



WENDEL

LETTER TO SHAREHOLDERS



KEY FIGURES

NAV of €145.1

per share as of November 16, 2018

Consolidated sales of

€6.2 billion

over nine months, up 3.8%

553,576 shares

repurchased in 2018, i.e. 1.2%
of share capital, as part of the share
buyback program

Dear Shareholders,

On November 29, 2018, we held our 17th annual Investor Day, devoted principally to the unlisted companies in our portfolio. This year, Alexander Baumgartner (CEO of Constantia Flexibles - one of the world's leaders in flexible packaging), Huub van Beijeren (CEO of Stahl - world leader in leather chemicals), Sam Darwish (CEO of IHS - African leader in telecom tower infrastructure) and Steve Jones (CEO of Allied Universal - US leader in security services) attended Investor Day and discussed the strategic challenges their companies face. They also took part in a question-and-answer session with the financial community, where they spoke about events in their business sectors and the year's challenges. You can listen to what they said on Wendel's website, under the «Investor Days» heading.

At the same time, we published our total revenue for the first nine months of 2018, as well as our net asset value. The performance trends of our portfolio companies were mixed in the third quarter, prompting some of them to revise their expectations for the full year. Nevertheless, we were particularly pleased by Bureau Veritas' positive momentum. We remain the controlling shareholder of Bureau Veritas, following the sale of 4.73% of the company's share capital last October.

In sum, we simplified our portfolio considerably in 2018 and took advantage of a seller's market to exit our investments in CSP Technologies, Mecatherm, Saham Group and Nippon Oil Pump, at attractive valuations. Together with the sale of 4.73% of Bureau Veritas, these divestments generated more than €1 billion in net proceeds, providing Wendel further means to grow its portfolio at opportune moments and to seek new high-quality assets.

We are maintaining our efforts to simplify the portfolio, provided the terms are attractive, and to seek out a few investments of significant size in Europe, North America and Africa. We are confident that the quality of Wendel's portfolio and our sound financial structure will enable us to create value for all shareholders.

Bernard Gautier and I wish you an excellent 2019!

André François-Poncet, Chairman of the Executive Board

FINANCIAL INFORMATION

On November 29, 2018, Wendel published its results for the first nine months of 2018 and its Net Asset Value (NAV).

Net Asset Value as of November 16, 2018: €145.1 per share

(in millions of euros)			11/16/2018
Listed equity investments	<u>Number of shares</u>	<u>Share price</u> ⁽¹⁾	3,521
Bureau Veritas	156.3m	€19.6	3,066
Saint-Gobain	14.2m	€32.1	455
Unlisted investments and Oranje-Nassau Développement ⁽²⁾			3,555
Other assets and liabilities of Wendel and holding companies ⁽³⁾			114
Cash and marketable securities ⁽⁴⁾			2,056
Gross asset value			9,245
Wendel bond debt and accrued interest			- 2,530
Net Asset Value			6,715
<i>Of which net debt</i>			- 474
<i>Number of shares</i>			46,280,641
Net Asset Value per share			€145.1
Wendel's 20 days share price average			€112.0
Premium (discount) on NAV			- 22.8%

(1) Last 20 trading days average as of November 16, 2018.

(2) Unlisted equity investments (Cromology, Stahl, IHS, Constantia Flexibles, Allied Universal) and Oranje-Nassau Développement (PlaYce, Tsebo and indirect investments and debt). Similarly to the NAV calculation as of August 24, 2018, IHS's valuation was calculated solely on the basis of EBITDA so as to take into account the fast-growing nature of IHS's business. In accordance with the methodology, the value of IHS as of November 16, 2018 was calculated on the basis of net debt in the most recent financial statements (i.e. net debt as of June 30, 2018); consequently, it did not reflect the recent unfreezing of bank accounts. Taking the newly unfrozen bank accounts into account would have had a positive impact of €0.70 per share. The shares of MCC held by Constantia were valued at the average of the closing price of the last 20 trading days.

(3) Includes 1,028,574 Wendel shares held in treasury.

