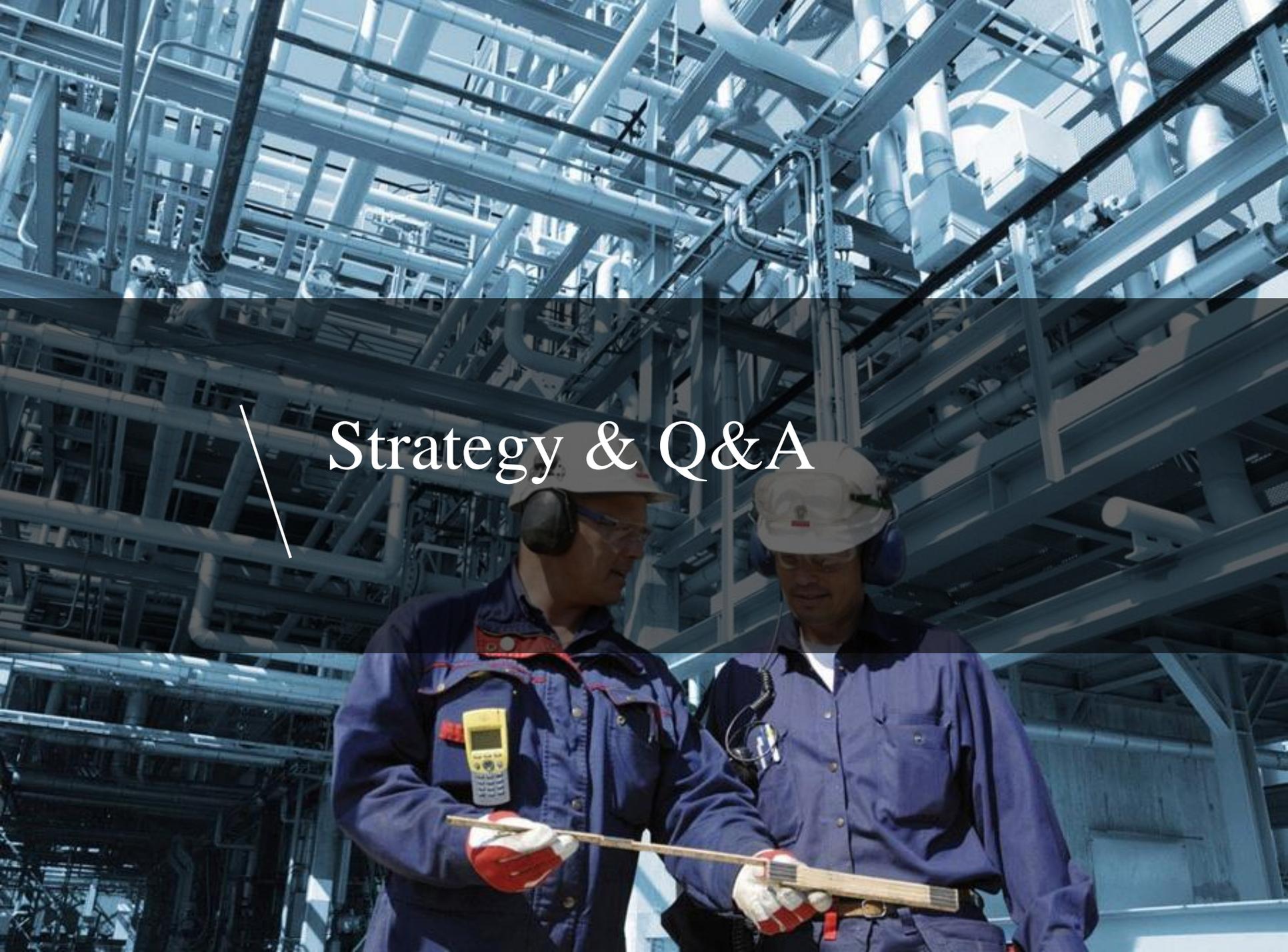


# Sustainable improvement in LTV ratio



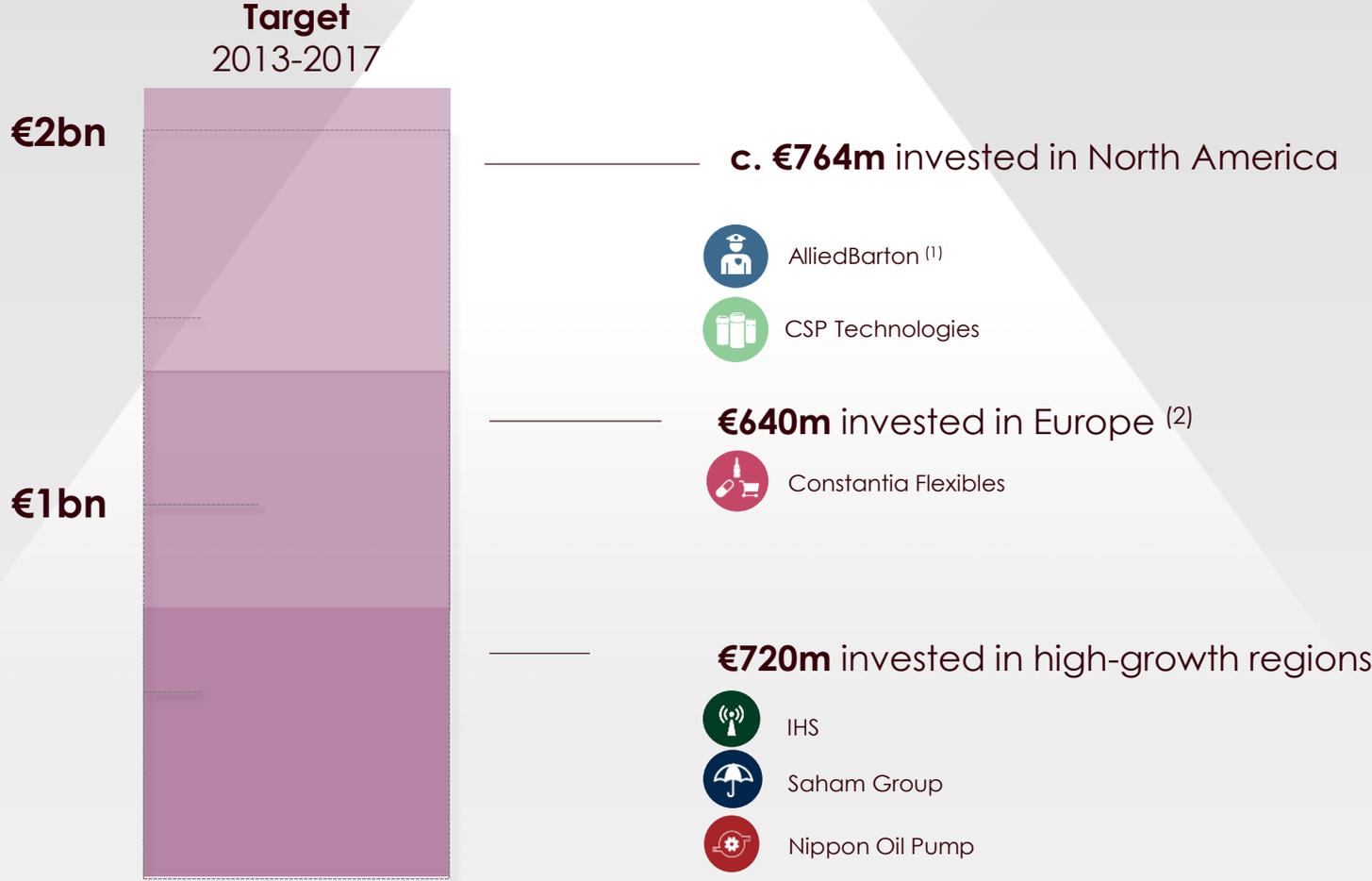
## Investment Grade

LTV pro forma of AlliedBarton acquisition @ 32.6%

The image shows two industrial workers in a complex, multi-level piping system. They are wearing blue work shirts, white hard hats, and safety glasses. One worker is holding a long wooden tool, possibly a probe or a measuring device, and they appear to be discussing it. The background is filled with a dense network of pipes, valves, and structural steel, creating a complex industrial environment. The lighting is bright, suggesting an outdoor or well-lit indoor setting.

# Strategy & Q&A

# €2.1bn invested in new companies since 2013



WENDEL (1) c. \$670m to be invested by end of 2015  
 (2) Equity invested before any new co-investor

# All 2013-17 goals already achieved

---

Investment of €2bn

c. 1/3 in Africa and other high-growth regions ✓

c. 1/3 in Europe ✓

c. 1/3 in North America ✓

Diversify sectorally ✓ and geographically, ✓  
with priority on unlisted companies ✓

