WENDEL

INVESTISSEMENT

FIRST HALF RESULTS 2006

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Strategic events 2006

	Achieved 2005-2006	Initial objectives planned for 2005-2009
WENDEL's development in France and internationally		
Materis Deutsch Stahl AVR	740 M€ (2006)	1,500 M€
Investments by subsidiaries		
Legrand acquires 4 companies Bureau Veritas acquires 9 companies Editis acquires XO Editions and DNL	200 M€ (2006) +900 M€ (2005)	1,300 M€
Legrand's IPO		
IRR	31% / year	
Initial investment	x3	
Control with KKR (with voting rights cumulated > 30%)		

The Group
September 2006

Industry

Legrand (1)	E	30%
Oranje-Nassau	FC	100%
Stallergènes (1)	FC	48%
Acquired in 2006		
Materis	FC	76%
Deutsch	FC	90%
Stahl	E	49%

Media & Services

Bureau Veritas	FC	99%
Editis	FC	100%

Other holdings

neuf cegetel, AVR

(1) Listed

E: accounted for by the equity method - FC: full consolidation - nc: not consolidated

Key figures
Results June 30, 2006

Net sales

36% growth in consolidated net sales to **1,719 M€**

16% growth in net sales on a constant consolidation basis

Results

20% growth in net income from activities to **150 M€**

31% growth in consolidated net income to **197 M€**

Investment

Acquisitions made by WENDEL: **740 M€**

S&P ratio* : **21%**

Distribution

Dividend: ordinary 1.40 € (up 22%) + exceptional: 0.60 €

** S&P ratio:* $\frac{\textit{Net debt excluding financing without recourse of company subsidiaries}}{\textit{Gross asset value}}$

CONSOLIDATED RESULTS

JUNE 30, 2006

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Consolidated results

(millions of euros)	June 2006	June 2005	Δ
Consolidated subsidiaries and dividends received	204.9	175.6	*+17%*
Financing, operating expense and tax	(43.8)	(44.4)	*-1%*
Net income from business sectors*	161.1	131.2	*+23%*
Net income from business sectors, Group share*	**150.2**	**125.2**	*+20%*
Non-recurring income	33.8	25.2	
Net income	194.9	156.4	*+25%*
Net income, Group share	**197.4**	**150.4**	*+31%*

** Net income before non-recurring income and impact of the allocation of goodwill*

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Net income from business sectors

(millions of euros)	June 2006	June 2005	Δ
Legrand	61.8	46.1	*+34%*
Bureau Veritas	71.1	62.0	*+15%*
Oranje-Nassau	41.6	45,5	*-9%*
Editis	0.9	(6.9)	*n.m.*
Stallergènes	7.7	7.1	*+8%*
Materis	20.8	-	*n.m.*
Wheelabrator	-	12.6	*n.m.*
Dividends	1.0	9.2	*n.m.*
Subtotal	**204.9**	**175.6**	*+17%*
Operating expense	(18.8)	(14.2)	
Financing	(31.6)	(32.7)	
Tax	6.6	2.5	
Subtotal	**(43.8)**	**(44.4)**	*-1%*
Net income from business sectors *	161.1	131.2	*+23%*
Net income from business sectors, Group share*	**150.2**	**125.2**	*+20%*

** Net income before non-recurring income and impact of the allocation of goodwill*

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Non-recurring income

(millions of euros)	June 2006	June 2005
Legrand IPO	133.0	-
Allocation of goodwill	(65.2)	(12.3)
Penalties for early redemption of Legrand and Editis issues	(54.2)	-
Capital gains and marked to market	37.2	48.3
Other	(17.0)	(10.8)
Non-recurring income	**33.8**	**25.2**

PERFORMANCE OF SUBSIDIARIES

LEGRAND

Legrand Highlights

- **Successful IPO**

  Maximum price in the range: 19.75€
  IPO oversubscribed 30 times

- **Higher ratings and return to investment grade category**

  Standard & Poor's: from BB+ to BBB-
  Moody's: from Ba1 to Baa3

- **International development**

  Leader in China for audio and video door entry systems: Shidean
  Leader in Brazil for consumer units and industrial enclosures: Cemar
  Leader in Denmark for metal cabling systems: RM Kabelbaner

  Recently:
  Second in the US for top-of-the-range lighting controls: Vantage

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Legrand
Financial performance

(millions of euros)	June 2006	June 2005	Δ
Net sales	**1,893**	1,583	*+20%*
Adjusted operating income[1]	**326.4**	264.7	*+23%*
% of net sales	***17.2%***	*16.7%*	
Net income, Group share [2]	**63.3**	59.6	*+6%*
Net financial debt	**1,938**	1,928	

- Company-financed acquisitions

(1) Figures restated for accounting entries relating to the acquisition of Legrand France in 2002 with no cash impact
(2) Including an exceptional 109 M€ charge in 2006 for extinguishment of debt

