



WENDEL
INVESTISSEMENT



WENDEL
INVESTISSEMENT

ANNUAL RESULTS 2003

Thursday, March 25, 2004

- Good performance by the Group:
income from business sectors: **+56%**
- Successful integration of Legrand
- Significant reduction in equity interest in CGEY
- Bolstering of financial resources available for investment
- Internal yield rate of NAV in 2003: **+23%**

WENDEL INVESTISSEMENT		Type of consolidation	% holding
Industry	Legrand	E.M.	37.4%
	Wheelabrator Allevard	F.C.	100%
	Oranje Nassau	F.C.	100%
	Valeo (*)	Unc.	9.9%
Services	Bureau Veritas	E.M.	33.7%
	Trader Classified Media (*)	E.M.	22.9%
	Cap Gemini Ernst & Young (*)	Unc.	2.4%
	neuf telecom (formerly LDCOM)	Unc.	4.2%
Healthcare	bioMérieux	E.M.	34.7%
	Stallergènes (*)	F.C.	47.5%

(*) listed company

E.M. = Equity method; F.C. = Full method; Unc = Unconsolidated

CONSOLIDATED NET INCOME 2003:
253 million euros

INCOME FROM BUSINESS SECTORS:
157 million euros

+56%

(millions of euros)	2003	2002
Income from consolidated business sectors (*)	197	125
CGEY and Valeo dividends	8	11
Financing	(38)	(24)
Operating expense and tax	(10)	(11)
Income from business sectors	157	+56% 101
Valuation/sale of CGEY shares	156	(739)
Other non-recurring items	(4)	(190)
Amortization of goodwill	(74)	(43)
Minority interests	18	221
Net income - Group share	253	(650)

(*) Net income before non-recurring items and amortization of goodwill

(millions of euros)	2003	2002	2003/2002
Oranje-Nassau	53.9	35.5	+52%
Wheelabrator Allevar	13.9	17.5	-21%
Bureau Veritas	36.1	33.4	+8%
Trader Classified Media	11.7	9.5	+23%
bioMérieux	25.5	20.2	+26%
Stallergènes	7.8	5.3	+47%
Legrand	48.4	3.4 ^(*)	ns
Financing	(37.7)	(24.0)	+57%
CGEY and Valeo dividends	7.7	11.0	-30%
Operating expenses and tax	(10.4)	(11.3)	-8%
Income from business sectors	156.9	100.5	+56 %
<i>before non-recurring items and amortization of goodwill</i>			

(*) Acquired December 10, 2002

(millions of euros)	2003
Cash flow of fully consolidated subsidiaries	145
Changes in working capital requirements	10
Investments	(14)
	141
Dividends received from unconsolidated affiliates	30
WENDEL Investissement (operating costs and financial expenses)	(45)
	126
Dividend paid	(56)
Cash flow available before acquisitions and disposals	70



WENDEL
INVESTISSEMENT

PERFORMANCES OF GROUP COMPANIES

(millions of euros) French GAAP	2003	2002
Net sales	2,762	2,933
	- 5.8%	
EBITDA excluding non-recurring items	574.8	575.8
% of net sales	20.8%	19.6%
EBITA excluding non-recurring items	405.4	382.7
% of net sales	14.7%	13.0%

- Organic growth (*) : **+1.2%** in a difficult environment
- Growth in EBITA margin: + 170 basis points
 - ▶ Rationalization of production
 - ▶ Increase in productivity
 - ▶ Balance of sales/costs by geographic region: minor impact of currency fluctuations on margins

(*) Excluding the impact of foreign exchange and on a comparable basis

Organic growth in net sales

(millions of euros)	Net sales	Organic growth (*)
France	776.5	- 0.8%
Italy	557.5	+1.8%
Other Europe	519.3	+4.5%
USA - Canada	520.2	- 1.8%
Rest of the world	388.3	+4.8%
Total	2 761.8	+1.2%

(*) Excluding the impact of foreign exchange and on a comparable basis

(millions of euros) <i>French GAAP</i>	Net debt (pro forma)
As of December 31, 2002	2,718
Operating cash flow	(280)
Investments	113
Disposal of assets and monetization of swap	(129)
Other	19
Impact of foreign currency variations on the debt	(118)
As of December 31, 2003	2,323
Reduction in net debt (pro forma)	(395)

■ **Innovation and development**

- ▶ major investments in R&D: **4.9%** of net sales in 2003 (*)
- ▶ investment priority, the development of new products: 41 million euros
- ▶ (37% of total investments)
- ▶ strengthening of marketing and sales teams (+3%)

■ **Increase in productivity**

- ▶ greater specialization at production sites
- ▶ systematic make or buy approach for each investment project
- ▶ optimization of procurement through Project Purple
- ▶ downsizing

■ **Optimization of employed capital**

- ▶ investments: **4.1%** of net sales in 2003 versus 5.3% in 2002
- ▶ reduction in working capital requirements from 18% at the end of 2002 to **16%** at the end of 2003

(*) Before accounting for acquisition

(millions of euros)	2003	2002
Net sales	1,284	1,145
	+12.1%	
Operating income	170.1	136.6
% of net sales	13.2%	11.9%
Net income (*)	107.1	100.0
Net cash	37	(24)

- Organic growth(**) : **+12.1%**
- Change in consolidation: +8% (US Labs and WEEKS)
- Improvement in operating margin: **+130 basis points**
 - ▶ Strong growth in margins in the Certification and Government Contract sectors
 - ▶ Changeover to ISO 9000/2000 standards

(*) Before non-recurring items and amortization of goodwill

(**) Excluding the impact of foreign exchange and on a comparable basis

Organic growth in net sales

(millions of euros)	Net sales	Organic growth (*)
France	458	+6.3%
Europe	311	+7.9%
Americas	281	+24.0%
Asia	156	+21.2%
Africa	78	+41.7%
Total	1 284	+12.1%