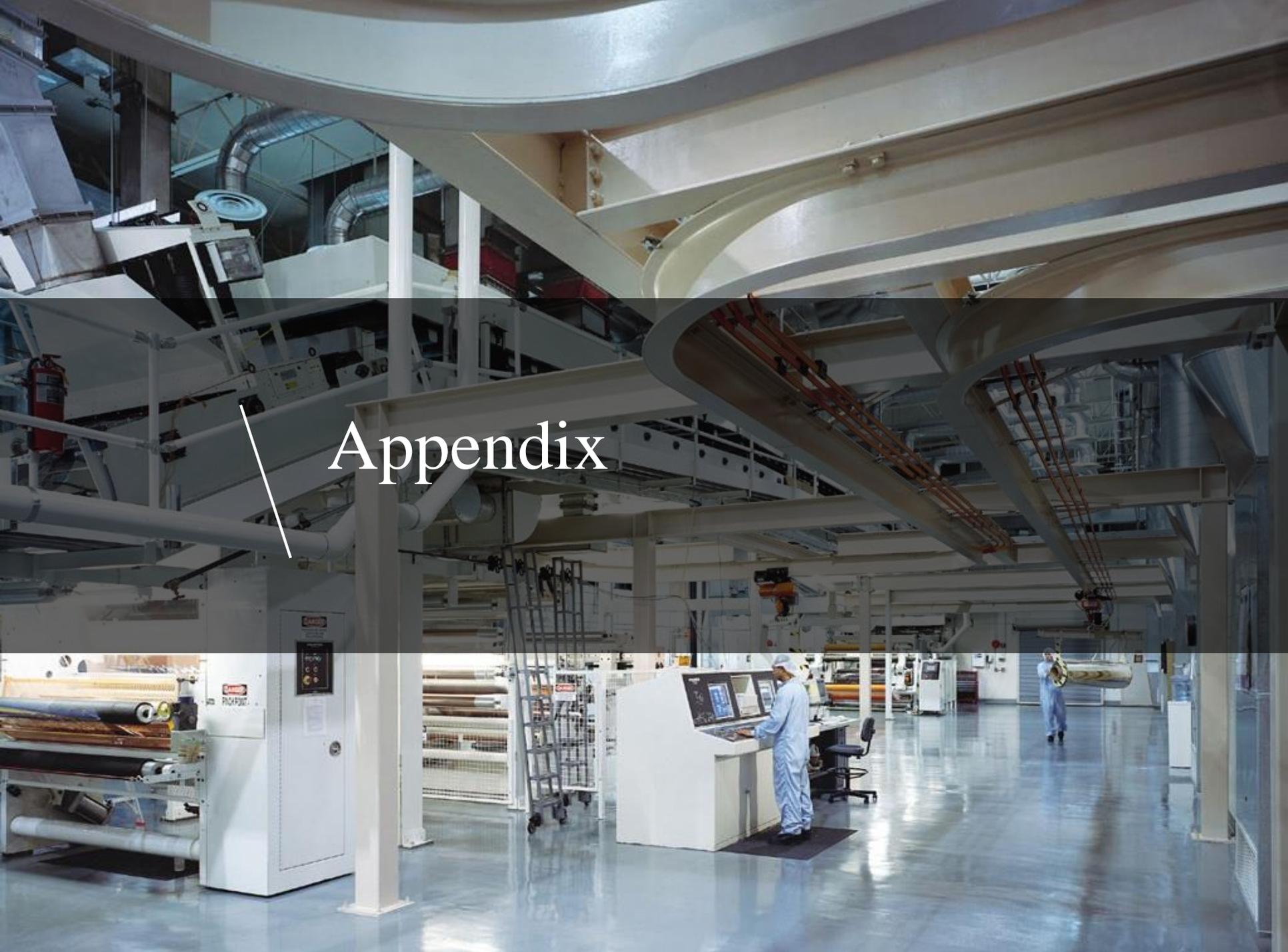
Return to investment grade status ✓

Pay an increasing dividend ✓

Focus on **operational development**

Continued **Group internationalization**

**Strategic update** to be given at Wendel's  
Investor Day on December 3, 2015



# Appendix



# Appendix 1

Group overview

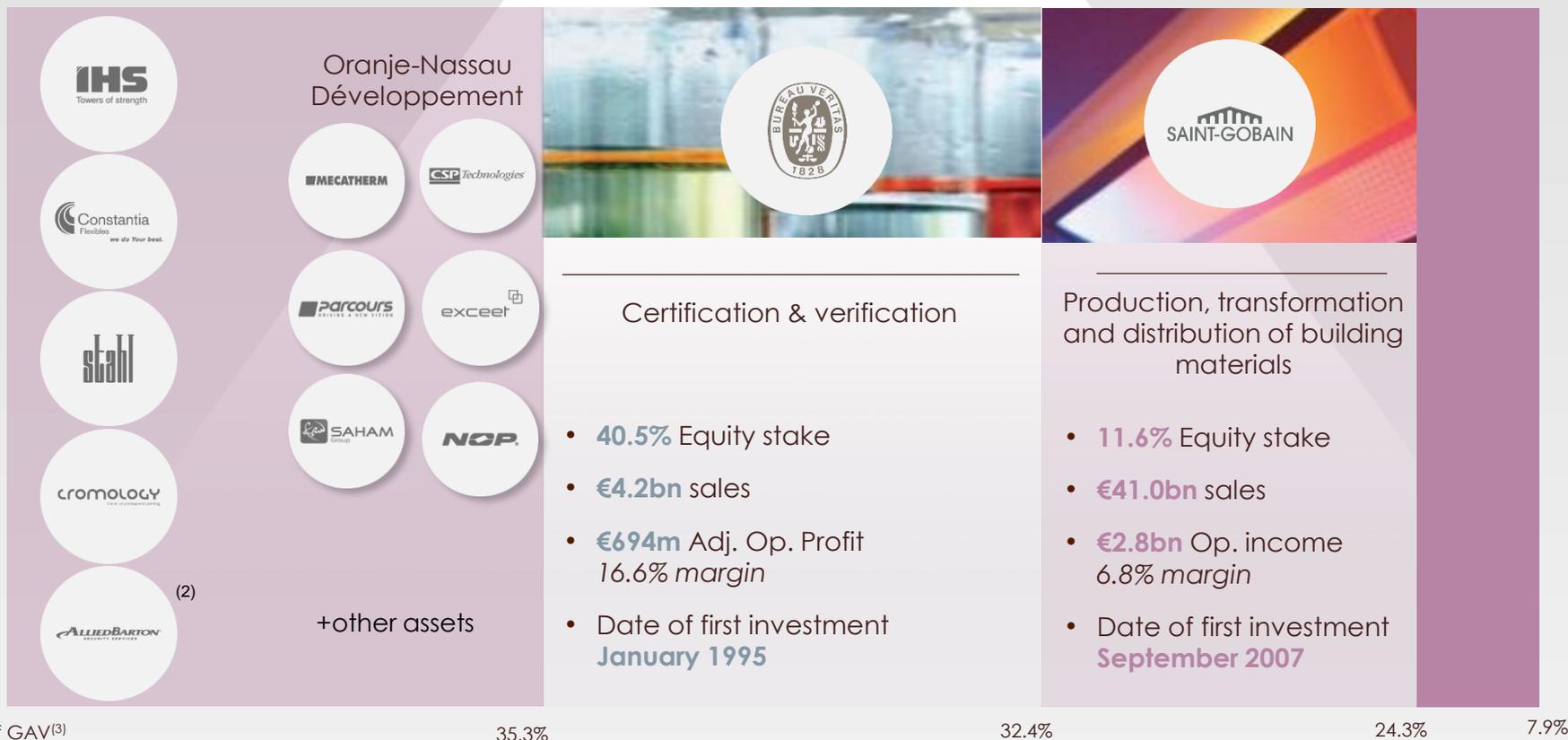
GROSS ASSET VALUE: €11.3BN

## Unlisted assets

## Bureau Veritas

## Saint-Gobain

## Cash<sup>1</sup>



Note:

Equity stake as of June 30, 2015. Sales and EBITDA figures refer to the FY 2014

(1) Cash (and other assets and marketable securities) as of August 31, 2015 excluding September 2015 bond repayment (€348m) and 2020 bond issue (€300m)

(2) AlliedBarton Security Services acquisition to be finalized by end-2015

(3) Percentage of Gross Asset Value based on NAV calculation on August 31, 2015, including investment in AlliedBarton on a pro forma basis

				
<p>Mobile telephone Infrastructure in Africa</p> <ul style="list-style-type: none"> <li>• <b>c. 26 %</b> Equity stake</li> <li>• <b>US\$312.4m</b> sales</li> <li>• <b>US\$100.8m</b> EBITDA 32.3% margin</li> <li>• <b>+129.9%</b> EBITDA growth in 2014</li> <li>• Date of first investment <b>March 2013</b></li> </ul>	<p>Flexible packaging</p> <ul style="list-style-type: none"> <li>• <b>c. 72.4%</b> Equity stake *</li> <li>• <b>€1.7bn</b> sales</li> <li>• <b>€256m</b> EBITDA 14.9% margin</li> <li>• Date of first investment <b>March 2015</b></li> </ul> <p>* Before €100m of MCP</p>	<p>High-performance coatings &amp; leather finishing products</p> <ul style="list-style-type: none"> <li>• <b>75.3%</b> Equity stake</li> <li>• <b>€512.6bn</b> sales</li> <li>• <b>€91.4m</b> EBITDA 17.8% margin</li> <li>• Date of first investment <b>June 2006</b></li> </ul>	