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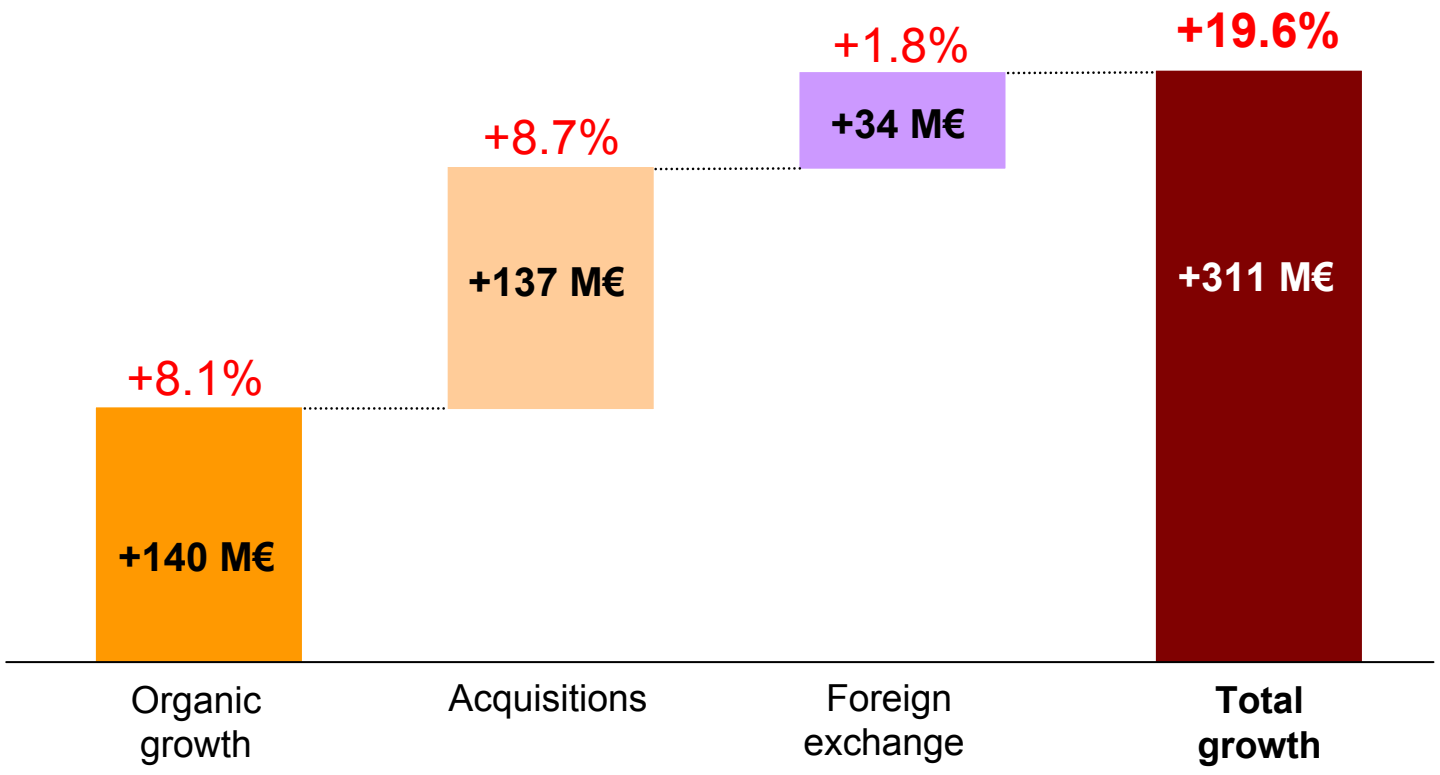
Legrand
Two growth engines



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Legrand
Development strategy

Product innovation

- Renewal of offering:
  Launch of new product lines with the objective of 50% of sales with products that are less than five years old

Segments with high potential

- Voice-Data-Images
- Residential automation
- Distribution of energy

International

- Emerging countries
- USA / Canada

External growth

- Acquisition of leading companies:
  new markets / additional offering

BUREAU VERITAS

Bureau Veritas Highlights

- **External growth**

  9 acquisitions, including:

  - Australia : Kilpatrick, Intico and Alert
    Solid development platform for HSE and industrial inspections
  - Netherlands : Nagtglas, leader in electric and fire safety inspections

- **6% organic growth with good performance in**

  - Marine services : orders booked +16%
    2 cruise ships, ~ 10 LNG tankers and 8 large container vessels, etc.
  - Oil and gas services : new multi-year contracts
    with Petrobras, Total North Sea, Maersk Oil Qatar, etc.

- **Bank refinancing**

  Medium-term loan increased to 560 MUSD with maturity of 7 years,
  multi-use revolver line to 550 M€ with maturity of 5 years and
  bank margin reduced by 30 bp

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Bureau Veritas
Financial performance

(millions of euros)	June 2006	June 2005	Δ
Net sales	**888**	771	*+15%*
Adjusted operating income*	**118.6**	105.4	*+13%*
% of net sales	***13.4%***	*13.7%*	
Financial expense	**16.7**	14.9	*+12%*
Net income from activities	**71.1**	62.0	*+15%*
Net financial debt	**656**	697	

- Increase of net sales: growth in market share in Marine worldwide and negative contribution of Government Services (-2 points)
- Operating margin negatively affected (-1 point) by Government Services
- Acquisitions 12 months: 120 M€, Company-financed

* *Operating income adjusted to account for allocations of goodwill (-1.5 M€ in 2006) and non-recurring items (fees paid to WENDEL and capital gain for 6.7 M€ in 2005 and -3 M€ in 2006)*