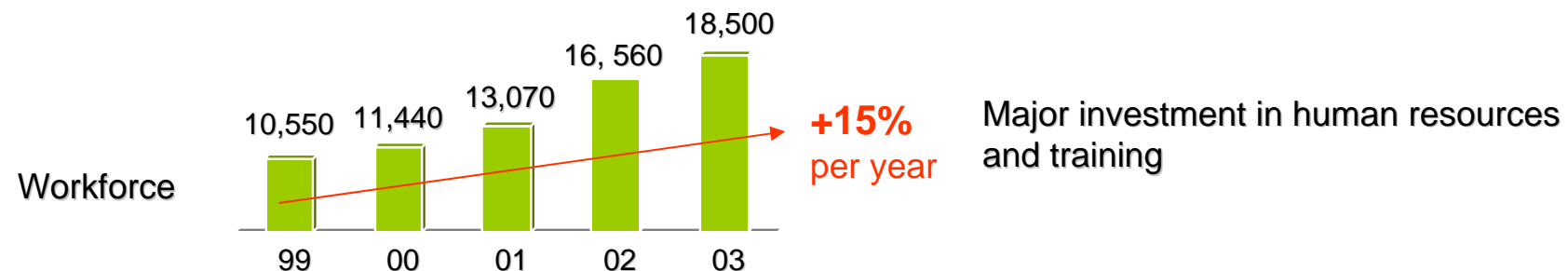
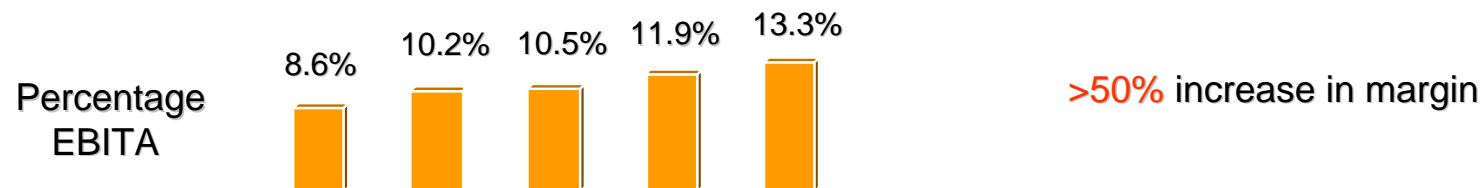
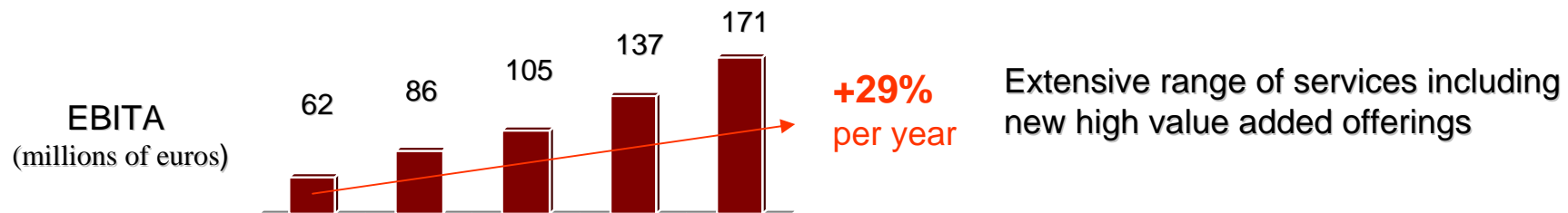
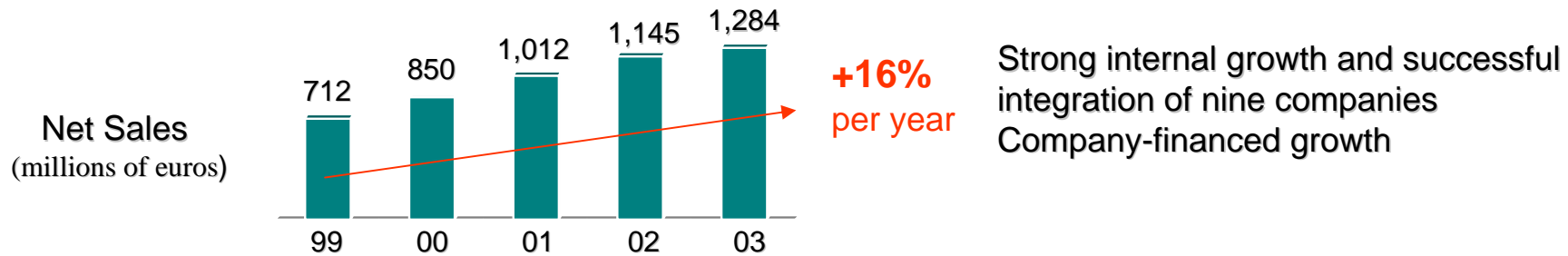
(*) Excluding the impact of foreign exchange and on a comparable basis



W E N D E L
INVESTISSEMENT

Bureau Veritas

Continued growth and profitability over 5 years



(millions of euros)	2003		2002
Energy			
Net sales	164	+13%	145
Net income	48.0	+70%	28.2
Real Estate & Investment			
Net income	5.9		7.3
Consolidated net income (*)	53.9	+52%	35.5
Net debt	18		105

- Production: 8.5 million boe (+16%). Average price: 28.7 USD/barrel (25.40 EUR/barrel).
- Sale of three buildings
- Free cash flow of 120 million euros

(*) Before non-recurring items and amortization of goodwill and excluding Group companies held through Oranje-Nassau

(millions of euros)	2003	2002
Net sales	284	288
	- 1.4%	
Operating income	26.5	35.7
% of net sales	9.3%	12.4%
Net income (*)	13.9	17.5
Net debt	77	73

Abrasive pellets:

- Organic growth(**): -4.5%, emerging countries: +10%
- Margin: erosion linked to the rise in raw material prices
- Industrial restructuring

Diamond tools:

- Organic growth(**) : +10%
- Margin: up 12% in a constant consolidation basis
- Acquisition of Winterstone

(*) Before non-recurring items and amortization of goodwill

(**) Excluding the impact of foreign exchange and on a comparable basis

(millions of euros) <i>French GAAP</i>	2003	2002
Net sales	461	443
	+4%	
Operating income	104.0	97.4
% of net sales	22.6%	22.0%
Net income (*)	37.8	32.0
Net debt	202	223