<p>Manufacture &amp; distribution of paints</p> <ul style="list-style-type: none"> <li>• <b>84.5%</b> Equity stake</li> <li>• <b>€747.6m</b> sales</li> <li>• <b>€67.1m</b> EBITDA 9.0% margin</li> <li>• Date of first investment <b>Feb. 2006</b></li> </ul>	<p>Security services</p> <ul style="list-style-type: none"> <li>• <b>96.0%</b> Equity stake</li> <li>• <b>\$2.18bn</b> sales</li> <li>• <b>\$148m</b> EBITDA 6.8% margin</li> <li>• Date of first investment <b>closing expected by the end of 2015</b></li> </ul>

Equity stake as of June 30, 2015 except for Cromology as of August 31, 2015. Sales and EBITDA figures refer to the FY 2014 except for AlliedBarton whose sales and EBITDA figures refer to the last 12 months ended March 31, 2015.

# Portfolio structure – focus on Oranje-Nassau Développement



### Parcours

Long-term vehicle leasing to corporate customers

**98.8%**



### CSP Technologies

High-performance plastics packaging

**98.5%**



### exceet

Design of embedded electronic systems

**28.4%**



### Mecatherm

Industrial bakery equipment

**99.1%**



### Saham Group

Diversified insurance leader in Africa

**13.3%**



### Nippon Oil Pump

Market leader in Japan for trochoid pumps and hydraulic motors

**97.7%**

Equity stake as of June 30, 2015



# Appendix 2

Oranje-Nassau Développement business activity

# Nippon Oil Pump

Continued sales and R&D development initiatives

In ¥ million	H1 2014	H1 2015	Δ		
Net sales	2,543	2,668	+4.9%	2,543	2,668
EBITDA <sup>(1)</sup>	401	269	-32.9%		
% of net sales	15.8%	10.1%	-570 bps		
Net financial debt	3,831	3,681	-150		

H1 2014

H12015

- **+4.1% organic growth**

- Favorable Japanese macroeconomic conditions
- Sales of trochoid pumps up +5.6%
- Excellent performance of new products, namely Vortex pumps (+49%)