** *Debt after distribution of 150 M€ in the second half of 2006 and debt in 2005 on a basis comparable to 2006*

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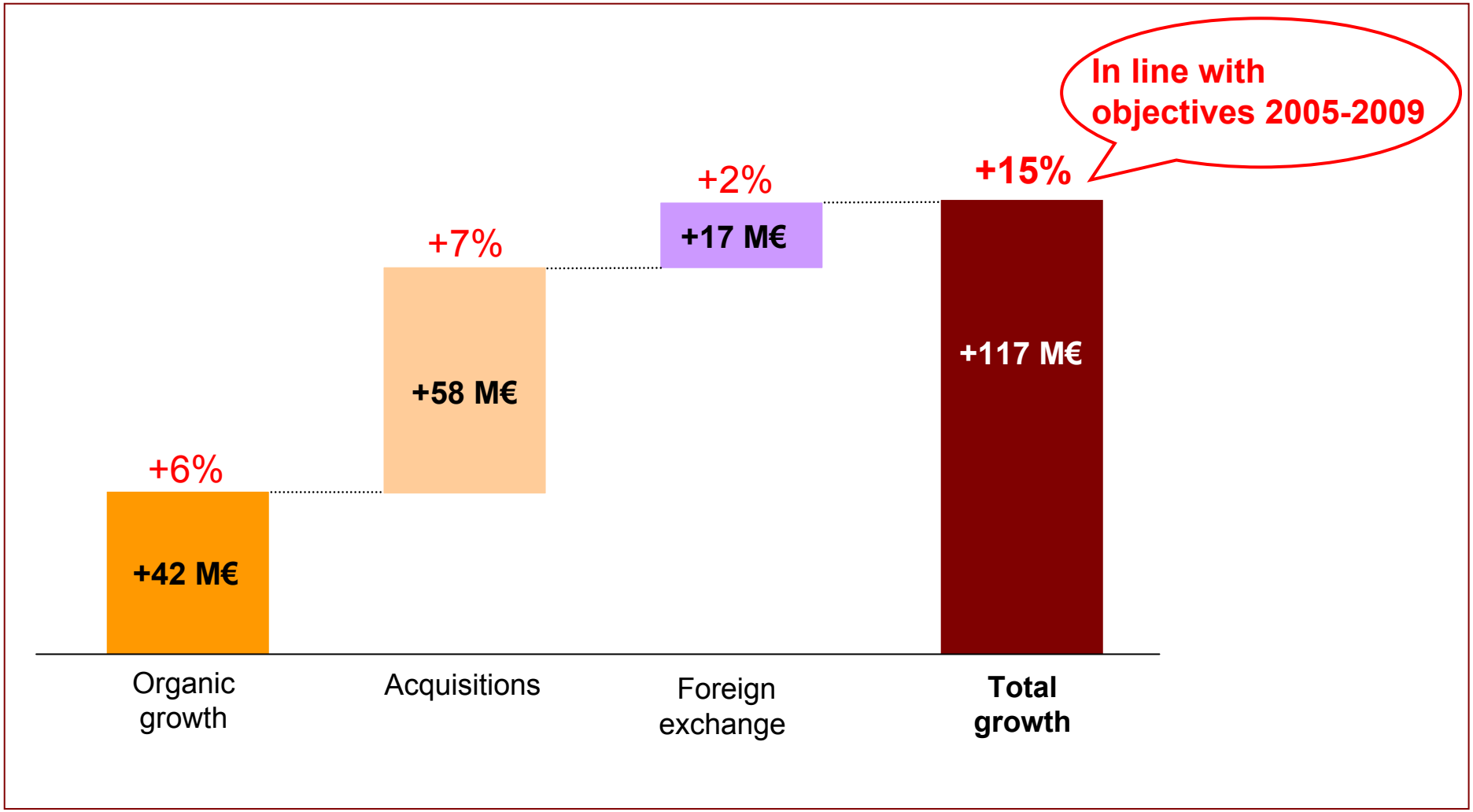
Bureau Veritas
Two growth engines



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Bureau Veritas
Growth by segment

(millions of euros)	Net sales	Growth organic*	Growth total
Industry and Facilities	**602**	+6%	+17%
Consumer Products Services	**115**	+13%	+32%
Marine	**103**	+17%	+19%
Government Services and International Trade	**68**	-20%	-19%
	888	**+6%**	**+15%**

Industry and Facilities	Strong organic growth in France Significant development of oil and gas services Major contribution from emerging countries (~ 15% of net sales)
Consumer Products Services	Growth amplified by acquisitions made in 2005
Marine	11% increase in certified fleet in service (tonnage), growth in market share
Government Services and International Trade	Sustained activity in the Ivory Coast and Angola but decline as a result of contracts cancelled in Venezuela and Kenya

** on a constant consolidation and foreign exchange basis*

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Bureau Veritas
Development strategy

Globalisation

- Market consolidation through external growth
- Creation of platforms in Europe, the USA and China
- Sales teams for key accounts

Expanded offering

- Investment and external growth in Asia, Latin America, the Middle East and Eastern Europe
- New services offerings
  e.g. creation of a global Electrical Equipment division

Improved productivity

- Integration of acquisitions
- Investment in control and testing capacity
- Operating synergies among business segments

EDITIS

Editis Highlights

- **External Growth**

  XO: 90% of books published are best-sellers

  DNL: Editis becomes the leader in general distribution (mass market distribution and neighbourhood shops excluding new-stands)

  Good integration of First and Le Cherche Midi

- **New distribution contracts**

  30 new contracts signed since 2004

  Continued development: commercial agreements with Dargaud and Le Lombard

- **Successful refinancing**

  Investment grade refinancing and bank margins reduced from 275 bp to 75 bp

  Acquisition line increased to 150 M€

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INVESTISSEMENT

Editis
Financial performance

(millions of euros)	June 2006	June 2005	Δ
Net sales	**319.3**	319.6	–
Adjusted operating income*	**11.5**	10.9	*+5.5%*
% of net sales	***3.6%***	*3.4%*	
Net income from activities	**0.9**	(6.9)	
Net financial debt	**468**	452	

- Net sales stable in spite of the termination of the Larousse contract – excluding termination of this contract : 8.4% growth
- Financial debt almost stable in spite of
  - debt refinancing (exceptional cost of 32 M€)
  - acquisitions: 73 M€ in the last 12 months

** Operating income adjusted to account for allocation of goodwill and non-recurring items*

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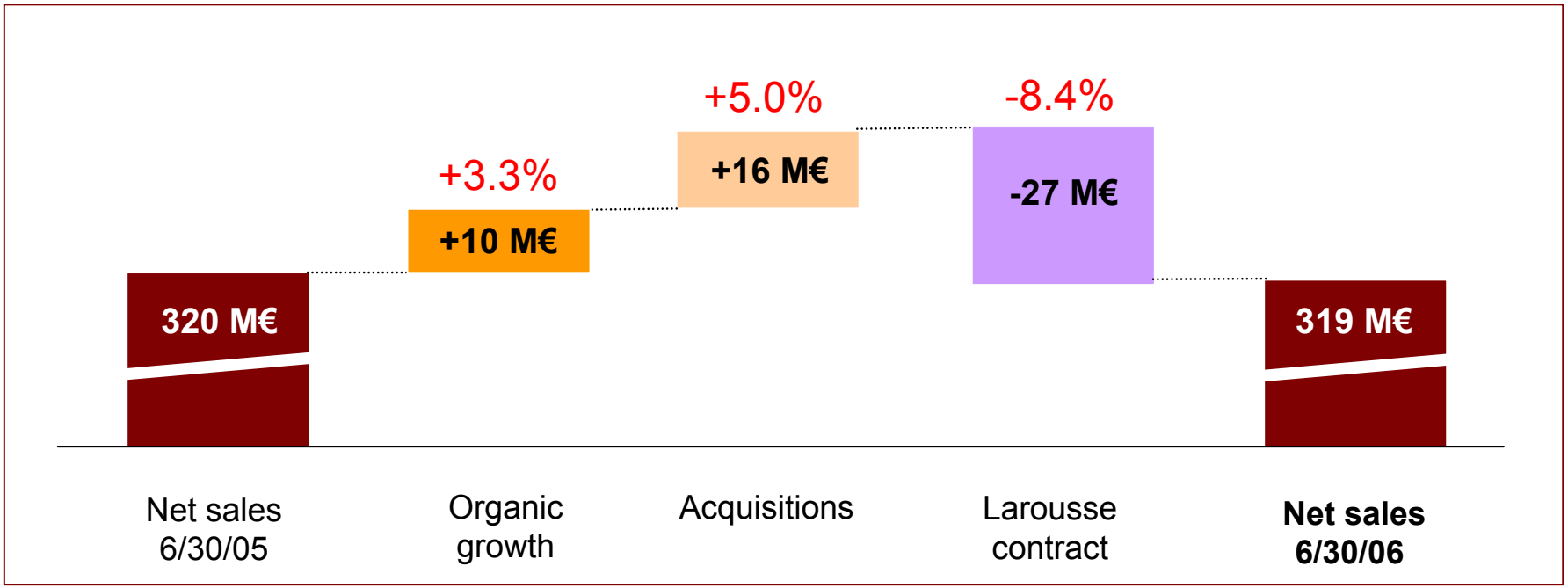
Editis
Growth engines