(4) Cash and marketable securities of Wendel and holding companies, composed of €1.8 billion in cash on hand and €0.3 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 274 of the 2017 Registration Document.

Read the press release.

Reflections on the World Economic Forum

The World Economic Forum, one of the foremost international events, took place from January 22-25, 2019 in Davos (Switzerland). Over four days, heads of state, corporate leaders, researchers and others met to discuss society's major issues: environment, technology, security, etc. André François-Poncet, Chairman of the Executive Board, Bernard Gautier, Member of the Executive Board, and Stéphane Bacquaert, CEO of Wendel Africa, took part in this event.

In particular, Bernard Gautier participated in a roundtable discussion on the theme of «Achieving a Single Market in Africa», alongside Winnie Byanyima (Executive Director of Oxfam International), Akinwumi Adesina (President of the African Development Bank), Emmanuel Gamor (Entrepreneur) and Rob Shuter (CEO of MTN Group).

For further information, watch the webcast of this roundtable.



Appointment at Bureau Veritas

On January 17, 2019, Bureau Veritas announced the appointment of Matthieu de Tugny as Executive Vice-President and head of the Marine & Offshore division and he is now a member of the Group's Executive Committee. He takes over from Philippe Donche-Gay, who was previously in charge of this division.

Prior to this appointment, Matthieu was Senior Vice-President and Chief Operations Officer at the Marine & Offshore division. He has worked at Bureau Veritas for more than 25 years and has sound experience in the maritime and offshore sectors.

For futher information, read the press release.



Credit: Baptiste Lignel

New awards for Insead



For the third consecutive year, Insead figured in the prestigious Financial Times's ranking of Europe's best business schools.

In 2018, Insead ranked third behind the London Business School (1st place) and HEC Paris (2nd place).

Insead also stood out in the Financial Times's Executive MBA category, ranking 13th.

Face-to-face with modern couples



Credit: Ed Tyler



On November 13, 2018, André François-Poncet, Bernard Gautier and Félicie Thion de la Chaume, Managing Director in charge of the London office, invited around 100 guests to a private tour of the *Modern Couples* exhibition at the Barbican Centre in London. This event was organized in collaboration with the Centre Pompidou-Metz. The guided tours, led by Emma Lavigne, Director of the Centre Pompidou-Metz and Jane Alison, Head of Visual Arts at the Barbican Centre - London, captivated visitors.



Modern Couples explores the process of artistic creation in the first half of the 20th century among couples such as Pablo Picasso and Dora Maar, Frieda Kahlo and Diego Rivera, and Emilie Flöge and Gustav Klimt.

The exhibition was on display at the Centre Pompidou-Metz during the first half of 2018 and received high marks both from the public and the press.

For further information, visit [Centre Pompidou-Metz's website](#).

Nicolas ver Hulst joins the Board of the Centre Pompidou-Metz

Nicolas ver Hulst, Chairman of the Supervisory Board, has joined the Board of Directors of the Centre Pompidou-Metz as the representative of the Wendel Group. He takes over from Frédéric Lemoine, who was Wendel's representative for seven years.

«I am pleased to be the successor of Frédéric Lemoine, who had the vision to create this long-term partnership with the Centre Pompidou-Metz. I feel privileged as an art lover to take part in the history of this institution, located in the heart of a region dear to Wendel. The Centre Pompidou-Metz is different from other museums in that it has no permanent collection. So I have great admiration for the multi-disciplinary and innovative programs that Emma Lavigne, the Centre's director, and her team have created each year. Their work has been highly successful; in 2017, the Centre welcomed nearly 332,500 visitors! Let's hope that thanks to the success of the 'Modern Couples' and 'Painting the Night' exhibitions, the 2018 numbers will be even higher.» explains Nicolas ver Hulst.



From left to right: Nicolas ver Hulst, Emma Lavigne et Serge Lasvignes, Chairman of Centre national d'art et de culture Georges Pompidou.
©Jacqueline Trichard

The Wendel Running Team goes the extra mile for Helen Keller International

In mid-October, Wendel employees ran in the Paris 20 km race and the London half marathon. In connection with these events, a fundraising effort was organized for the benefit of Helen Keller International. Founded in 1915 by Helen Keller, this nonprofit organization combats blindness and malnutrition throughout the world. A total of €1,700 was collected for the organization.