- **Acceleration in development strategy roll out**

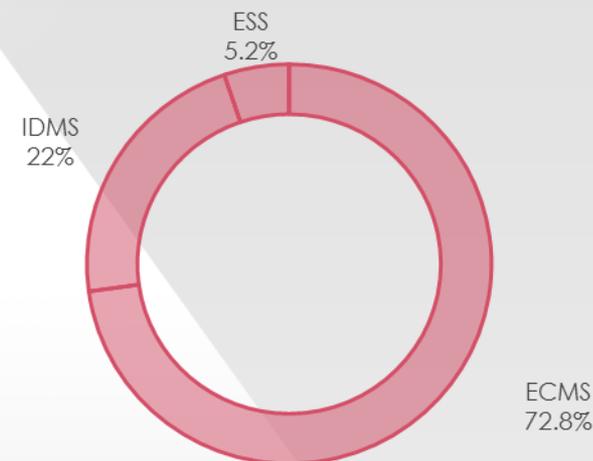
- Workforce increased by 22 FTEs: 9 in factory, 8 in sales force and 5 in administration, R&D and IT
- 3 new offices opened in Germany, China and Taiwan

- **EBITDA margin down -570bps at 10.1%**

- Profitability negatively impacted by development initiatives, increase in purchase price due to FX and disposal of products.

exceet

In € million	H1 2014	H1 2015	Δ
Net sales	92.9	88.6	-4.6%
EBITDA	8.9	4.2	-52.8%
% of net sales	9.6%	4.8%	-480 bps
Operating income	3.9	-1.0	-125.6%
% of net sales	4.2%	-1.1%	
Net financial debt	9.4	17.0	+7.6



- Total sales down 4.6%**

- Slack customer demand induced by euro weakness & strong Swiss franc
- Decrease in overall investment activity at customer level
- Order backlog of €85.2m, down 2.4%

- EBITDA impacted by lower sales & investments for future growth**

- Lower capacity utilization rate
- Workforce increased by 28 FTEs

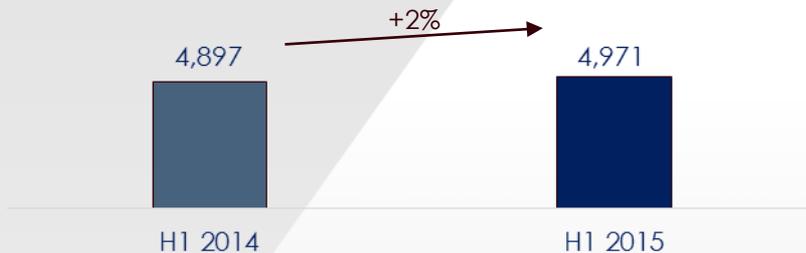
- Outlook for 2015**

- With Q2 2015 showing signs of improvement by the end of the quarter, management is envisaging H2 2015 sales and profitability well above the level seen in H1 2015

## Good growth in H1 2015

- **Insurance (Saham Finances): consolidated revenues up +2%**

*in MAD <sup>(1)</sup> million*



- **Customer relationship centers: revenue up +24% taking into account Ecco's integration (Egypt)**

*in MAD <sup>(1)</sup> million*



- **M&A activity**

- Insurance: acquisitions of Unitrust in Nigeria and Elite in Saudi Arabia completed
- Several ongoing discussions in Africa and the Middle-East
- Offshoring: acquisition of Ecco, one of Egypt's leading BPO firms, employing over 3,000 employees, completed
- Healthcare: ongoing deployment of Saham Santé's strategy (clinics and healthcare centers) with acquisitions and greenfield projects in Morocco, Côte d'Ivoire and Egypt

- **Real estate: 2 projects in Morocco entered sales phase (Vert Marine and Almaz)**

A photograph of a factory interior. A worker in a blue uniform and cap is operating a large industrial machine. The machine is white and yellow, with the brand name 'Bottero' and model 'M302B' visible. The machine has a large white pipe and a yellow and black striped safety warning. The worker is standing to the left of the machine, looking towards it. The background shows other industrial equipment and a large window.

# Appendix 3

Financial information as of June 30, 2015

# H1 2015 consolidated sales

## Consolidated sales

In millions of euros	H1 2015	H1 2014	Δ	Organic Δ
Bureau Veritas	2,318.7	1,967.4	+17.9%	+3.6%
Constantia Flexibles <sup>(1)</sup>	485.6	-	n.s.	+5.4% <sup>(2)</sup>
Cromology <sup>(3)</sup>	383.8	383.3	+0.1%	-0.8%
Stahl	317.9	217.5	+46.2%	+3.2%
Oranje-Nassau Développement	274.4	218.8	+25.4%	+7.3%
Parcours	177.6	163.8	+8.4%	+8.4%
Mecatherm	38.4	36.9	+4.1%	+4.1%
Nippon Oil Pump	19.9	18.1	+9.9%	+4.1%
CSP Technologies <sup>(4)</sup>	38.5	-	n.s.	c. +10% <sup>(2)</sup>
<b>Consolidated sales</b>	<b>3,780.3</b>	<b>2,786.9</b>	<b>+35.6%</b>	<b>+3.3%<sup>(5)</sup></b>