Education and Literature	Strong growth at Univers Poche with the new manga collection and good performance at Pocket Growth at Robert with the success of the Dictionnaire Culturel Positive impact of acquisitions: Le Cherche Midi, First and XO
Distribution	Good performance of partner-publishers Termination of the Larousse contract

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Editis
Development strategy

Organic growth

Growth rate continues to outstrip the market:
Development of school books and new segments (mangas and tourism)

New distribution contracts

New distribution contracts signed

External growth

Selective acquisitions to reinforce market positions /enter new segments

Increased profitability

Economies of scale in distribution
Continued cost reduction

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Oranje-Nassau
Financial performance

(millions of euros)	June 2006	June 2005	Δ
Net sales	**136**	119	+14%
of which Energy	**130**	114	
Production (millions of boe)	**2.7**	3.4	-21%
Average price of a barrel of oil (€ per barrel)	**53.8**	38.8	+39%
Real Estate	**6**	5	
Net income from activities excluding Group companies held via ONG	**41.1**	45.5	-10%
Net financial debt	**47**	26	

- Energy: increased taxes in the UK
- Cash flow before acquisitions 130 M€ in the last 12 months

  Acquisitions Energy and Real Estate: 34 M€

  Dividend paid by Oranje-Nassau to WENDEL: 77 M€

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Oranje-Nassau
Development strategy in Energy

Growth of reserves

- 100 M€ per year to acquire oil and gas reserves
- Investments in pre-production
- Rationalization of the portfolio with the sale of several non-strategic assets

Growth of production

- Growth of production from 17,000 boepd* in 2005 to 30,000 in 2010

Prudent hedging

- Production partly hedged until 2010, of which 65% for 2006 and 50% for 2007

Geographic diversification

- Priority development areas: western Europe (NL, UK, Norway), Africa and the Middle-East

** Barrels oil equivalent per day*

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Stallergènes
Financial performance

(millions of euros)	June 2006	June 2005	Δ
Net sales	**64.2**	56.1	*+14%*
Operating income before R&D	**21.6**	18.3	*+18%*
% of net sales	***33.7%***	*32.6%*	
Adjusted operating income*	**12.2**	11.4	*+7%*
Net income from activities	**7.7**	7.1	*+8%*
Net financial debt	**13**	25	

- Organic growth: +13% linked to the strong growth in sublingual treatments
- R&D program for the development of tablets: 9.4 M€, up 37%

** Operating income adjusted to account for allocation of goodwill and non-recurring items*

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Stallergènes
Oralair development project

Authorization requested in Germany

- High development potential of allergen tablet
- Authorization requested in July 2006 and expected in 12 months

Extension throughout Europe

- Procedure of mutual recognition for the other European countries

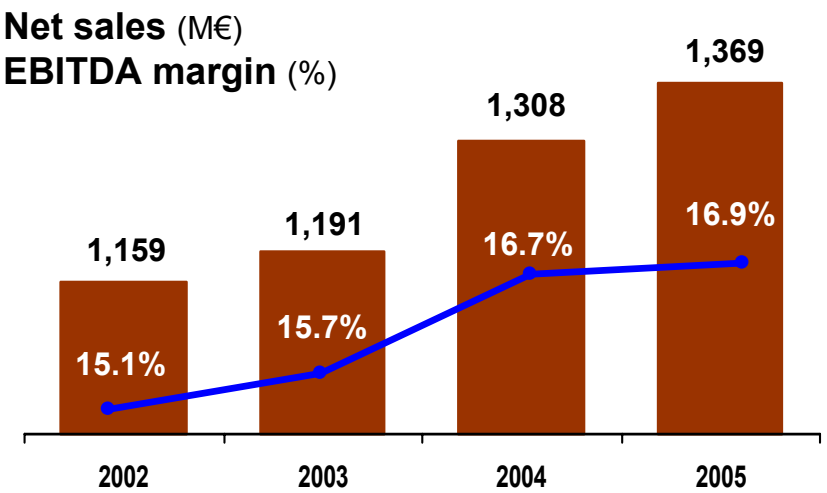
Human and financial resources

- Sales teams bolstered: +50% in the next four years
- Investment 20 M€ to expand the Antony plant over three years

WENDEL'S DEVELOPMENT IN FRANCE AND INTERNATIONALLY

MATERIS

Materis Overview



Consolidated figures

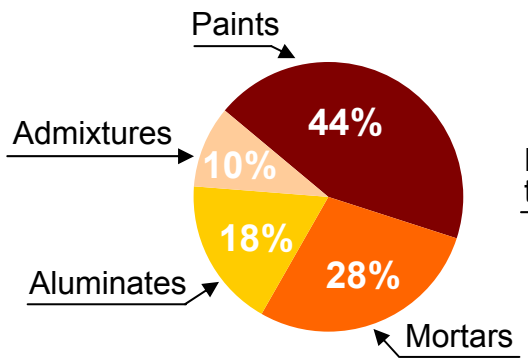
World leader in specialty building materials

