



W E N D E L

LETTER TO SHAREHOLDERS



KEY FIGURES

NAV/share
€181.3

as of November 17, 2017
up 30.0% over the last 12 months

NAV
€8,385 million

€6,219.8 billion

in consolidated sales
over nine months, up 8.8%
and up 1.1% organically

Dear Shareholders,

On November 30, we held our 16th annual Investor Day, devoted to the Group's unlisted companies.

Once again this year the executives of some of Wendel's unlisted companies explained the business and projects of the companies they manage to the financial community. We extend thanks to Alex Baumgartner, CEO of Constantia Flexibles, one of the world's leaders in flexible packaging, to Huub Van Beijeren, CEO of Stahl, the world leader in leather chemicals, and to Issam Darwish, CEO and founder of IHS, the telecom tower infrastructure leader in the EMEA region, for sharing their ambitious plans with us. The very favorable performance of our companies, combined with the work of Wendel's teams have enabled us to publish a record high NAV per share of €181.3 as of November 17, 2017, up 30.0% over the last 12 months.

Bureau Veritas held its own Investor Days on December 7-8. Our "flagship" is gradually returning to organic growth, driven by its strategic initiatives. During these Investor Days, Bureau Veritas reaffirmed its forecasts for 2017 and its goals for 2020.

The weeks leading up to Investor Day were particularly active for Wendel and its companies. Two important transactions were finalized during this period: Stahl's acquisition of BASF's leather chemicals business and Constantia Flexibles' sale of its Labels business at favorable terms.

Finally, we were once again delighted to meet you at the Actionaria trade show on November 23-24, where the members of our investment teams took turns answering your questions throughout the two-day event.

Happy new year!

We know that innovation and sustainable development are very important to our shareholders. With this in mind, we took advantage of our Investor Day on November 30 to speak with the CEOs of Constantia Flexibles, IHS and Stahl, three Group companies. Read what they said about their initiatives in these high priority areas.



Alexander Baumgartner

CEO of Constantia Flexibles

What innovation are you the most proud of?

One of the most recent and also very promising innovations is Constantia Interactive. I am very proud of this, because this is a revolutionary new way to produce interactive packaging and to bring the packaging of our customers to life! With digitalization and smartphone penetration growing rapidly, great opportunities for brand owners and marketers are popping up. We develop the packaging in collaboration with the brand owners and the package will be printed with either our image recognition technology or a digital watermark on it. We offer both possibilities. By pointing the smartphone toward the package, the digital content of our customer – whether video or augmented reality or whatever else they want to share – appears on the consumer's screen.

This opens up great possibilities for the brand owners – we say it adds some WOW to the packaging!

How does your company address climate change challenges in its business?

We know that packaging can play a major role in climate change. As a global company, we are very conscious of our economic, social and environmental responsibility. We fully accept the need for sustainable ideas and practices, we are proud of our successes in this area, and we put a lot of research work into it.

Besides working on sustainable and recyclable materials for packaging, our company has been measuring its direct and indirect emissions in accordance with the "Greenhouse Gas Protocol" since 2005. We are committed to a 40% reduction in CO₂ emissions by 2023, we are working to set a science-based emission reduction target in the next 24 months, and we have endorsed a report calling for strategies to dramatically increase recycling of plastic packaging at the World Economic Forum, the new "Plastics Economy".





Huub van Beijeren
CEO of Stahl

What innovation are you the most proud of?

In 2014, we launched “Stahl Campus” with the intention of sharing our expertise in the leather chemicals business. Stahl Campus has grown continuously since its creation. It is now a veritable institution, and I intend to enhance its value even further. We have three training sites: in the Netherlands, in Asia and in the United States. Six people are dedicated to training the technicians, marketing professionals and students we welcome to our programs.

Hundreds of people have successfully taken our training courses. Our goal is to transmit our expertise, because knowledge sharing and collaboration are key elements of a clearer and more sustainable logistics chain.

How does your company address climate change challenges in its business?

To reduce our environmental footprint, we created a program based on the 17 objectives of sustainable development adopted by the United Nations. Reducing our ecological impact is one of our priorities. As an illustration, we aim to reduce our greenhouse gas emissions by 10% over the next three years.

For Stahl, sustainable development is a source of innovation. Corporate social responsibility encourages us to reinvent ourselves, seek out new concepts and bring our expertise to a higher level.



OVERVIEW



Issam Darwish
CEO of IHS

What innovation are you the most proud of?

One of the projects close to my heart is the recent launch of our IHS Academy, an online internal training portal for employees, with over 600 specialized training courses focused on developing the skills necessary to succeed in the telecoms sector. The Academy works to further develop IHS's culture of continuous learning and will help enable IHS employees to achieve their individual career goals.

I'm a strong believer in the value of skills acquired through education and training, and we continue to invest in such initiatives.

How does your company address climate change challenges in its business?