(1) Constantia Flexibles from April 2015

(2) 6-month organic growth (H1 2015 vs. H1 2014)

(3) Kerneos (aluminates), Parex (mortars) and Chryso (admixtures) were reclassified in "Net income from operations for sale and discontinued operations" pursuant to IFRS 5

(4) CSP Technologies from February 2015

(5) Excluding Constantia Flexibles and CSP Technologies organic growths

## Sales of equity-accounted companies

In millions of euros	H1 2015	H1 2014	Δ	Organic Δ
Saint-Gobain <sup>(1)</sup>	19,860	18,946	+4.8%	+0.5%
exceet <sup>(2)</sup>	88.6	92.9	-4.6%	-11.6%
IHS	271.0	95.8	n.s.	n.s.

(1) Following the signature of the agreement with Apollo and in accordance with IFRS 5, the Packaging business (including Verallia North America for H1 2014) was reclassified within "Net income from discontinued operations" in the 2014 and 2015 income statement.

(2) Oranje-Nassau Développement.

# Consolidated income statement

In millions of euros	H1 2015	H1 2014
Net sales	3,780.3	2,786.9
Other income from operations	1.9	1.2
Operating expenses	(3,393.9)	(2,486.3)
<b>Income from ordinary activities</b>	<b>388.4</b>	<b>301.8</b>
Other operating income and expenses	(28.7)	(61.8)
<b>Operating income</b>	<b>359.7</b>	<b>240.0</b>
Income from cash and cash equivalents	1.4	5.3
Finance costs, gross	(193.9)	(223.0)
<i>Finance costs, net</i>	<i>(192.5)</i>	<i>(217.7)</i>
Other financial income and expense	(3.1)	11.2
Tax expense	(111.2)	(79.8)
Net income from equity accounted investments	89.9	(110.4)
<b>Net income from continuing operations</b>	<b>142.8</b>	<b>(156.7)</b>
Net income from discontinued operations and operations held for sale	0.0	332.2
<b>Net income</b>	<b>142.8</b>	<b>175.5</b>
Net income – non controlling interests	110.6	105.2
<b>Net income – Group share</b>	<b>32.2</b>	<b>70.3</b>

# Consolidated balance sheet

In millions of euros	6/30/2015	12/31/2014
Goodwill	3,573.2	2,701.2
Intangible assets, net	2,269.8	1,254.9
Property, plant & equipment, net	2,318.3	1,415.8
Non-current financial assets	293.3	224.2
Pledged cash and cash equivalents	0.7	0.4
Equity-method investments	3,924.6	3,552.9
Deferred tax assets	210.6	182.0
<b>Total non-current assets</b>	<b>12,590.6</b>	<b>9,331.6</b>
<b>Assets of operations held for sale</b>	<b>1.2</b>	<b>2.4</b>
Inventories	569.4	224.9
Trade receivables	1,951.6	1,524.5
Other current assets	293.9	235.4
Current income tax	75.6	91.2
Other current financial assets	525.2	407.3
Cash and cash equivalents	1,482.2	1,192.6
<b>Total current assets</b>	<b>4,897.9</b>	<b>3,675.9</b>
<b>Total assets</b>	<b>17,489.6</b>	<b>13,010.0</b>

In millions of euros	6/30/2015	12/31/2014
Share capital	191.7	191.2
Premiums	27.1	23.2
Retained earnings & other reserves	3,148.3	2,229.6
Net income for the year - Group share	32.2	19.6
	3,399.3	2,463.5
Non-controlling interests	911.1	628.9
<b>Total shareholders' equity</b>	<b>4,310.4</b>	<b>3,092.4</b>
Provisions	425.5	362.4
Financial debt	7,560.1	6,187.7
Other financial liabilities	572.4	329.3
Deferred tax liabilities	786.7	439.3
<b>Total non-current liabilities</b>	<b>9,344.6</b>	<b>7,318.6</b>
<b>Liabilities of operations held for sale</b>	<b>0.0</b>	<b>0.0</b>
Provisions	63.2	8.3
Financial debt	1,679.7	894.3
Other financial liabilities	187.1	209.3
Trade payables	885.8	572.5
Other current liabilities	918.7	834.1
Current income tax	100.0	80.5
<b>Total current liabilities</b>	<b>3,834.6</b>	<b>2,599.0</b>
<b>Total liabilities and shareholders' equity</b>	<b>17,489.6</b>	<b>13,010.0</b>

