



W E N D E L
I N V E S T I S S E M E N T

ANNUAL RESULTS 2006

March 29, 2007

STRATEGY
AND
ACCOMPLISHMENTS

Professional shareholder

- ▶ Defines and backs corporate strategy
 - ▶ Ensures governance
(appointments, gainsharing, audit)
 - ▶ Promotes converging interests
(Shareholders / Management)
-

Industrial vision

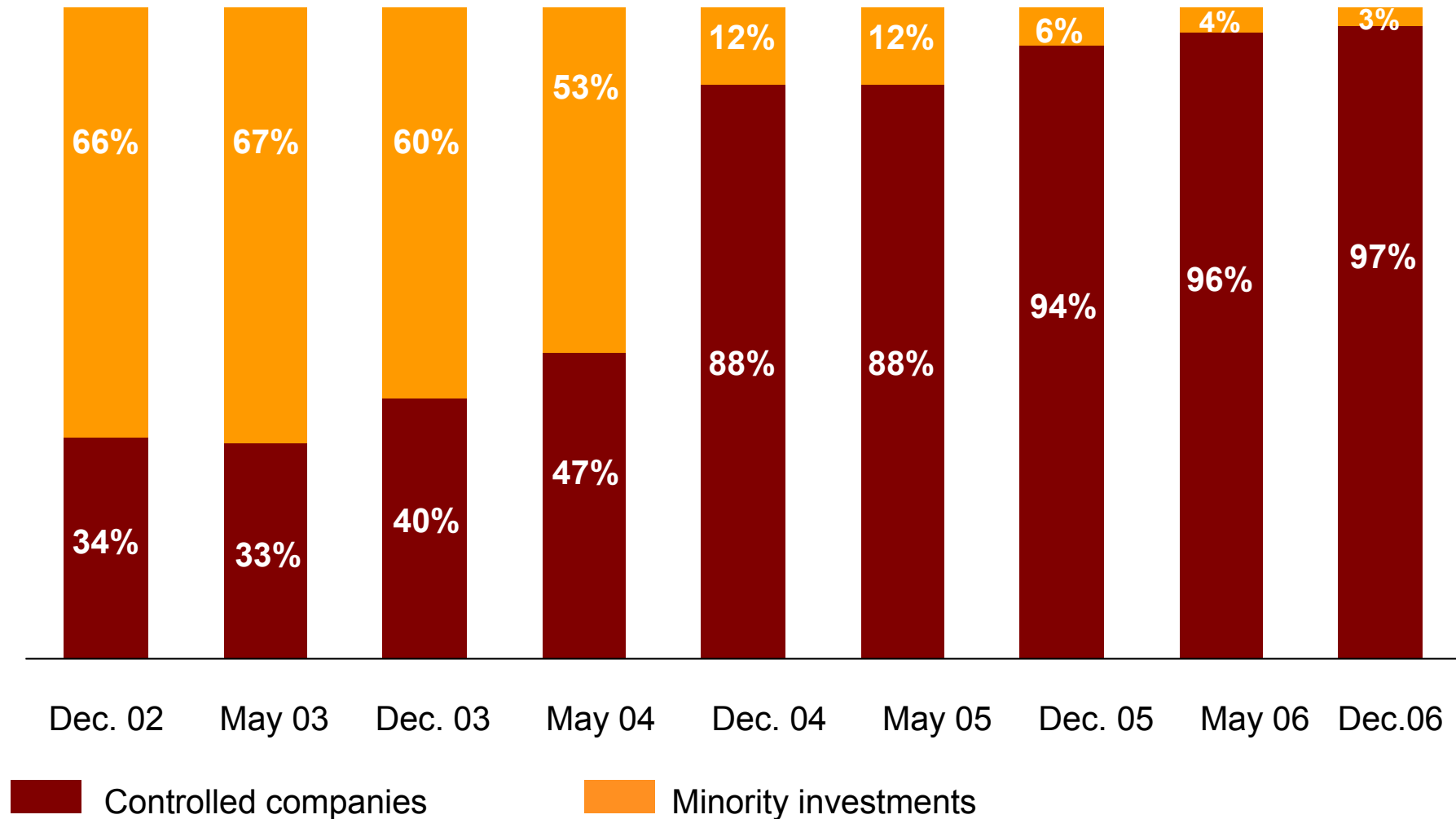
- ▶ Targets the long term
 - ▶ Amplifies development
 - ▶ Controls management through strict reporting practices
-

Financial discipline

- ▶ Seeks to create value
 - ▶ Optimizes resources: responsibility given to the management of subsidiaries
 - ▶ WENDEL: **BBB⁺**
-