We have a duty to minimize our impact on the environment and protect the locations where we operate. Social and environmental sustainability are at the heart of what we do, and we strive to use renewable energy wherever possible.

IHS Towers has significantly reduced its diesel consumption, in respect of the relevant towers on which hybrid systems have been deployed, currently operates numerous hybrid solar sites throughout its portfolio and continues to roll out new green energy solution systems.

Our new hybrid energy solutions include state-of-the-art solar panels, deep-cycle batteries and new DC diesel generators. We are working with some of the world's leading engineers to achieve a combination of on- and off-grid solutions that will work to increase network uptime, decrease diesel dependency and reduce CO₂ emissions.



For more information: www.wendelgroup.com >

NAV as of November 17, 2017: €181.3 per share

Net Asset Value as of November 17, 2017: €8,385 million, or €181.3 per share, up 30.0% over 12 months.

(in millions of euros)			11.17.2017
Listed equity investments	<u>Number of shares (millions)</u>	<u>Share price ⁽¹⁾</u>	4,684
Bureau Veritas	177.2	€22.5	3,983
Saint-Gobain	14.2	€49.6	701
Unlisted investments and Oranje-Nassau Développement ⁽²⁾			4,771
Other assets and liabilities of Wendel and holding companies ⁽³⁾			47
Cash and marketable securities ⁽⁴⁾			1,746
Gross asset value			11,249
Wendel bond debt and accrued interest			- 2,864
Net Asset Value			8,385
<i>Of which net debt</i>			- 1,118
<i>Number of shares</i>			46,253,210
Net Asset Value per share			€181.3
Average of 20 most recent Wendel share prices			€141.8
Premium (discount) on NAV			- 21.8%

(1) Average of 20 most recent share prices, calculated as of November 17, 2017.

(2) Unlisted equity investments (Cromology, Stahl, IHS, Constantia Flexibles, Allied Universal) and Oranje-Nassau Développement (Nippon Oil Pump, Saham, Mecatherm, excecet, CSP Technologies, PlaYce, Tsebo and indirect investments and debt). Similarly to the NAV calculation as of August 25, 2017, 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. The Sanlam/Saham transaction was finalized on May 10, 2017 and was included in the NAV calculation as of November 17, 2017. With the sale of Constantia Flexibles' Labels business having been finalized, the shares of MCC held by Constantia were valued at the average of the closing price of the last 20 trading days. Tsebo was valued at its acquisition price (in ZAR). The valuation of Stahl takes into account the acquisition of BASF's leather chemicals business.

(3) Includes 518,567 Wendel shares held in treasury.

(4) Cash and marketable securities of Wendel and holding companies, composed of €1.6 billion in cash on hand and €0.1 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 259 of the 2016 Registration Document.

For more information:
www.wendelgroup.com/fr/actif-net-reevalue >

André François-Poncet new Chairman of Wendel's Executive Board



On November 16, 2017, the Supervisory Board appointed André François-Poncet as a member and Chairman of the Executive Board of Wendel, succeeding Frédéric Lemoine, with effect from January 1, 2018. Wendel's Executive Board is now composed of Mr. François-Poncet and Bernard Gautier, who has been a member since 2005. On November 30, Mr. François-Poncet attended Wendel's Investor Day and met the CEOs of IHS, Constantia Flexibles and Stahl.

André François-Poncet graduated from École des Hautes Études Commerciales (HEC) and holds a Master's in Business Administration (MBA) from the Harvard Business School. He began his career in 1984 at Morgan Stanley in New York and then worked in London and Paris, where he was in charge of opening Morgan Stanley's French office. After a 16-year career at Morgan Stanley, he joined BC Partners in 2000 (Paris and London) as Managing Partner, where he remained until December 2014 before becoming Senior Advisor until December 2015. He has been a member of the Board of AXA since December 2016.

For more information: www.wendelgroup.com/fr/le-directoire-et-les-comites >

Bureau Veritas's Investor Days

Bureau Veritas held its own Investor Days on December 7-8, 2017. On the first day, the group confirmed its forecasts for 2017 and reaffirmed its goals for 2020. Management also gave a progress report on the group's growth initiatives and presented the latest advances in digital transformation, which is now the cornerstone of Bureau Veritas's strategy. On the second day, the financial community was invited to visit the naval shipyards in Rotterdam and to examine the Marine & Offshore and Metals & Minerals businesses in more detail.