- Organic growth^(**): +7%
- New offerings successful: coupled sales (publication+Internet), for-pay telephone services
- Rise in margin: +60 basis points
- Free cash flow of 66 million euros to finance acquisitions in Hungary and Mexico (26 million euros) and reduce debt (21 million euros)

(*) Before non-recurring items and amortization of goodwill

(**) Excluding the impact of foreign exchange and on a comparable basis

	millions of shares (or options)	Millions of euros
Private placement	10	111
Option granted to John MacBain	21	231
Exercise of calls at 7.70 euros	(2.75)	(21)
	28.25	321

Average selling price: 11.4 euros per share

Estimated capital gains in 2004: 140 million euros

(millions of euros)	2003	2002
Net sales	915	944
	-3%	
Operating income	113.7	120
% of net sales	12.4%	12.7 %
Net income (*)	55.1	61.1
Net debt	179	237

- Organic growth(*): **+5%** with good development of the Industry branch, especially in North America
- Rationalization of manufacturing base and research projects
- Position strengthened in molecular biology through partnerships with Cepheid and IDI

(*) Excluding the impact of foreign exchange and on a comparable basis

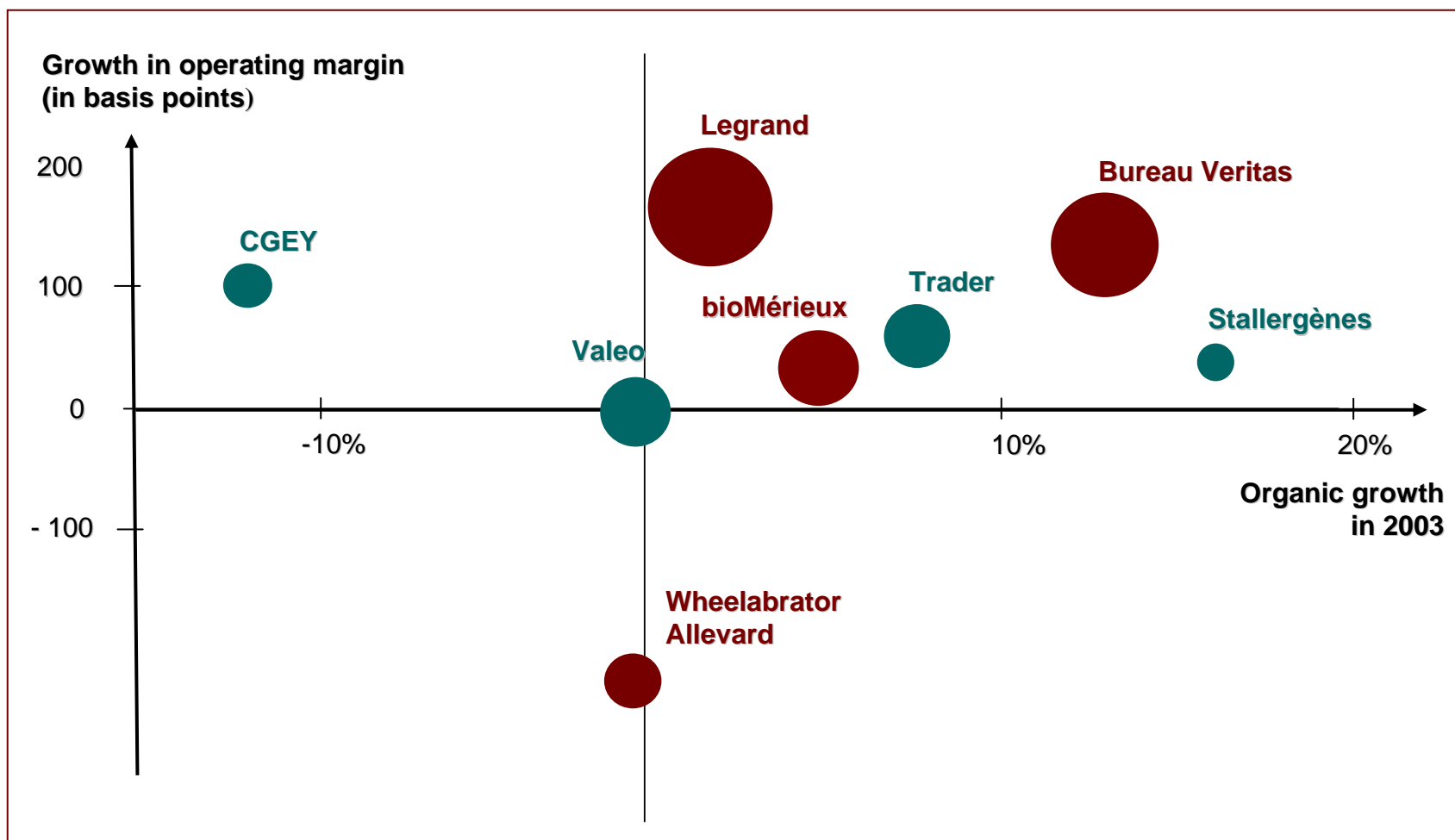
(en millions d'euros)	2003		2002
Net sales	85.7	+14%	74.9
Operating income	13.3		11.2
% of net sales	15.5%		15.0%
Net income (*)	7.8	+47%	5.3
Net debt	8.7		16.0

- Organic growth(**): France +18%, Subsidiaries +9% and Distributors +18%
- Increase in operating margin: +50 basis points
- Investment in R&D: +47% (8% to 10% of net sales)
- Clinical development of tablets