Move from a holding company to an investment firm

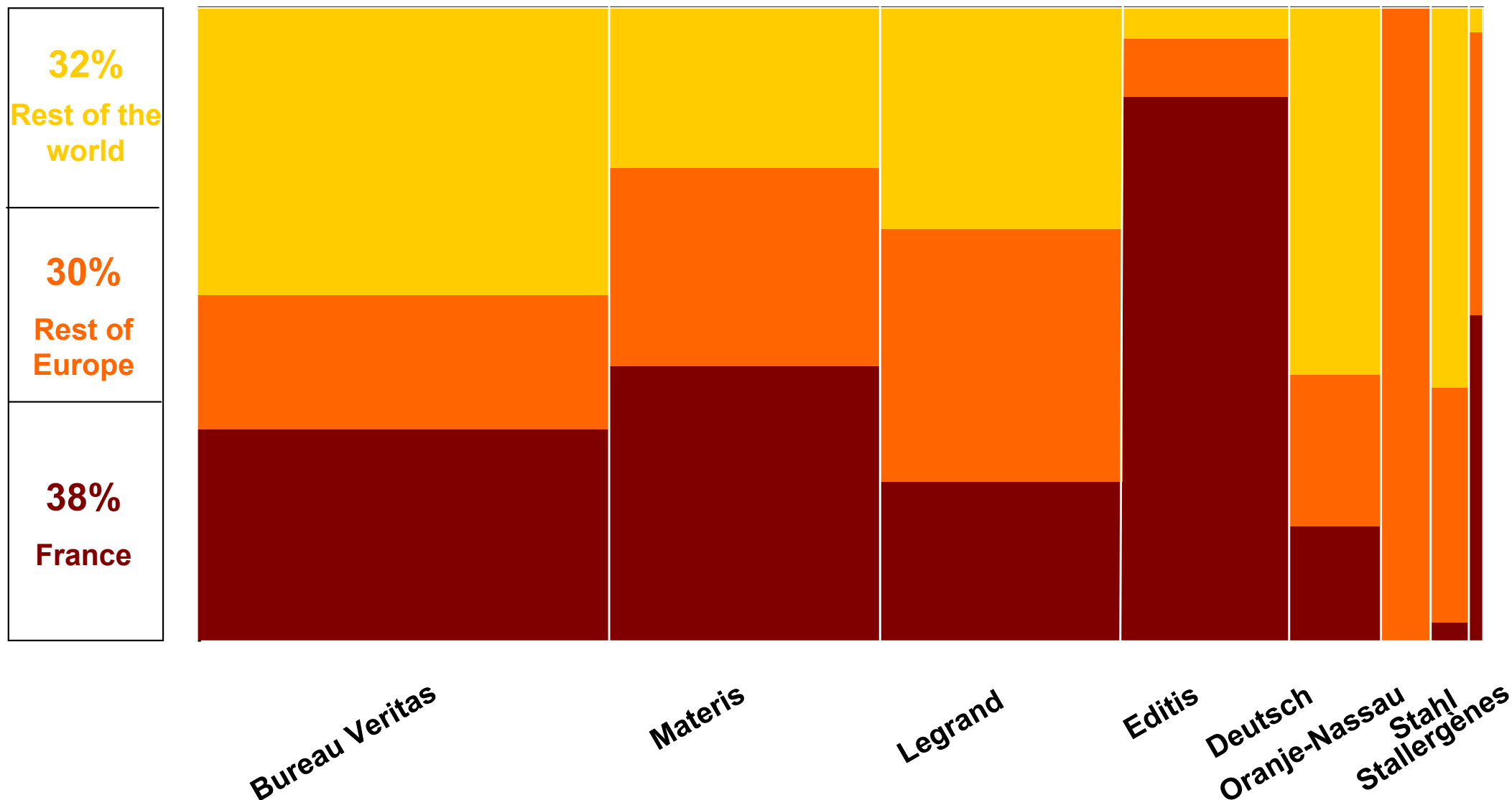
% of assets *



(*) excluding WENDEL Treasury shares

Cumulated

% of 2006 net sales
with pro rata consolidation



■ Investments in companies

- ▶ with solid market positions
- ▶ with prospects of growth and acquisition
- ▶ whenever the interest of WENDEL, an industrial, long-term shareholder, is demonstrated

■ Investments

- ▶ in France and internationally
- ▶ in unlisted and listed companies
- ▶ in companies with an enterprise value of more than 1 billion euros
- ▶ targeting strategic diversification

- Invest 3 billion euros in equity at the level of WENDEL
- Invest in groups
 - ▶ in France and internationally
 - ▶ unlisted / listed
 - ▶ with an enterprise value of more than 1 billion euros
 - ▶ with high potential
- Amplify the growth of our subsidiaries
 - ▶ invest 2 billion euros through subsidiaries to accelerate their external growth
 - ▶ study Bureau Veritas's medium-term projected IPO
- Double WENDEL's NAV in five years
- Ensure average dividend growth of 15% per year

■ **Development of WENDEL in France and internationally**

Materis

Deutsch in the United States

Stahl and AVR in the Netherlands

} **740 M€**

■ **Acceleration of external growth at subsidiaries**

Legrand acquired 6 companies

Bureau Veritas acquired 13 companies

Materis acquired 9 companies

Editis acquired XO and DNL

} **250 M€**

■ **Legrand IPO**

Value of Legrand x3 in 3 years

Control of Legrand after IPO

Share price since IPO: +23%, Schneider: +6%, CAC 40: +5%

Controlling interests in

Bureau Veritas	99%
Legrand ⁽¹⁾	30%
Materis	76%
Editis	100%
Deutsch	89%
Stallergènes ⁽¹⁾	47%
Stahl	49%
Oranje-Nassau	100%

Minority interests

neuf cegetel, AVR

(1) Listed

Companies controlled by WENDEL are fully consolidated and companies under joint control are accounted for by the equity method.