As an extension of this event, Wendel is pursuing its commitment to Helen Keller International by supporting the development of the PlanVue program. This project aims to raise awareness and test primary and middle school children for vision problems. In 2019, the program will involve 600 schoolchildren in the Paris suburb of Nanterre.



For further information, visit [Helen Keller International's website](#).

Hope runs high at Clubhouse France



Wendel is partnering with Clubhouse France

Founded in 2010 by Philippe Charrier, this nonprofit organization helps people with mental illnesses such as schizophrenia, bipolar disorder and severe depression find work and integrate into society.

Since its founding in New York in 1948, Clubhouse has become a worldwide organization, with 350 clubs across the globe, including three in France in Paris, Lyon and Bordeaux.



On January 15, 2019, Wendel employees visited the Paris Clubhouse, which welcomes more than 200 members in its 350 sq. m. premises in the 19th arrondissement. This friendly welcome center allows people suffering from mental illness to reintegrate into society by performing a variety of «transition jobs»: secretarial work, accounting, food service, etc.

Wendel employees exchanged ideas with club members, who spoke enthusiastically about their background and what the Clubhouse has done for them.

Wendel supports the «Parcours Emploi» program, which helps people living with mental illness enter the workforce.



Did you know?

The World Health Organization estimates that mental illness affects one out of five people every year. In France, mental illness is the leading cause of disability and the second highest cause of sick leave.

For further information, visit [Clubhouse France's website](#).

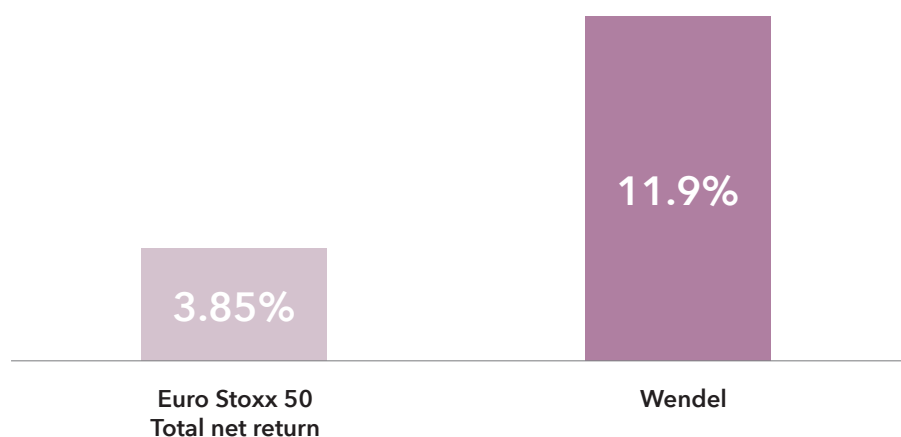
Save The Date

Wendel will publish its 2018 full-year earnings on Thursday, March 21, 2019. André François-Poncet, Bernard Gautier and Jérôme Michiels, CFO, will present these results at 11:30 AM. The presentation will be broadcast live on Wendel's website.

For further information, visit [Wendel's website](#).

Annualized return (TSR) as of 11/16/2018

Since June 13, 2002



Source: FactSet. TSR calculated as an average over the 20 trading days prior to November 16, 2018

Next on the agenda

Thursday March 21, 2019

2018 Full-Year Results / Publication of NAV as of December 31, 2018 (pre-market release).

Thursday May 16, 2019

2019 Annual General Meeting / Publication of NAV as of March 31, 2019 and Q1 trading update (pre-market release).

Tuesday July 30, 2019

Q2 2019 trading update / Publication of NAV as of June 30, 2019 (post-market release)

Friday September 06, 2019

2019 Half-Year consolidated financial statements / Condensed Half-Year consolidated financial statements (pre-market release) - No NAV publication

Thursday November 07, 2019

2019 Investor Day / Publication of NAV as of September 30, 2019 and Q3 2019 trading update (pre-market release).

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