# Conversion from accounting presentation to economic presentation

(in millions of euros)	Bureau Veritas	Constania Flexibles	Cromology	Stahl	OND	Equity-accounted investments		Holdings	Total
						Saint-Gobain	IHS		
<b>Net income from business sectors</b>									
Net sales	2,318.7	485.6	383.8 <sup>(2)</sup>	317.9	274.4			-	3780.3
EBITDA	n.a.	67.1	36.6 <sup>(2)</sup>	64.1	n.a.				
Adjusted operating income <sup>(1)</sup>	370.3	44.1	22.0	56.6	12.6				
Other recurring operating items	-	(0.5)	(0.9)	(3.0)	(1.0)				
Operating income	370.3	43.6	21.1	53.6	11.6			(31.0)	469.2
Finance costs, net	(39.2)	(20.1)	(9.3)	(5.1)	(10.8)			(97.5)	(182.1)
Other financial income and expense	(8.4)	0.4	(2.2)	6.7	(0.3)				(3.8)
Tax expense	(115.6)	(6.4)	(1.6)	(14.2)	(7.2)			(3.9)	(148.8)
Share in net income of equity-method investments	0.4	-	-	-	(0.4)	72.2	(5.9)		66.3
<b>Recurring net income from business sectors</b>	<b>207.4</b>	<b>17.5</b>	<b>8.0</b>	<b>41.0</b>	<b>(7.1)</b>	<b>72.2</b>	<b>(5.9)</b>	<b>(132.4)</b>	<b>200.8</b>
Recurring net income from business sectors – non-controlling interests	120.1	6.8	0.8	11.4	(0.0)	-	(0.0)	-	139.1
<b>Recurring net income from business sectors – Group share</b>	<b>87.3</b>	<b>10.7</b>	<b>7.3</b>	<b>29.5</b>	<b>(7.1)</b>	<b>72.2</b>	<b>(5.9)</b>	<b>(132.4)</b>	<b>61.7</b>
<b>Non-recurring income</b>									
Operating profit	(34.7)	(26.1)	(4.1)	(11.3)	(31.6)			(1.7)	(109.5)
Net financial expense	0.0	(1.7)	(29.4)	(18.7)	0.0			40.2	(9.7)
Tax expense	9.5	6.6	0.8	16.2	4.8			(0.3)	37.6
Share in net income of equity-method investments	-	-	-	-	(18.3)	78.6	(36.6)	-	23.7
<b>Non-recurring net income</b>	<b>(25.2)</b>	<b>(21.2)</b>	<b>(32.7)</b>	<b>(13.8)</b>	<b>(45.1)</b>	<b>78.6</b>	<b>(36.6)</b>	<b>38.1</b>	<b>(58.0)</b>
of which:									
- Non-recurring items	(0.4)	(6.6)	(32.1)	(8.1)	(2.9)	(20.8)	(36.6) <sup>(3)</sup>	38.1 <sup>(4)</sup>	(69.3)
- Impact of goodwill allocation	(24.8)	(14.6)	(0.7)	(5.7)	(7.8)	(3.6)	-	-	(57.1)
- Asset impairment	-	-	-	-	(34.5)	103.0 <sup>(5)</sup>	-	-	68.5
Non-recurring net income – non-controlling interests	(14.0)	(7.1)	(3.2)	(3.8)	(0.1)	-	(0.3)	0.0	(28.5)
<b>Non-recurring net income – Group share</b>	<b>(11.1)</b>	<b>(14.1)</b>	<b>(29.6)</b>	<b>(9.9)</b>	<b>(45.0)</b>	<b>78.6</b>	<b>(36.4)</b>	<b>38.1</b>	<b>(29.5)</b>
<b>Consolidated net income</b>	<b>182.2</b>	<b>(3.7)</b>	<b>(24.7)</b>	<b>27.2</b>	<b>(52.2)</b>	<b>150.8</b>	<b>(42.5)</b>	<b>(94.3)</b>	<b>142.8</b>
Consolidated net income – non-controlling interests	106.1	(0.3)	(2.4)	7.6	(0.1)	-	(0.3)	0.0	110.6
<b>Consolidated net income – Group share</b>	<b>76.2</b>	<b>(3.4)</b>	<b>(22.3)</b>	<b>19.6</b>	<b>(52.1)</b>	<b>150.8</b>	<b>(42.3)</b>	<b>(94.3)</b>	<b>32.2</b>

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

<sup>(2)</sup> Sales and EBITDA of Cromology (formerly Materis Paints) in H1 2015, excluding Materis holding company expenses. Holding company expenses totaled €0.9 million and are reflected in adjusted operating income.

<sup>(3)</sup> This amount included €-54.7 million in exchange rate fluctuations on IHS's financial debt and €18.1 million in dilution gains recognized on IHS.

<sup>(4)</sup> This amount included a €28.4 million gain on the sale the put options on Saint-Gobain shares.

<sup>(5)</sup> Wendel has recognized a provision of €97 million for the expected loss on the sale of Verallia. In addition, the Group reversed a provision for impairment of €203 million on Saint-Gobain shares.