RESULTS FOR 2006

Net sales 4,275 M€

11% growth in proforma consolidated net sales

23% growth in net income from business sectors

Growth of NAV in 2006 +36%^(*)

(*) Growth in NAV per share between December 2005 and December 2006, including the 2€ dividend paid in June 2006

(millions of euros)	2006	2005
Consolidated subsidiaries	444 +23%	362
Financing, operating expense and tax	(81)	(67)
Net income from business sectors *	363 +23%	295
Non-recurring income	-	132
Minority interests	2	(11)
Net income, Group share	365	416

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

Net income from business sectors

(millions of euros)	2006		2005
Bureau Veritas	157.2		139.6
Legrand	120.5		92.5
Oranje-Nassau	69.8		74.0
Editis	41.5		30.1
Materis	36.6		-
Stallergènes	14.5		13.4
Deutsch	(0.2)		-
Stahl	3.9		-
Wheelabrator-Allevar	-		12.6
Subtotal	443.8	+23%	362.2
Operating expense	(26.7)		(25.1)
Tax	15.7		13.7
Financing	(71.3)		(65.1)
Dividends	1.0		9.2
Subtotal	(81.3)		(67.3)
Net income from business sectors *	362.5	+23%	295.0

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

(millions of euros)	2006	2005
Disposal of assets	166	288
Cost of debt restructuring Editis and Legrand	(55)	-
Allocation of goodwill	(140)	(98)
Miscellaneous	29	(58)
Non-recurring income	0	132

BUREAU VERITAS

(millions of euros)	2006	2005	Δ
Net sales	1,846	1,647	+12%
Adjusted operating income ⁽¹⁾	268.3	243.7	+10%
<i>% of net sales</i>	14.5%	14.8%	
Cost of the debt ⁽²⁾	(33.1)	(31.4)	
Net income from activities	157.2	139.6	+13%
Net financial debt ⁽³⁾	541	637	

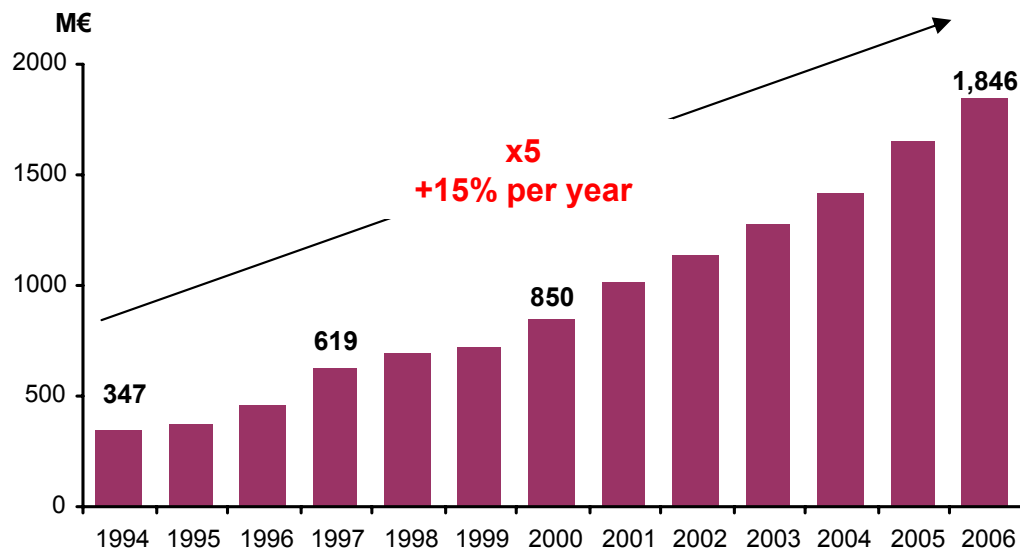
- Organic growth (excluding government contracts): **+9%**
 - ▶ Organic growth **> 10%** in Marine, Industry, Certification and Consumer products
 - ▶ Negative impact of the termination of two government contracts (Venezuela and Kenya) : **-1.7pt** in growth
- External growth : **+5%**
 - ▶ Acquisition of **13** companies for an investment of **51 M€** and creation of a platform in Australia
 - ▶ Acquisition of CCI Holding (Australia) in process for **47 M€**
- The operating income of the ECA Group (Spain), in which Bureau Veritas has a 43% equity interest, is not consolidated in these financial statements: 13 M€ in 2005, with strong growth in 2006

(1) Adjusted operating income excluding the allocation of goodwill, management fees and non-recurring items