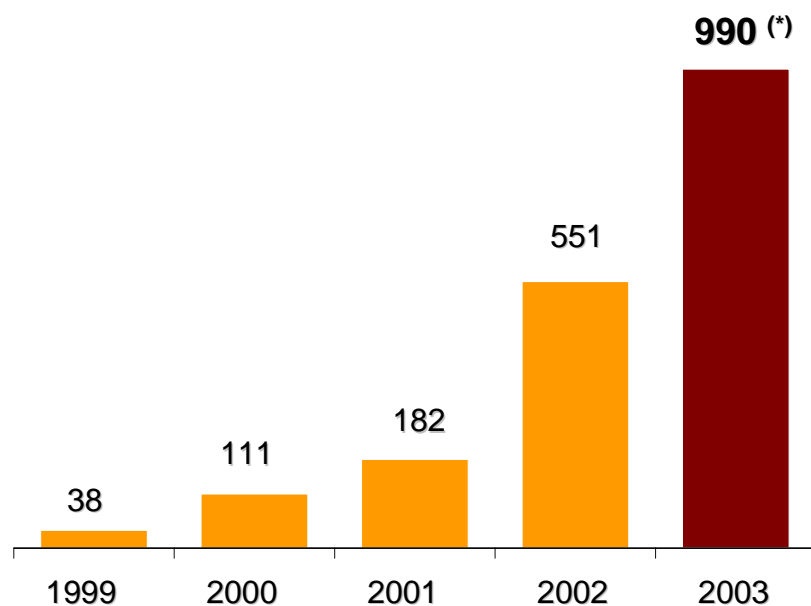
(*) Before non-recurring items and amortization of goodwill

(**) Excluding the impact of foreign exchange and on a comparable basis

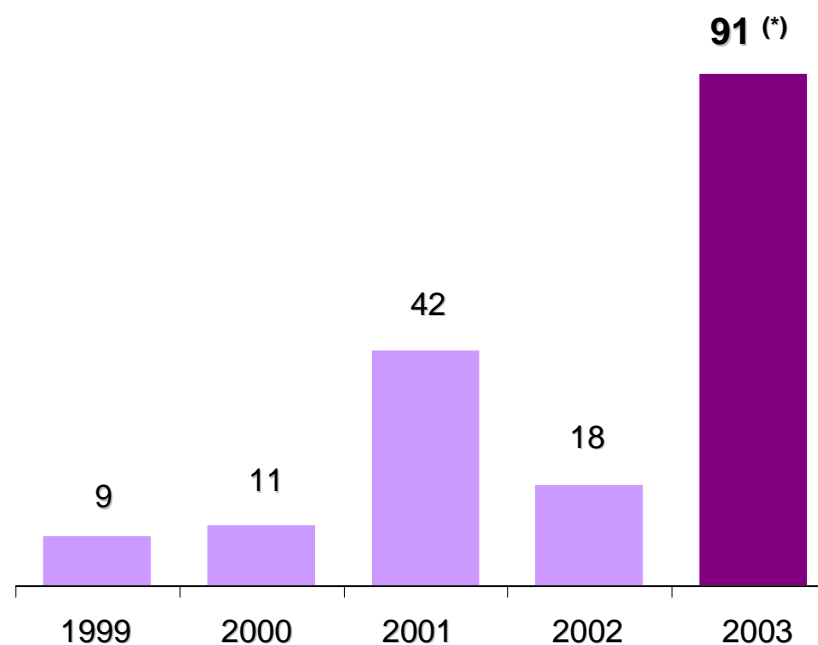
Recap: performance of subsidiaries



Net sales (millions of euros)

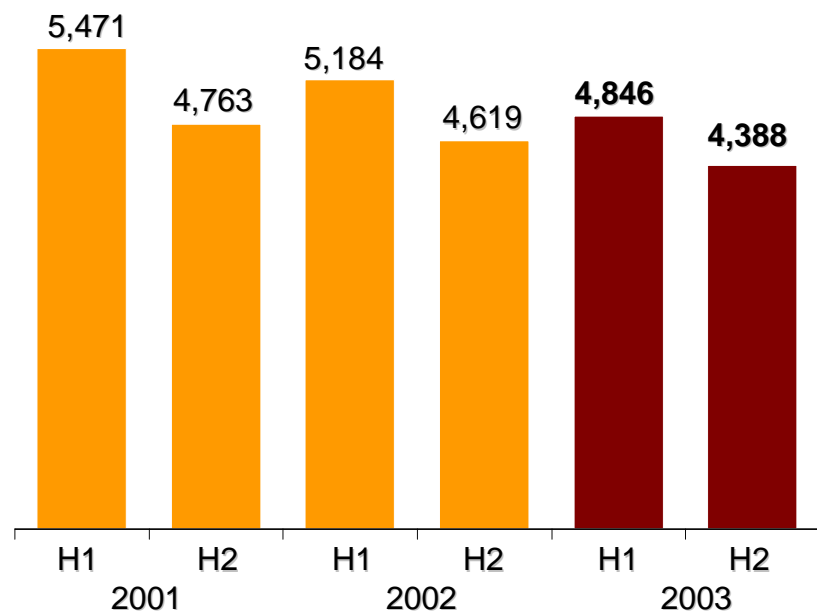


EBITDA (millions of euros)