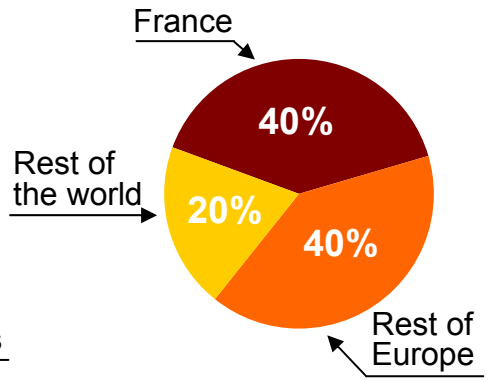
Markets

- New construction and refurbishment ~ 80%
- Civil engineering and steel ~ 20%

Strengths

- Solid market share
- Product diversification and innovation
- Geographic diversification
- High barriers to entry





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Materis
Acquisition end of April

(millions of euros)

Investment		Financing		
Purchase of shares	1,011	Equity		420
		WENDEL	320 (76% of capital)	
		Management and other	100 (24% of capital)	
Bank debt refinanced and transaction costs	1,089	Debt without recourse on WENDEL		1,680
Total	**2,100**	**Total**		**2,100**

Additional banking facilities to finance development

- Acquisitions and Capex 150
- Working capital requirements 125

Enterprise value / EBITDA: **8.5x**
2005 proforma

Market comparison: **9.5x**
BASF's acquisition of Degussa
(construction-chemicals)

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Materis
Financial performance

(millions of euros)	2006 May and June	June 2006	June 2005	Δ
Net sales	**311**	812	646	*+26%*
Adjusted operating income*	**55.5**	*108.6*	*94.1*	*+15%*
% of net sales	***17.8%***	*13.4%*	*14.6%*	
Net income from activities	**20.8**			
Net financial debt	**1,705**			

- Decrease from 14.6% to 13.4% of the operating margin due to the acquisition of paint distribution company Zolpan

** Operating income adjusted to account for allocation of goodwill and non-recurring items*

Materis
Development strategy

Leadership position in the four business lines

- Organic growth
- Targeted acquisitions

Integration of acquisitions

(Example: Zolpan and Robbialac in paints)

- Operating synergies
- Economies of scale

Strong growth markets

- Development in emerging countries:

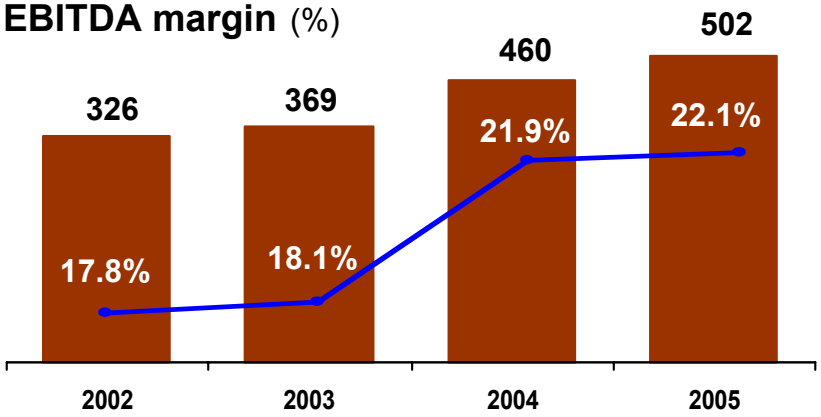
  aluminates and mortars in China

  admixtures in India

DEUTSCH

Deutsch Overview

Net sales (MUSD)
EBITDA margin (%)



Combined figures

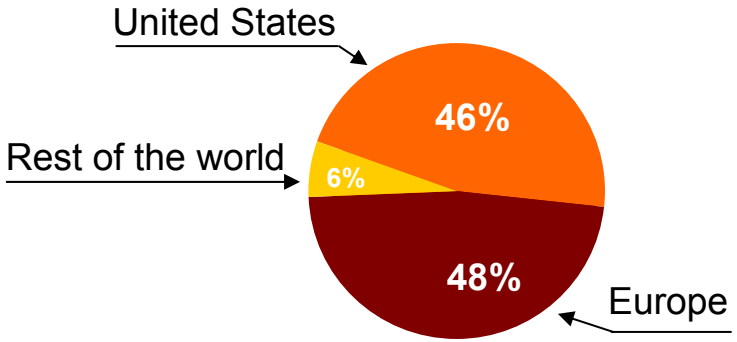
World leader in high performance connectors – headquarters in the USA

Market

- Growth ~ 5% long-term
- Heavy vehicles, aerospace, IT, life consumer electronics, etc.
- Limited number of players (R&D, technical expertise, relations with customers' engineers, etc.)

Strengths

- Innovation and specific know-how
- Customised / standard products: 80%-20%



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Deutsch
Acquisition end of June

(millions of USD)

Investment		Financing		
Purchase	1,040	Equity		420
		WENDEL	378 (90% of capital)	
		Management	42 (10% of capital)	
Acquisition expenses net of cash	40	Debt without recourse on WENDEL		660
Total	**1,080**	**Total**		**1,080**

Financing

- Not amortizable
- Maturity: 8 / 10 years

Enterprise value / EBITDA LTM: **9.2x**

Market comparison: **11x and 12.8x**
(at acquisition) Molex and Amphenol

WENDEL
INVESTISSEMENT

Deutsch
Financial performance

(millions of USD)	June 2006	June 2005	Δ
Net sales	271	257	+5%
Adjusted operating income*	*44.8*	*41.9*	*+7%*
% of net sales	*16.5%*	*16.3%*	
Net financial debt	660		

- Strong organic growth: +8%
- Very good performance in Transport and Heavy Vehicles in the United States

** Operating income adjusted to account for allocation of goodwill and non-recurring items*

Deutsch
Development strategy

Objective : To grow from a group of five companies to become an integrated industrial entity