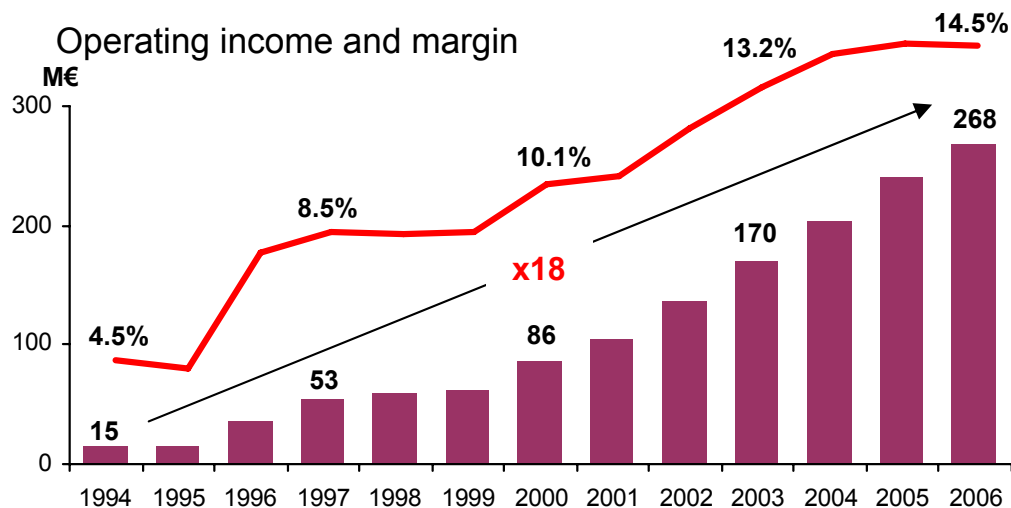
(2) Cost of net debt corresponding to BV's financial debt + acquisition debt

(3) Acquisition debt + BV's financial debt after 150 M€ paid out in the beginning of 2007

Strong growth in net sales



with continuous improvement in the margin



Implementation 2004-2006

Sales

Cumulated 2 years:
+ 30%

Profitability

Operating margin:
14.5%

External growth

Cumulated 2 years :
250 M€ for **25** companies

Developed countries

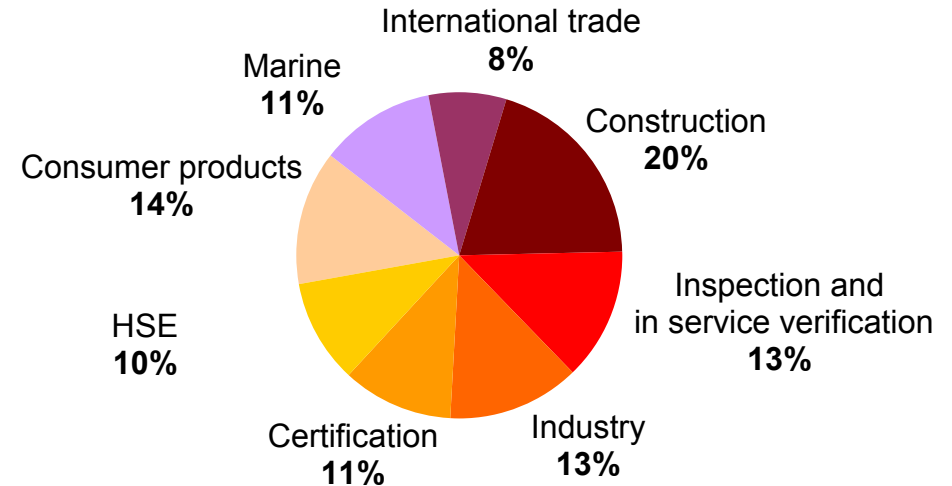
- Creation of a global HSE platform, with the acquisition of Clayton and Risk&Safety (US), KW2 (Benelux) and Casella (UK)
- Growth of **+25%** per year in the Oil/Gas/Energy segment

Emerging countries

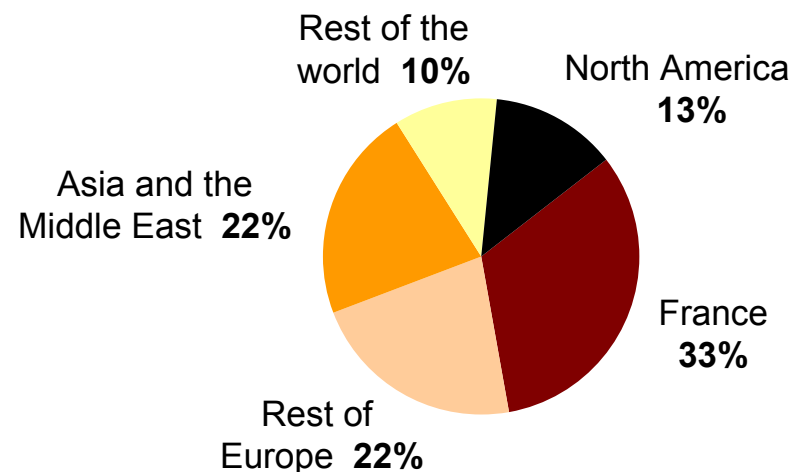
Asia, the Middle East and Russia represent **22%** of net sales, with growth of **+25%** per year