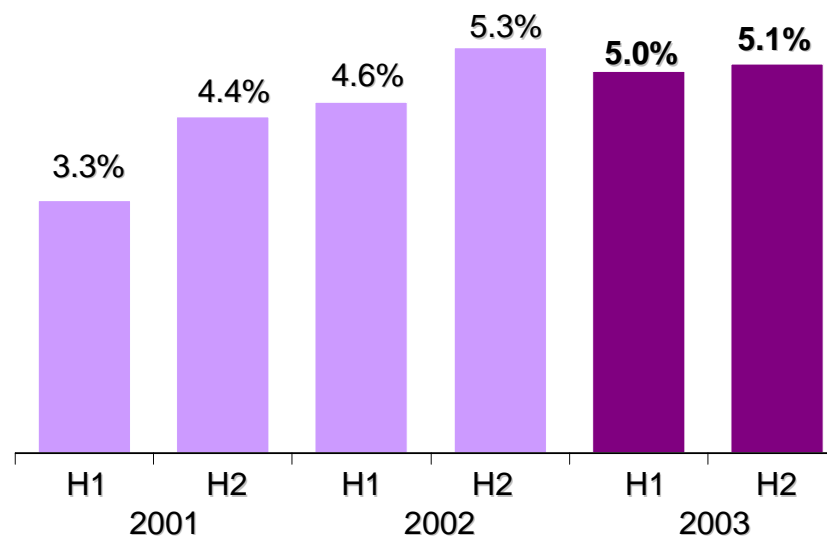


(*) Unaudited data

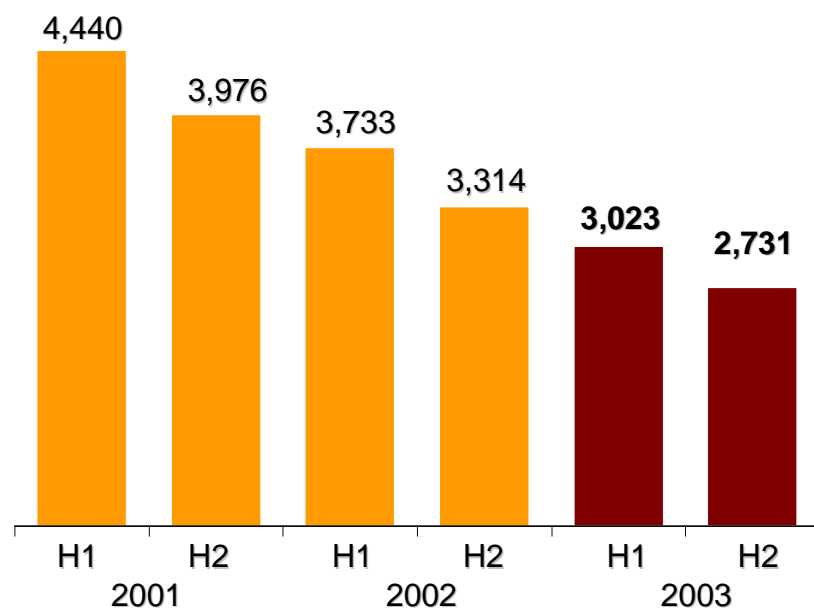
Net sales (millions of euros)



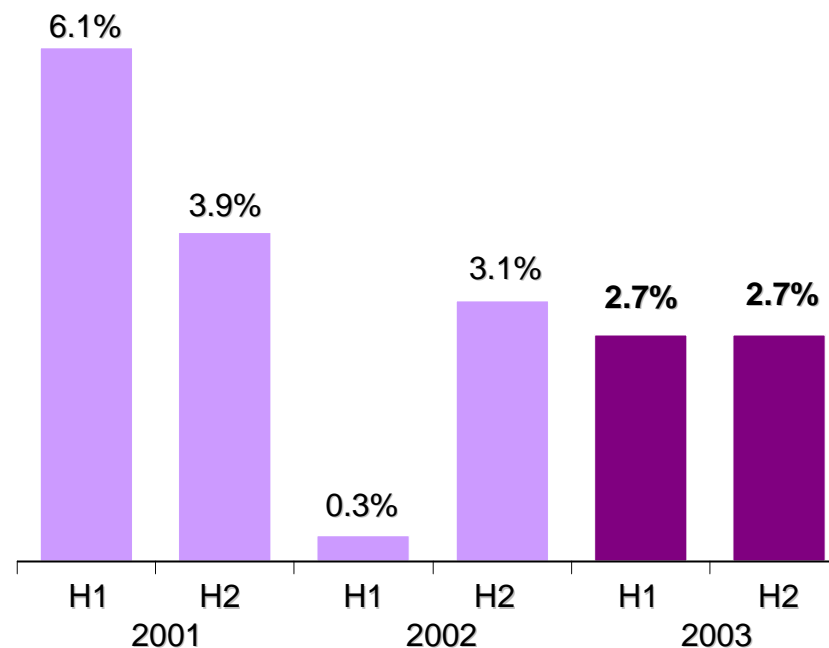
Operating margin (percentage)



Net sales (millions of euros)



Operating margin (percentage)



History

(millions of actions)	
Jan. 1, 2003	13.9
Sale	(10.8)
Holdings March 2004	3.1

Net income in the 2003 consolidated financial statements

€156M



Net income per share

€11.2

Net balance sheet value

€23.5

Average price per share

€34.7

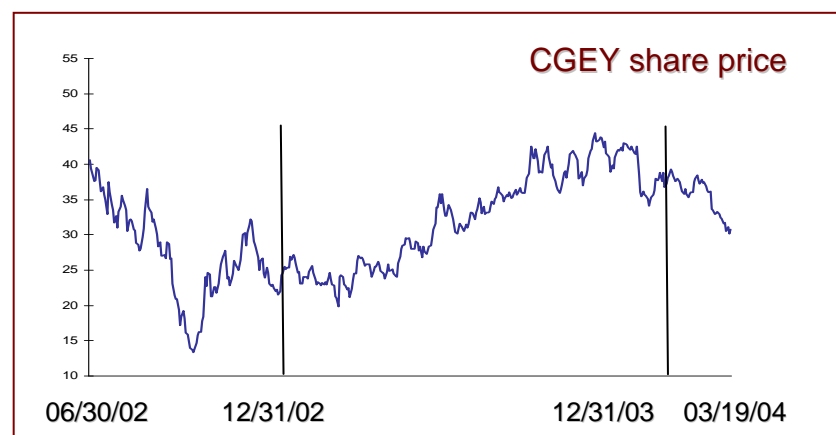
Remaining holdings March 2004

(millions of shares or options)	
Remaining holdings March 2004	+3.1
Bonds exchangeable for CGEY shares (sale of calls)	(7.0)
Purchase of long calls (*)	+4.8
Remaining holdings	+0.9

(*) Same exercise price and same maturity as the exchangeable bonds

IRR over 21 years

15%





WENDEL
INVESTISSEMENT

INCREASED INVESTMENT CAPACITY

Increase in net assets value Improvement in debt/equity ratio

(millions of euros)	January 1, 2003	March 1, 2004	Change (%)
Gross revalued assets (*)	3,050	3,485	+14%
Net debt	(960)	(815)	-15%
Net assets value	2,090	2,670	+28%
Net debt			
Gross revalued assets	31%	23%	
<i>proforma</i>		16%	
<i>Disposal of Trader Classified Media</i>			

S&P rating: BBB+

Ratio Net debt/Gross revalued assets <30%

(*) Average December 2002 and February 2004, excluding net cash

(millions of euros)	December 2002		February 2004	
	Amount	Maturity	Amount	Maturity
Bond issue			500	2011
CGEY exchangeable bonds			279	2009
Syndicated loan (commitment)	400	2003-2004	350	2008
Valeo exchangeable bonds	409	2005	409	2005
Repurchase agreement	340	2006-2007		
Miscellaneous short term	54		100	