Integrated industrial entity

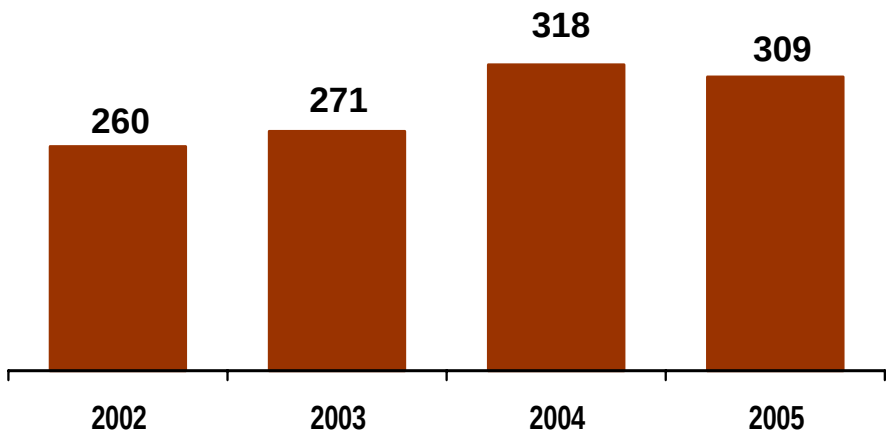
- Set up a global organization to accompany large international customers
- Share best practices
- Apply economies of scale

Growth

- Reinforce relations with the most important customers
- Implement synergies in marketing and sales
- Develop in the most promising markets
- Targeted acquisitions

STAHL

Net sales (M€)



Proforma unaudited

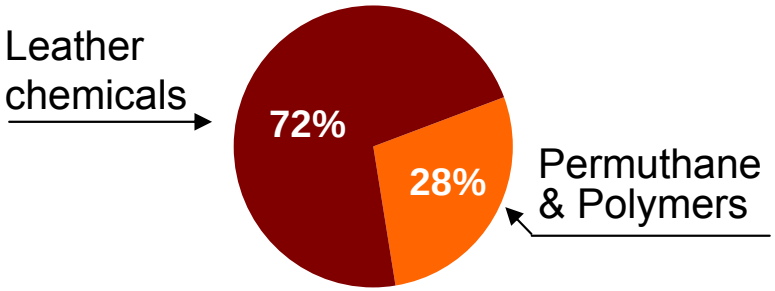
Broad range of high value-added formulated products and high performance coatings – headquarters in the Netherlands

Market

- Market growth spurred by rise in buying power / occasional volatility linked to fashion trends
- Strong growth in Asia: local demand and industry migration
- Market organized around five players (60% of the market)

Strengths

- Potential sector consolidation
- Organic growth Permuthane and Asia
- "Golden Hands"
- Ample conversion of EBITDA into cash



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Stahl
Acquisition end of June

(millions of euros)

Investment		Financing	
Purchase of shares	520	Equity	160
		WENDEL 79 (49% of capital)	
		Carlyle 79 (49% of capital)	
		Management 2 (2% of capital)	
Acquisition expenses	15	Debt without recourse on WENDEL	375
Total	**535**	**Total**	**535**

Enterprise value / EBITDA LTM: **8.2x**

Market comparison: (at acquisition)

8x to 10x
H.B. Fuller, Rohm and Haas, Sherwin-Williams, Valspar

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Stahl
Financial performance

(millions of euros)	June 2006	June 2005	Δ
Net sales	161	149	*+8%*
Adjusted operating income*	*25.2*	*21.1*	*+19%*
% of net sales	*15.6%*	*14.2%*	
Net financial debt	375		

- Organic growth: +2.4%
- Operating income: +19%
  Improvements in the product mix, increased productivity and favourable foreign exchange impact offset the rise in the price of raw materials

** Operating income adjusted to account for allocation of goodwill and non-recurring items*

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Stahl
Development strategy

Organic growth

- Bolster global leadership in leather chemicals
- Develop the Permuthane business and explore new niches
- Increase presence in strong growth regions, especially in Asia

External growth

- Potential sector consolidation, especially in Permuthane / cost synergies

Improved productivity

- Relocate production in low-cost countries (new facility in China, production transferred from the United States to Mexico)
- Optimize logistics through a plant shutdown in Spain
- Rationalize R&D operations

NET ASSET VALUE AND INVESTMENT CAPACITY

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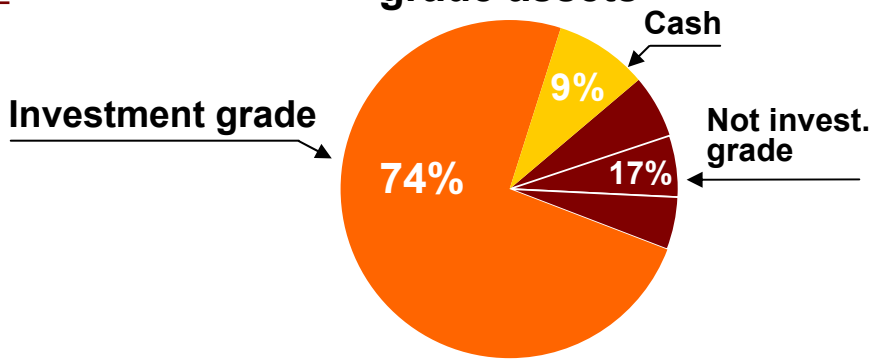
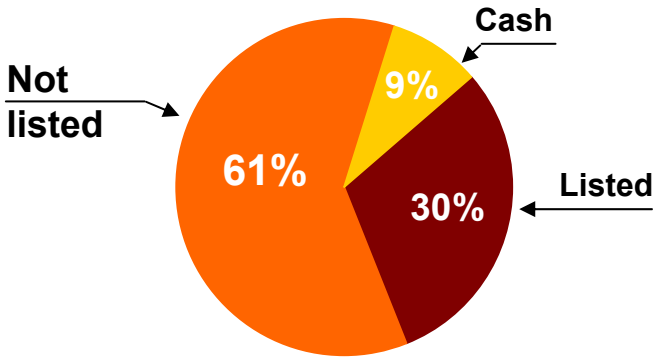
Net Asset Value

	millions of euros	% of gross assets
Controlled companies*	5,790	*87%*
Minority investments	290	*4%*
Cash*	620	*9%*
Gross asset value	**6,700**	***100%***
WENDEL shares	490	
Financial debt	(2,000)	
Net asset value	**5,190**	
Net asset value per share	***95 €***	