- ▶ A **world leader** in certification and compliance assessment
- ▶ **Global coverage** with more than 26,000 employees and 700 offices and laboratories covering 140 countries
- ▶ **Balanced activity** in eight distinct business segments
- ▶ An **extensive portfolio** of technical and specialized value added services
- ▶ **Significant client diversification**: 280,000 clients, revenues per client < 10,000 €
- ▶ **Excellent visibility** for business, with recurring contracts representing more than 50% of net sales
- ▶ High **entry barriers** given BV's global network, its regulatory/governmental accreditation and name

2006 net sales by business



2006 net sales by geographic region



LEGRAND

(millions of euro)	2006	2005	Δ
Net sales	3,737	3,248	+15%
Adjusted operating income ⁽¹⁾	639.8	546.8	+17%
<i>% of net sales</i>	17.1%	16.8%	
Net income, Group share ⁽²⁾	252	101	+149%
Net financial debt	1,676	2,017	-17%

- ▶ Organic growth: **+7.8%**
- ▶ **30 bp** increase in the margin: growth and efforts to improve productivity led to a higher margin as R&D expenses increased, and the marketing and sales staff was expanded in order to accelerate growth

(1) Operating income adjusted to account for the acquisition of Legrand France in 2002 and non-recurring items

(2) Including an exceptional charge of 109 M€ for extinguishment of debt in 2006

(millions of euros)	Net sales		Change	Organic growth
	%	M€		
France	25%	949.8	+10.9%	+4.7%
Italy	18%	672.4	+10.9%	+7.5%
Rest of Europe	22%	806.2	+16.5%	+9.0%
USA / Canada	17%	643.2	+4.1%	+3.4%
Rest of the world	18%	665.2	+40.0%	+16.2%
	100%	3,736.8	+15.1%	+7.8%

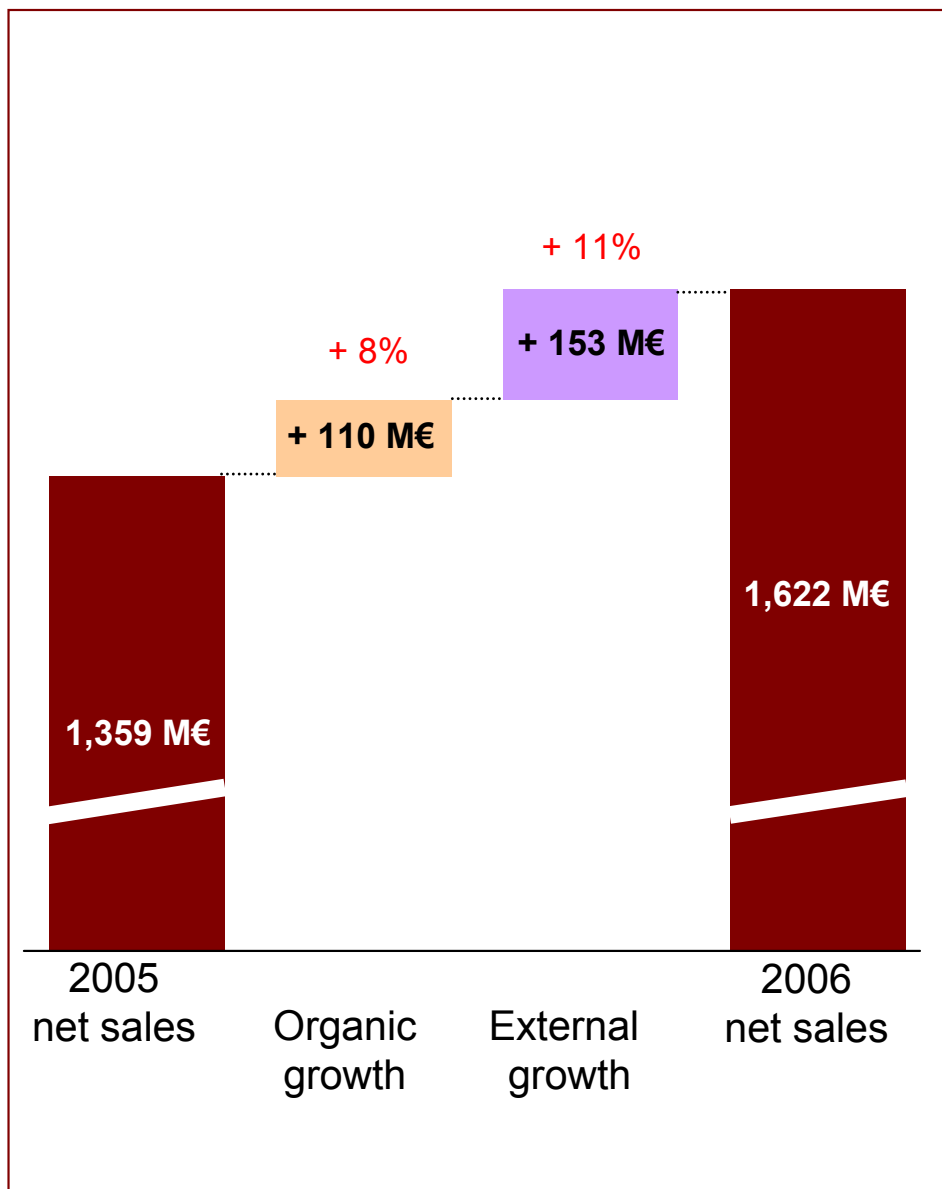
- ▶ Emerging countries represent **22%** of consolidated net sales with organic growth of almost **20%**
- ▶ New products represent **37%** of consolidated net sales
- ▶ Strong contribution of external growth: **+6.6%**
 Acquisition of **6** companies since January 2006:
 including Shidean in China, Cemar in Brazil and HPM in Australia and New Zealand

