

Tuesday, May 31, 2005

PRESS RELEASE

**WENDEL Investissement Shareholders' Meeting**  
**Dividend: 1.15 euros per share**  
**Change in corporate governance**

The Shareholders' Meeting of WENDEL Investissement held in Paris on May 31, 2005, and chaired by Ernest-Antoine Seillière, approved the financial statements for the year 2004, the dividend for that year and all of the proposed resolutions.

**1. Changes in Group assets**

Since the last Shareholders' Meeting in June 2004, WENDEL Investissement made significant changes in the composition of its consolidated holdings.

- Investments: acquisition of Editis; equity interest in Bureau Veritas increased to 100%. Investments totaled 820 million euros in shareholders' equity and 2 billion euros in corporate value.
- Disposals: sale of Trader Classified Media and bioMérieux for a total of 700 million euros.

Unlisted assets now account for more than 80% of the Group's gross asset value.

**2. Amplified growth of Group subsidiaries**

Investment potential in the next five years is estimated at 1.5 billion euros for WENDEL Investissement and at 1.3 billion euros for its main subsidiaries – Legrand, Bureau Veritas and Editis. WENDEL Investissement can immediately mobilize for additional acquisitions a net cash of 620 million euros.

WENDEL Investissement's main consolidated companies have identified acquisition projects for 2005 in the amount of 400 million euros, a third of which have already been carried out.

Legrand notably acquired OnQ, American leader specialized in integrated home systems, and took over Zucchini, the Italian leader in prefabricated electric line systems.

Since the beginning of 2005, Bureau Veritas has acquired ten companies that round out its offering in the United States and Europe, mainly: Clayton (US) and Casella (GB), leaders in Heath, Safety and Environment; LP2A, a service company for municipalities in construction in the United States; Curtis Strauss, a firm authorized in the United States to test electric and electronic equipment; KW2, a Dutch company specialized in the inspection of industrial equipment and environmental protection services; CEBTP, a French specialist in the inspection of lifting equipment.

In the publishing sector, Editis has just acquired Le Cherche Midi, for which it will provide circulation and distribution. This acquisition follows on the heels of nine new distribution agreements since the beginning of the year.

### **3. Rise in Group value and growth objectives**

Net asset value per share totaled 69 euros in May 2005, versus 49 euros in May 2004 and 39 euros in May 2003, representing an increase of 77% in two years.

On the basis of its current consolidation base, WENDEL Investissement is confident in its ability to achieve its objective of annual growth in the Group's medium-term value of more than 15% per year. The debt-to-equity ratio (ratio of net indebtedness to the gross net value) stood at 23% in May 2005. A 500 million euro syndicated loan was negotiated, replacing the former arrangement (5-year loan, with the possibility to extend it to 7 years). This facility has not been used to date.

### **4. Distribution policy**

In light of the rise in the Group's results, a dividend of 1.15 euros (+10%) was approved by the Shareholders' Meeting. It will be paid as of June 2, 2005. This dividend represents a net yield of 2.8% on the average price of the share in 2004.

After a year 2004 marked by major investments and disposals, WENDEL Investissement exceptionally distributed, in January 2005, 138 million euros to its shareholders by buying back 2.5 million Company shares.

### **5. New corporate governance**

Pursuant to the proposal of the Board of Directors at their meeting on March 30, 2005, the Shareholders' Meeting approved the Group's new corporate governance and adopted the by-laws making it into a company with a Supervisory Board and an Executive Board. The Supervisory Board, which met after the Shareholders' Meeting, named Ernest-Antoine Seillière Chairman; it also appointed Jean-Bernard Lafonta, Chairman of the Executive Board and Bernard Gautier, a member of the Executive Board.

### **6. Changeover to IFRS**

The changeover to IFRS has a limited impact on income from activities. Income from activities in 2004 stood at 203 million euros according to French GAAP and at 202 million euros according to IFRS. Non-recurring items according to IFRS totaled 223 million euros, 85 million euros more than the 138 million euros reported according to French GAAP.

All in all and considering the accounting of goodwill amortizations in IFRS, the Group's consolidated net results is 415 million euros in IFRS, against 281 million euros in French GAAP. Consolidated shareholders' equity (Group share) at the end of 2004 was 1,364 million euros according to French GAAP, and 1,266 million euros according to IFRS.

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