High percentage of Investment grade assets



Liquid assets



** After an exceptional distribution of 150 M€ by Bureau Veritas in the second half of 2006*

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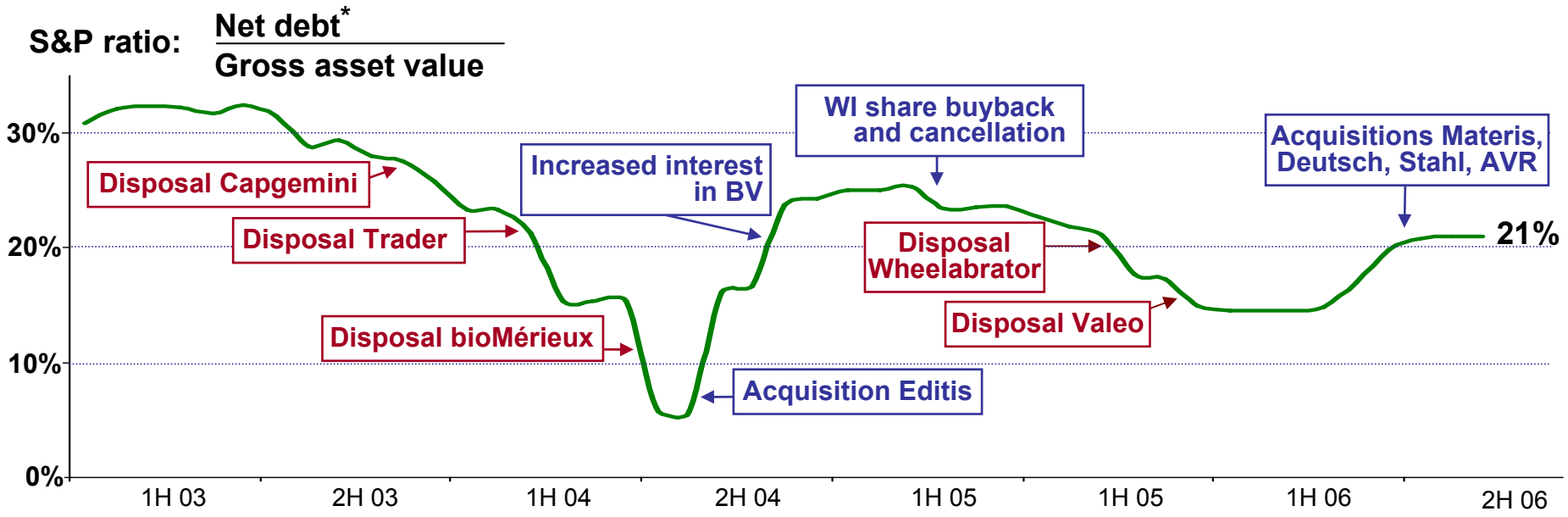
Investment capacity



Debt WENDEL Investissement	fixed or capped rate 90%
Debt subsidiaries	fixed or capped rate 60%

Cash available	600 M€
Undrawn line of credit	1,000 M€
Liquid resources	**1,600 M€**

* *Financial debt, minus cash, of WENDEL Investissement and holding companies, excluding those whose debt is without recourse on WENDEL Investissement. Treasury shares are included in the gross asset value.*

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Profitability of available cash flow

(millions of euros)	**12 months** (assessment)
Free cash flow of controlled companies*	460
WENDEL Investissement (operating costs, financial expenses and tax consolidation)	(80)
Available cash flow* (before acquisitions, disposals and dividends)	**380**
Net Asset Value	5 190
Available cash flow*/ Net Asset Value	7.3%

* *Free cash flow before acquisitions, disposals and dividends of controlled companies, proportional to the groups' equity interest*