Average financing rate: 4.2%

- Longer maturities

December 2002

February 2004

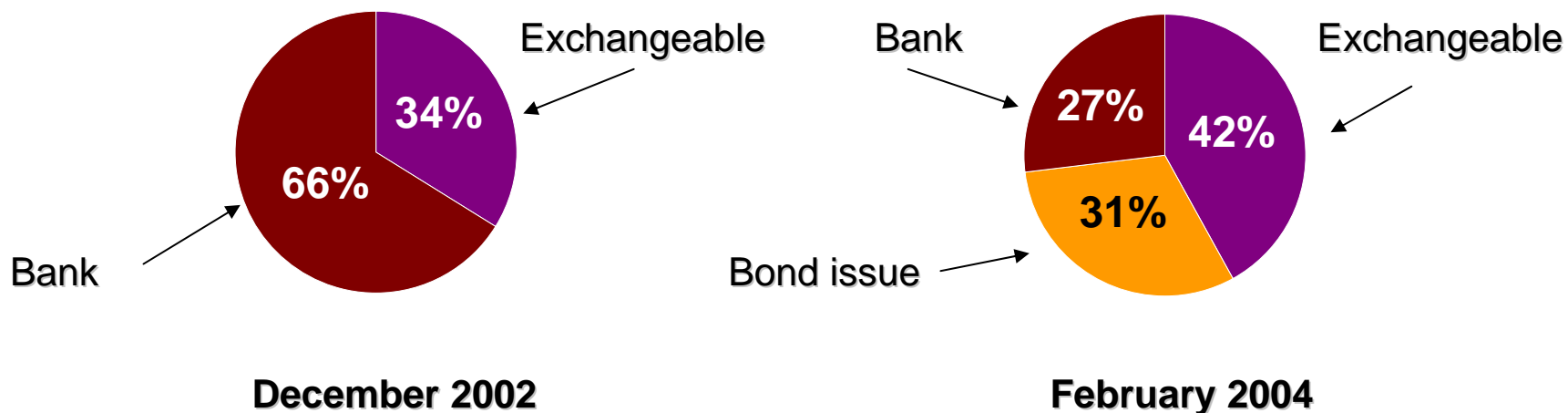
2 1/2 years

4 1/2 years

5 3/4 years

pro forma after reimbursement of Valeo exchangeable bonds

- Better balance of financial resources



(millions of euros)	December 2002	February 2004	<i>February 2004 (*)</i>
Gross debt (including syndicated loan)	(1,300)	(1,615)	(1,615)
Available cash	340	800	1,115
Net debt	(960)	(815)	(500)

() pro forma disposal of Trader Classified Media*

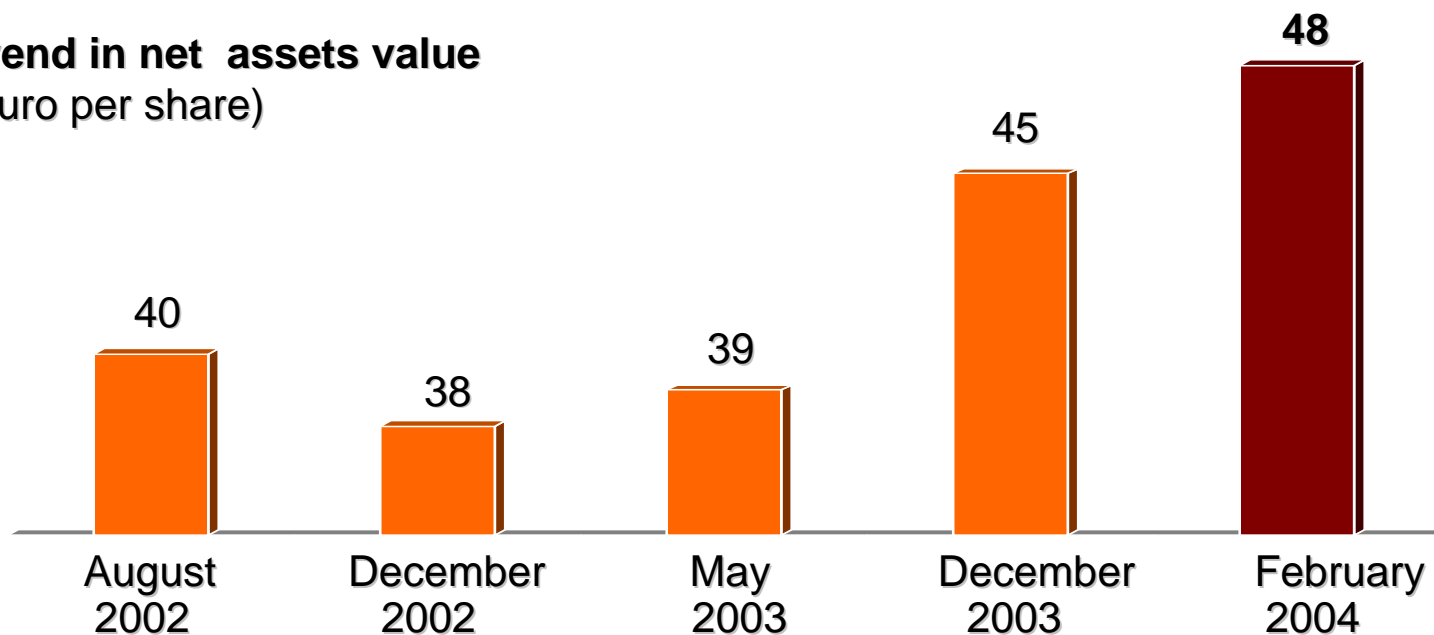
- Build leaders
- Accompany their development in the medium and long term
- Bolster innovation / Increase productivity
- Forge active partnerships with management

- Target investments of more than **100** million euros in unlisted companies
- Acquire an equity interest of more than **34 %**