MATERIS

(millions of euros)	2006 8 months	2006	2005	Δ
Net sales	1,122	1,622	1,359	+19%
Adjusted operating income* <i>% of net sales</i>	155 13.8%	206 12.7%	181 13.3%	+13%
Net income from activities	36.6			
Net financial debt	1,723			

- ▶ Organic growth: **+8%**
- ▶ Operating margin:
 impact of the business mix linked to the growing share of paints with the acquisition of Zolpan and geographic developments: Aluminates in China

(*) Adjusted operating income excluding the allocation of goodwill, management fees and non-recurring items



■ Industrial and commercial initiatives

Admixtures:

- Development of production capacities in France
- Startup of a new reactor

Aluminates:

- Integration of production units in China
- Opening of a marketing subsidiary in Russia

Mortars:

- Innovative process for a new production line in France
- Construction of a joint venture plant in the UAE

Paints:

- Regrouping of marketing and sales teams in Spain and Portugal

■ Active external growth

9 significant acquisitions representing cumulated net sales of **90 M€**

Admixtures: SWC in India

Aluminates: Peramin in Sweden

Mortars: Unicapa in Spain, TEIFS and MerKote in the USA, Ligafix in Brazil, Ferns in China

Paints: Colorin in Argentina and Claessens in Switzerland

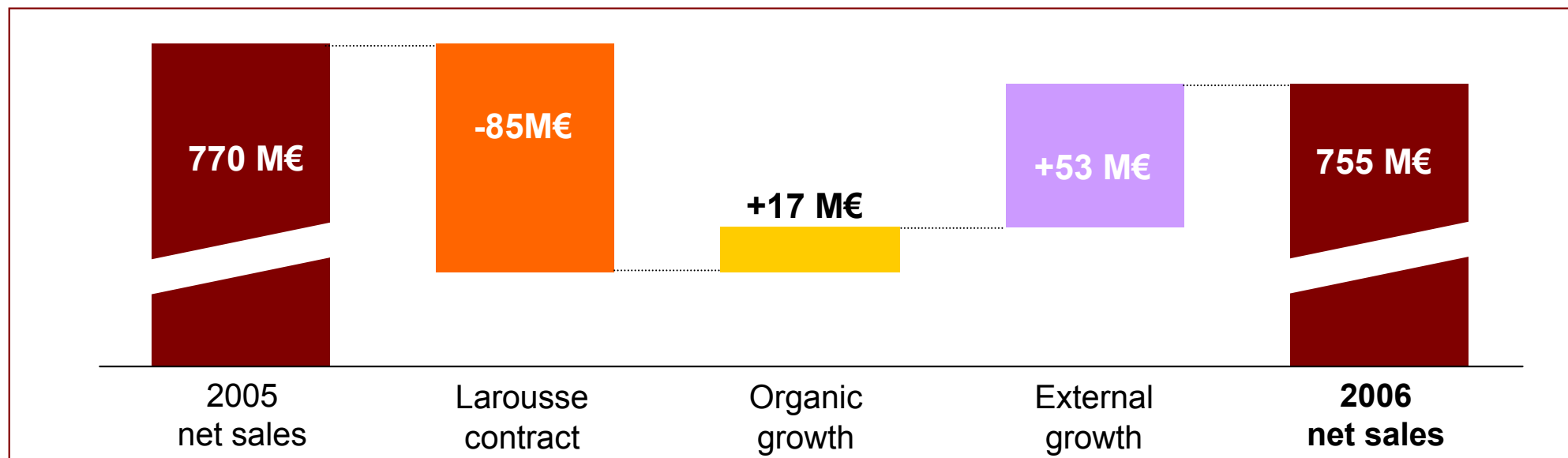
EDITIS

(millions of euros)	2006	2005	Δ
Net sales	755	770	-2%
Adjusted operating income*	80.2	71.6	+12%
<i>% of net sales</i>	<i>10.6%</i>	<i>9.3%</i>	
Net income, Group share	41.5	30.1	+38%
Net financial debt	384	371	

- ▶ Excluding the termination at the beginning of 2006 of the Larousse distribution contract and excluding acquisitions, organic growth: **+2.5%**
- ▶ New increase in the operating margin: **+130 bp**
Rise in operating income since 2004: **+39%**
- ▶ Reduction of more than 20% in financial expense as of 2006 following debt refinancing
Non-recurring expenses linked to this refinancing: **28 M€**

2005 proforma figures excluding activities intended to be sold

(*) Adjusted operating income excluding the allocation of goodwill, management fees and non-recurring items



Larousse: Termination of contract as planned at acquisition

Organic growth: Outperformed the market owing to:

- ▶ Pocket books
- ▶ Performance of school books
- ▶ Development of business with external publishers bolstered by the agreements signed in 2006 with Media Participations and Gallimard

External growth: In France:

- ▶ Successful integration of XO at the beginning of 2006 following Cherche Midi and First
- ▶ Acquisition of DNL wholesaler targeting mass market distribution chains

Internationally:

- ▶ Agreement signed to acquire De Boeck in Belgium in 2007

DEUTSCH

(millions of euros)**	2006 5 months	2006*	2005*	Δ
Net sales	182	438	404	+9%
Adjusted operating income*** <i>% of net sales</i>	30.0 16.4%	71.9 16.4%	69.7 17.3%	
Net sales from activities	(0.2)			
Net financial debt	520			

- ▶ Organic growth of +9%
- ▶ First 2006 consolidated financial statements for 5 months

(*) **Proforma, cumulated and unaudited data**

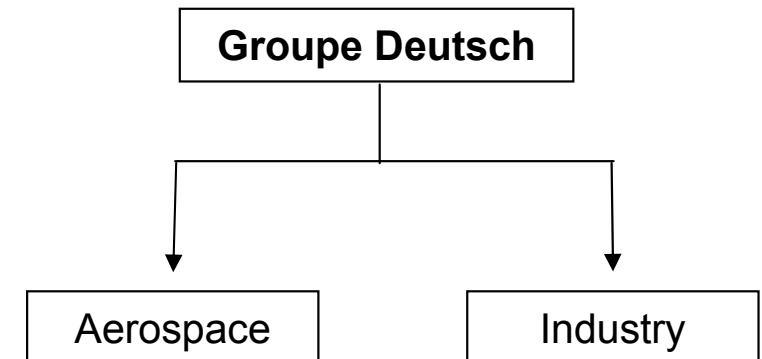
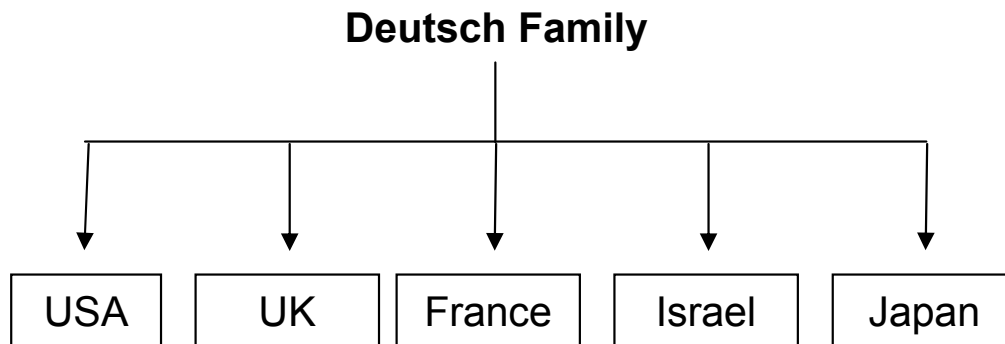
(**) Average rate USD/Euro: 1.285 for 5 months 2006, 1.255 for 2006 and 1.243 for 2005

(***) Adjusted operating income excluding the allocation of goodwill, management fees and non-recurring items

Autonomous enterprises



Integrated group



2 global divisions

CEO: Jean-Marie Painvin

3 COOs + 1 CFO

Headquarters in New York

- **Organic growth**

- Identification and exploitation of cross-selling opportunities

- Creation of international teams dedicated to major customers

- Integration of the United Kingdom and Israel in the European distribution network

- Harmonization of prices of intragroup transfer

- **Activating group synergies**

- Creation of a group procurement unit and review of procurement processes

- Sharing of best practices

- **Definition of a long-term growth strategy**

- Increase in research budgets in the Industry division

- Creation of a Tech Center to coordinate research efforts globally

- Formation of a marketing and sales team in China

- Subcontracting

STALLERGÈNES

(millions of euros)	2006	2005	Δ
Net sales	126.6	112.0	+13%
Operating income before R&D	41.2	35.4	+16%
<i>% of net sales</i>	32.5%	31.6%	
Net income, Group share	14.6	13.8	
Net financial debt	12.0	17.2	

- ▶ Organic growth: **+13%** reflecting strong growth in sublingual therapy
- ▶ Consolidation of positions in Europe: creation of a joint venture in the Netherlands and successful integration of IPI in Spain (acquired in 2005)
- ▶ Amplification of the sales potential of Oralair in North America: partnership with Paladin

STAHL

(millions of euros)	2006 6 months	2006 proforma	2005 proforma	Δ
Net sales	155	316	307	+3%
Net income from activities	3.9			
Net financial debt	367			

- ▶ Stahl's performance less than its growth potential
new CEO to make the company more dynamic
- ▶ New plant opened in China
- ▶ Sales force bolstered in Asia
- ▶ Optimization of costs
Procurement: generalization of multisourcing
Transfers of production capacity: USA to Mexico, Europe to China

(*) Adjusted operating income excluding the allocation of goodwill, management fees and non-recurring items