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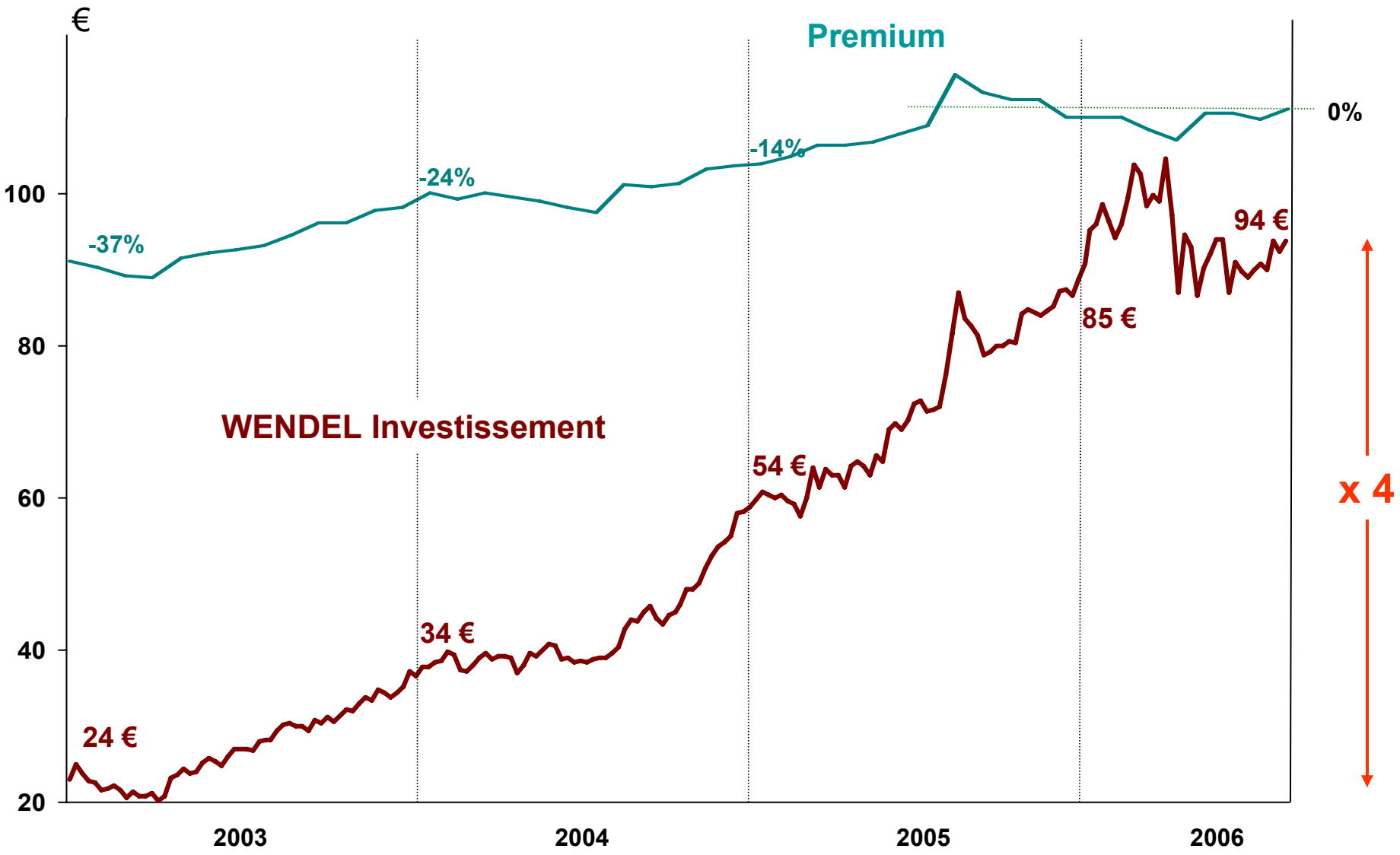
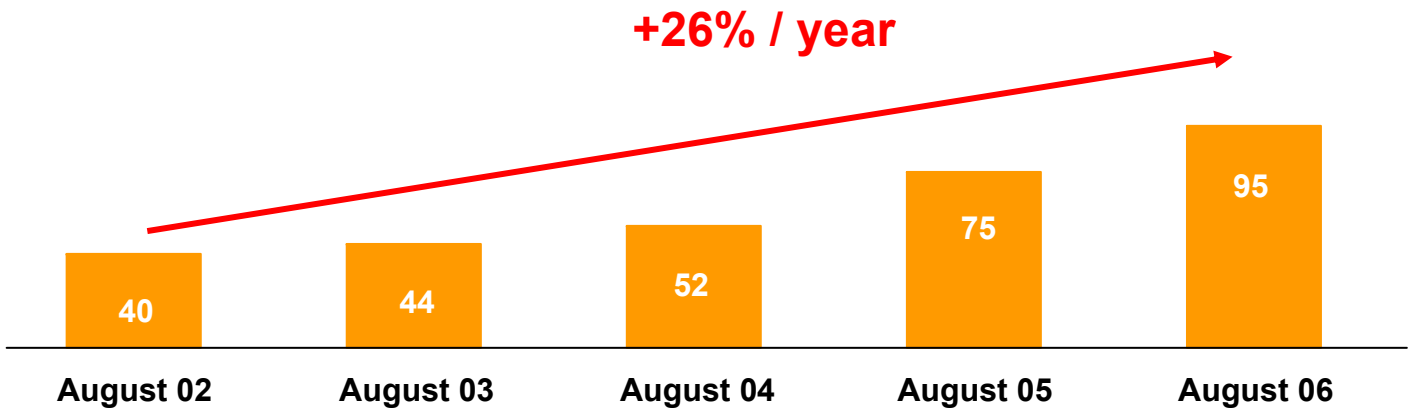
Share price
Premium stabilized



WENDEL INVESTISSEMENT

WENDEL Investissement
Rise in NAV

NAV (euro per share)

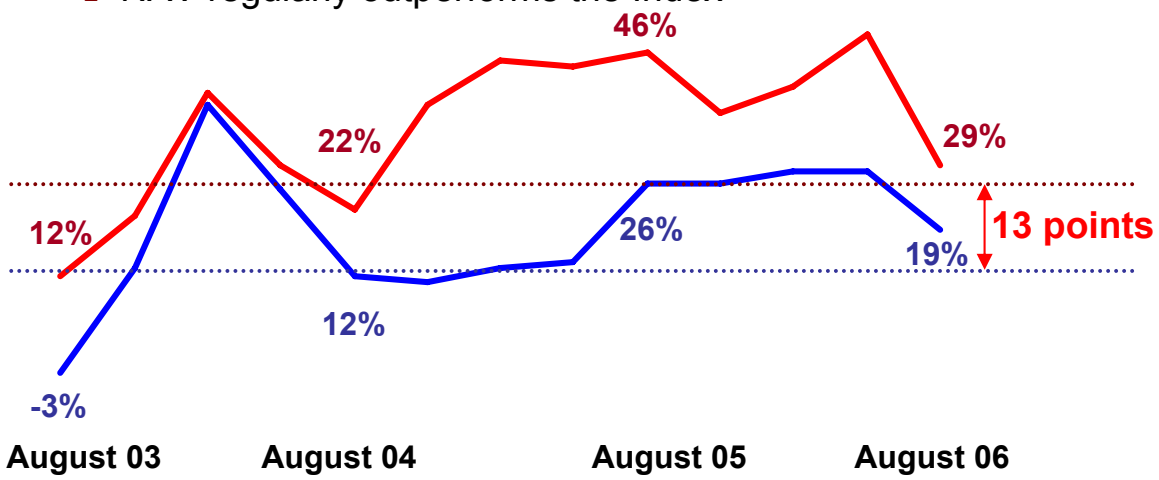


IRR (12 months, sliding scale)

- NAV outperforms CAC 40 Index by an average of 13 points
- NAV regularly outperforms the Index

Average IRR NAV WENDEL * **+26%**

Average IRR CAC 40 * **+13%**



* August 2002 – August 2006

WENDEL
INVESTISSEMENT

WENDEL among European leaders

	Market capitalization in M€ Sept. 2006	Share performance Janv. 04 – Sept. 06	Premium / Discount**
3i Group *	7,740	+54%	+24%
Investor AB	7,660	+122%	-16%
WENDEL *	5,070	+175%	+0%
EURAZEO *	4,720	+91%	-5%
KKR PEI	3,520	n.a.(1)	-6%
RATOS B	1,730	+158%	+37%
GIMV	1,060	+73%	-5%
CANDOVER *	570	+72%	-5%

* Listed Private Equity Index Companies
(1) Share performance -9% since IPO in May 2006

** Source: Brokers

WENDEL pursues strategic ambitions

- **WENDEL develops a model of an investment company proactively managed for the long-term**
- **WENDEL has a solid capital base that gives it a major competitive advantage compared with private equity funds**
- **WENDEL benefits from an investment capacity at the level of market leaders**
- **WENDEL moves into the international market, ahead of schedule compared with its initial objectives for 2005-2009**