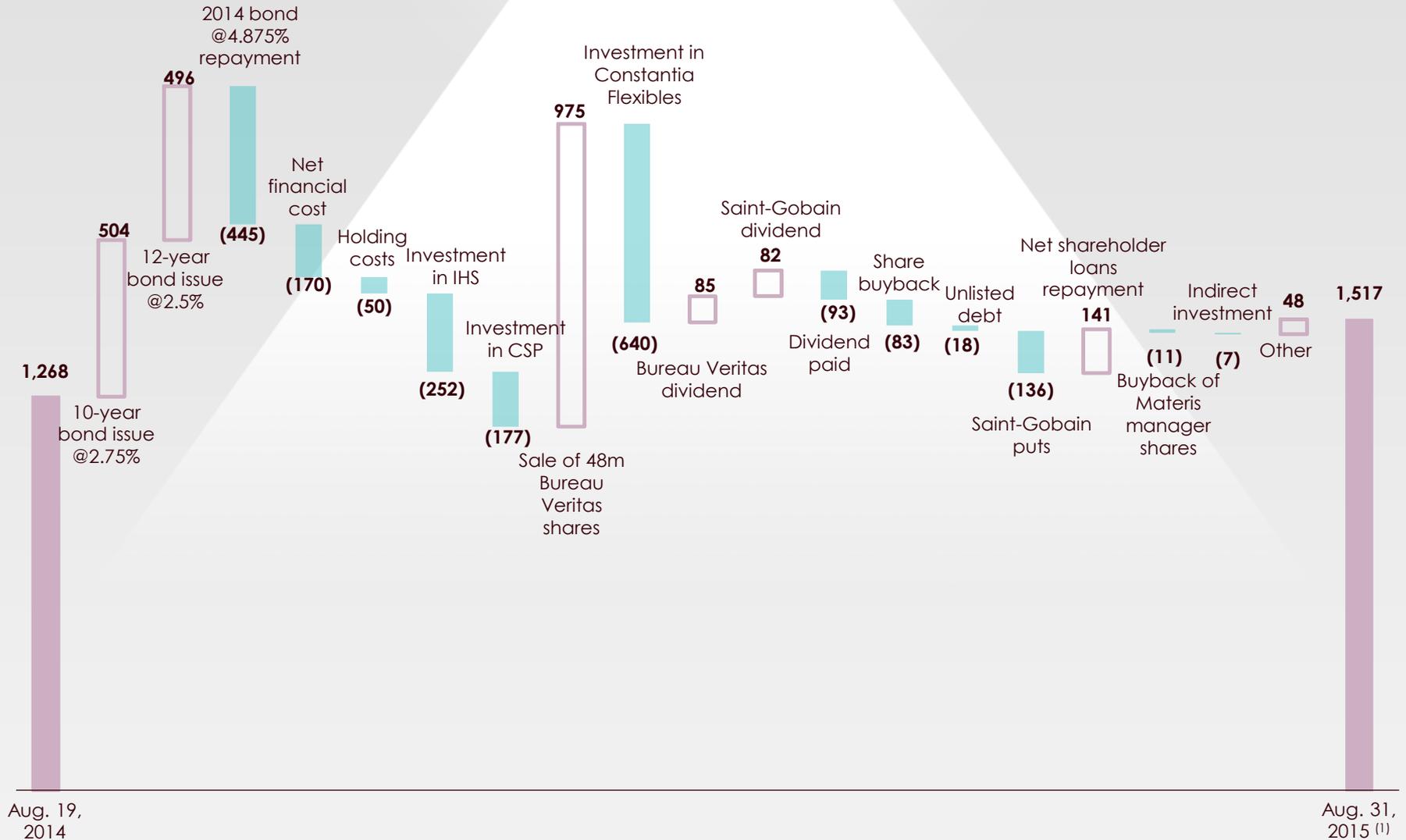


# Appendix 5

## Other financial information

# Cash bridge

From August 19, 2014 to August 31, 2015



# Bank and bond debt as of June 30, 2015

In millions of euros	December 31, 2014		June 30, 2015	
	Nominal amount	Maturity	Nominal amount	Maturity
<b>Bank debt related to Saint-Gobain</b>	-		-	
	Undrawn	Dec. 2019/€350m	Undrawn	Dec. 2019/€350m
	Undrawn	March 2020/€500m	Undrawn	March 2020/€500m
<b>Syndicated credit</b>	Undrawn	Nov. 2019/€650m	Undrawn	Nov. 2019/€650m
<b>Wendel bond debt <sup>(1)</sup></b>	<b>3,683</b>		<b>4,183</b>	
	348	September 2015	348	September 2015
	644	May 2016	644	May 2016
	692	August 2017	692	August 2017
	500	April 2018	500	April 2018
	600	September 2019	600	September 2019
	400	January 2021	400	January 2021
	500	October 2024	500	October 2024
			500	February 2027

A photograph of a warehouse interior. In the foreground, several large, circular rolls of aluminum sheet metal are stacked on wooden pallets. The rolls are highly reflective, showing bright highlights and shadows. In the background, a yellow forklift is visible, with a person operating it. The warehouse has a corrugated metal wall and a polished concrete floor. A semi-transparent dark blue horizontal band is overlaid across the middle of the image, containing the text "Financial agenda" in white serif font. A thin white line points from the left side of the text towards the forklift area.

Financial agenda

# Financial agenda

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12/3/2015

**2015 Investor Day** / publication of NAV and trading update (pre-market release)

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3/31/2016

**2015 full-year results** / Publication of NAV (pre-market release)

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6/1/2016

**Shareholders' Meeting** /publication of NAV and trading update (before Shareholders' Meeting)

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9/8/2016

**H1 2016 earnings** / Publication of NAV (pre-market release)

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12/1/2016

**2016 Investor Day** / publication of NAV and trading update (pre-market release)

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