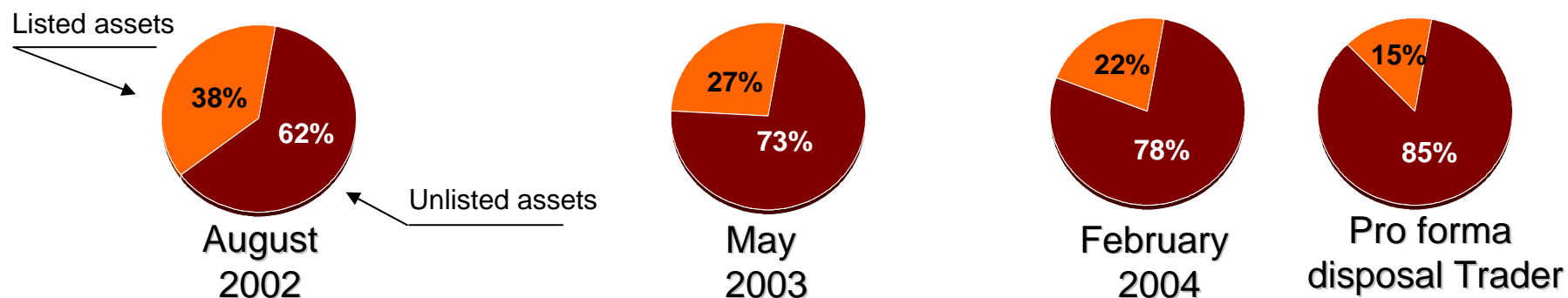
- Ensure shareholders of:
 - ▶ Medium-term internal rate of return > 15% per year
 - ▶ Net dividend yield ~ 3%
 - ▶ Balance / diversification
 - Growth
 - Defensive
 - yield

NET ASSETS VALUE INTERNAL RATE OF RETURN DIVIDEND

Trend in net assets value
(euro per share)

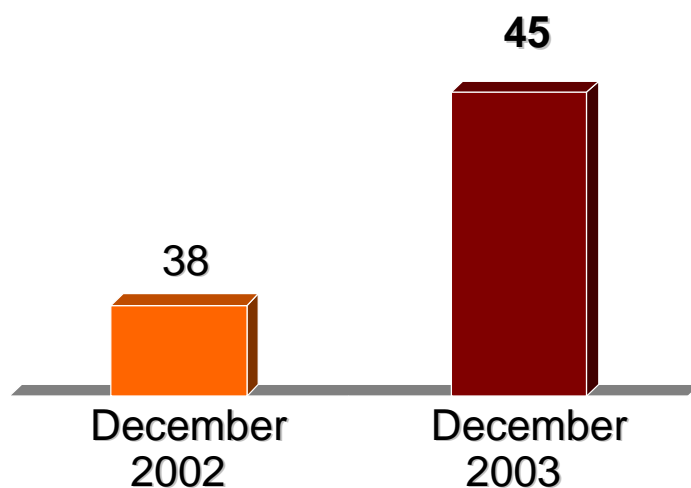


Reinforcement of unlisted investments



Net assets value (euro per share)

Year 2003

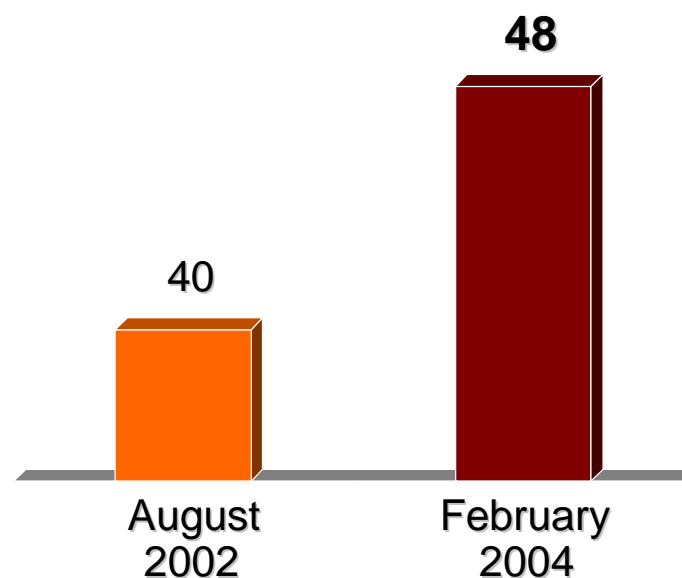


IRR on a yearly basis ^(*)	23%
CAC 40 index ^(**)	12%

^(*) Including the gross dividend of 1.50 euros per share paid at the beginning of June 2003

^(**) Monthly average

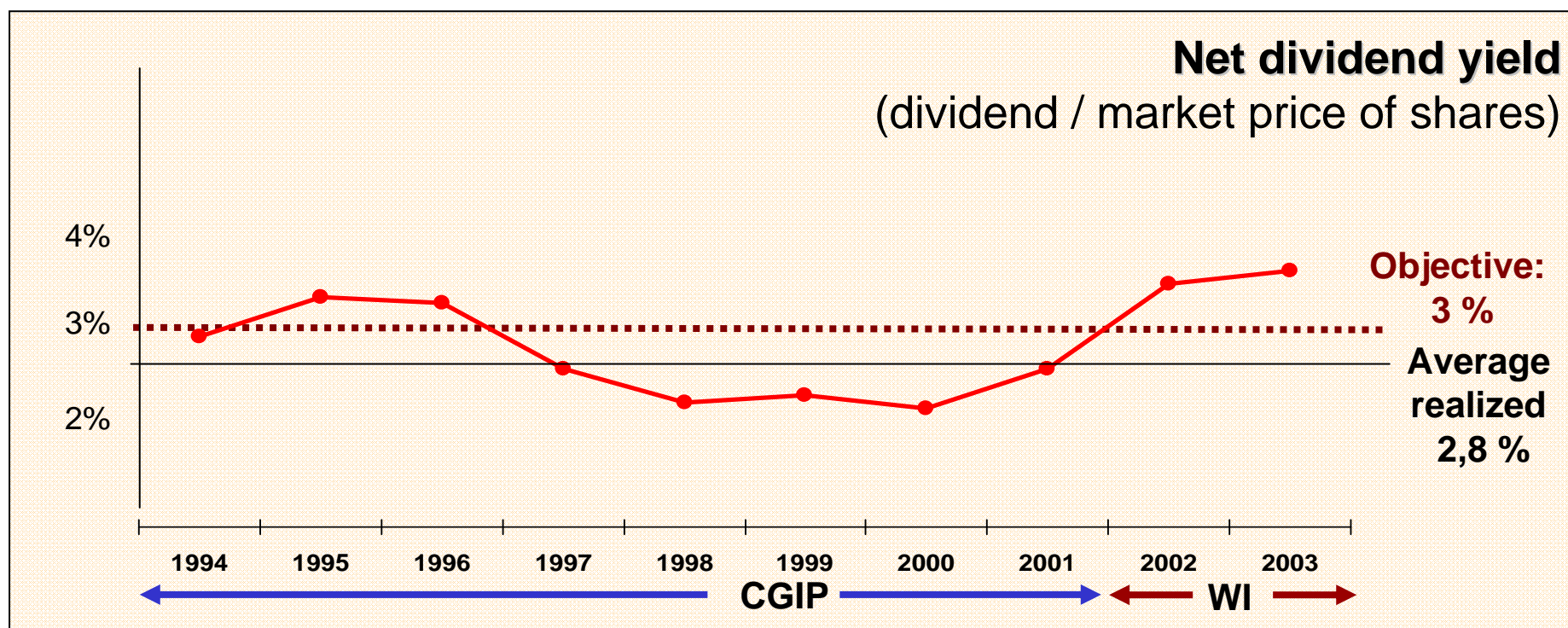
Since August 2002: creation of
WENDEL Investissement