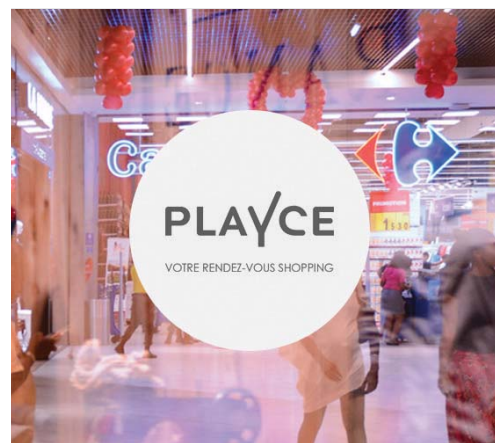
For more information: <http://finance.bureauveritas.fr/phoenix.zhtml?c=216209&p=irol-investordays> >

SGI Africa became PlaYce and inaugurated a shopping mall

PlaYce, a pioneer in African commercial real estate, inaugurated its third shopping center in Douala, Cameroon, on December 5. The Minister of Trade, Luc Magloire Mbarga Atanga, attended the ceremony, accompanied by several members of the Cameroon government. Named "Carrefour Market", the mall replicates *"the ingredients that have made our service offering a success in Africa over the past two years: a strong local commitment and a significant footprint in the economy,"* said Xavier Desjobert, Chairman of PlaYce. This commitment shows in the more than 350 new jobs created, including 200 at Carrefour and Brioche Dorée and 150 at the boutiques in the rest of the shopping center.

Following two openings in 2017, PlaYce plans to pursue its development with a new opening scheduled for 2019 in Yaoundé, the capital of Cameroon.

In January 2018, SGI Africa took the name of its malls and its brand name is now "PlaYce".



For more information: www.wendelgroup.com/fr/societe/playce >



« Orchestre à l'École »

... in concert!

Orchestre à l'École, a nonprofit organization that supports and promotes the development of school orchestras throughout France held its gala charity dinner on November 22. Young musicians from Poissy (west Paris suburbs) and Renazé (Pays de la Loire) gave a concert during the event. The French Minister of Education, Jean-Michel Blanquer, was on hand to congratulate them. *Orchestre à l'École* will celebrate its tenth anniversary on May 3, 2018 during a special show at the Olympia concert hall in Paris!

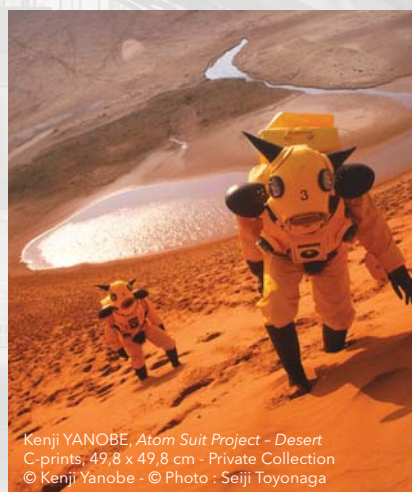
For more information: www.orchestre-ecole.com >

A Japanese season

The Centre Pompidou-Metz is presenting an exceptional program dedicated to the Land of the Rising Sun until May 2018. Through two exhibits, *Japanorama*, *A New Vision on Art since 1970* and *Dumb Type*, as well as a dozen concerts and shows, the visitor takes a fresh look at Japan, from its modern architectural history to its most contemporary artistic expressions. With this program, the Centre Pompidou-Metz offers its visitors a true immersion in Japanese culture. Climb aboard for this unprecedented voyage!



DumbType, Voyage Performance. © Photo : Kazuo Fukunaga

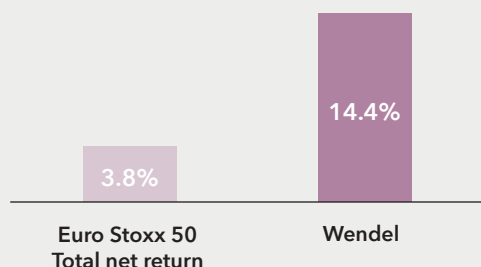


Kenji YANOBE, Atom Suit Project - Desert
C-prints: 49,8 x 49,8 cm - Private Collection
© Kenji Yanobe - © Photo : Seiji Toyonaga

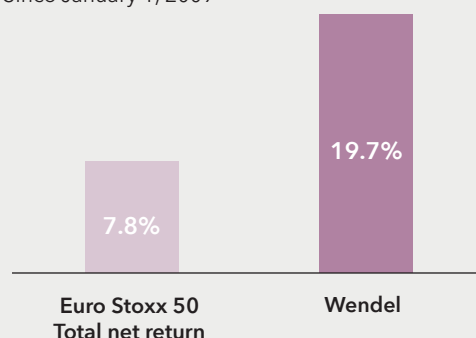
To learn more, watch the interview with Emma Lavigne, Director of the Centre Pompidou-Metz:
www.youtube.com/edit?o=U&video_id=Ayj3a2zfPI >

Annualized return as of 11/17/2017

Since June 13, 2002



Since January 1, 2009



Source: FactSet average last 20 trading days TSR as prior to 11/17/2017.

Value creation

Closing price 03/09/2009 = 100



Next on the agenda

03/22/2018

2017 full-year earnings / Publication of NAV
(pre-market release)

05/17/2018

2018 Shareholders' Meeting / Publication of NAV
and trading update (before Shareholders' Meeting)

09/06/2018

H1 2018 earnings / Publication of NAV
(pre-market release)

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