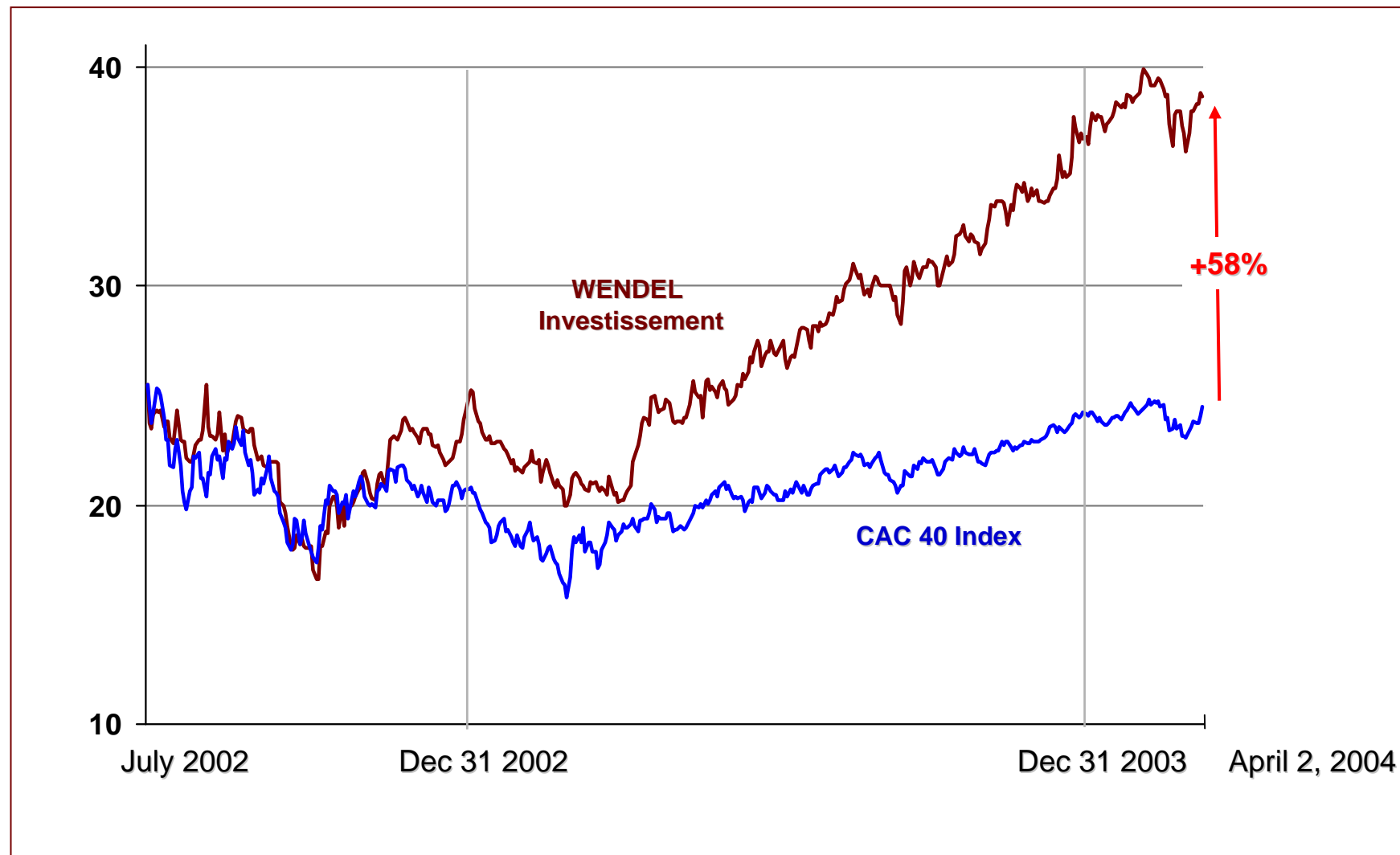
IRR on a yearly basis ^(*)	16%
CAC 40 index ^(**)	6%

Net dividend	Net dividend yield (*)	Gross dividend yield
€1.05	3.9%	5.9%

(*) Average share price in 2003



Since the creation of WENDEL Investissement



June 1, 2004

Annual Shareholders' Meeting

Trends in 2004 and publication of net revalued assets

June 3, 2004

Dividend paid

September 16, 2004

Briefing on activity in the first half

Business review, results and publication of net revalued assets

December 2004

Briefing on unlisted companies

Business during the year, prospects and publication of net revalued assets



WENDEL
INVESTISSEMENT



WENDEL
INVESTISSEMENT