ORANJE-NASSAU

(millions of euros)		2006	2005	Δ
Average price of a barrel (€ per barrel)		52.2	43.9	+19%
Production (millions of BOE)		5.0	6.3	-21%
Net sales	Energy	232	238	-3%
	Real estate	10	9	
	Total	242	247	-2%
Net result from activities (excluding Group companies held via Oranje-Nassau)		69.8	74.0	-6%
Net financial debt		21	25	

- Cash flow: 104 M€, Dividend: 79 M€, net acquisitions: 32 M€
- Start of production at Buzzard: beginning of 2007
Estimated reserves: approximately 14 million barrels

WENDEL'S PERFORMANCE

Net asset value in March 2007 : **117 €** ⁽¹⁾

millions of euros and %	December 2005		December 2006	
Controlled companies	4,530	94%	6,470	97%
Other	300	6%	230	3%
Gross asset value	4,830	100%	6,700	100%
WENDEL shares	430		570	
Cash	820		780 ⁽²⁾	
Financial debt	(1,600)		(2,000)	
Net asset value	4,480		6,050	
Net asset value per share	82 €		109 €	+36% ⁽³⁾
Net debt ⁽⁴⁾				
Gross asset value		15%		17%

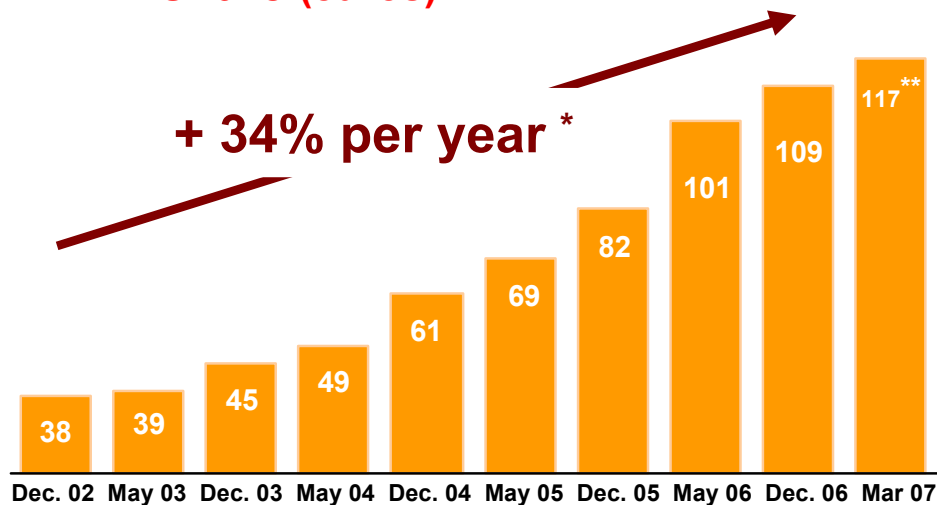
(1) The subsidiaries Materis, Deutsch and Stahl, which have been owned for less than one year, are valued at their acquisition costs

(2) Including 150 M€ paid out by Bureau Veritas in the beginning of 2007

(3) Including the 2 € dividend paid in June 2006

(4) Financial debt, minus cash, of WENDEL Investissement and holding companies, excluding those whose debt is without recourse on WENDEL

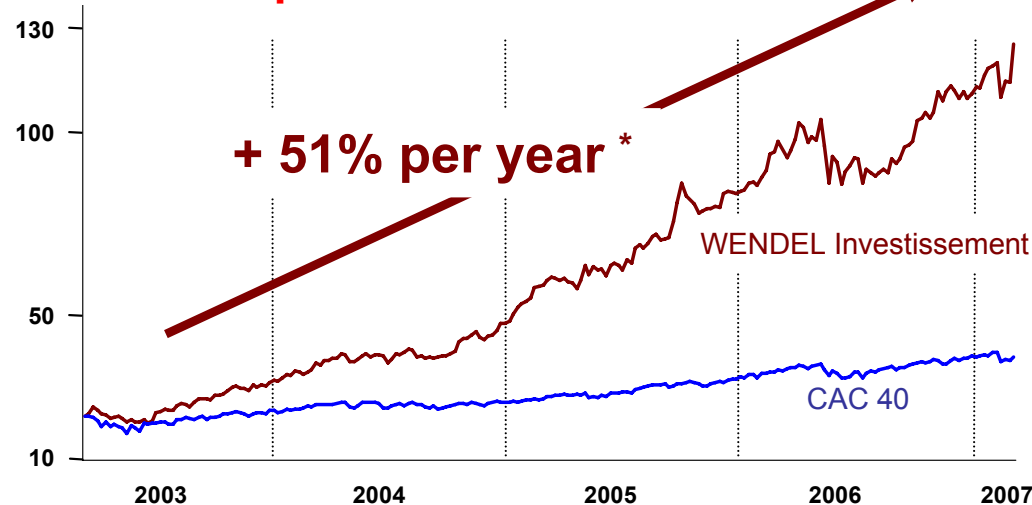
NAV / share (euros)



(*) with the dividends distributed during the period and reinvested

(**) The subsidiaries Materis, Deutsch and Stahl, which have been owned for less than one year, are valued at their acquisition costs

€ Share price

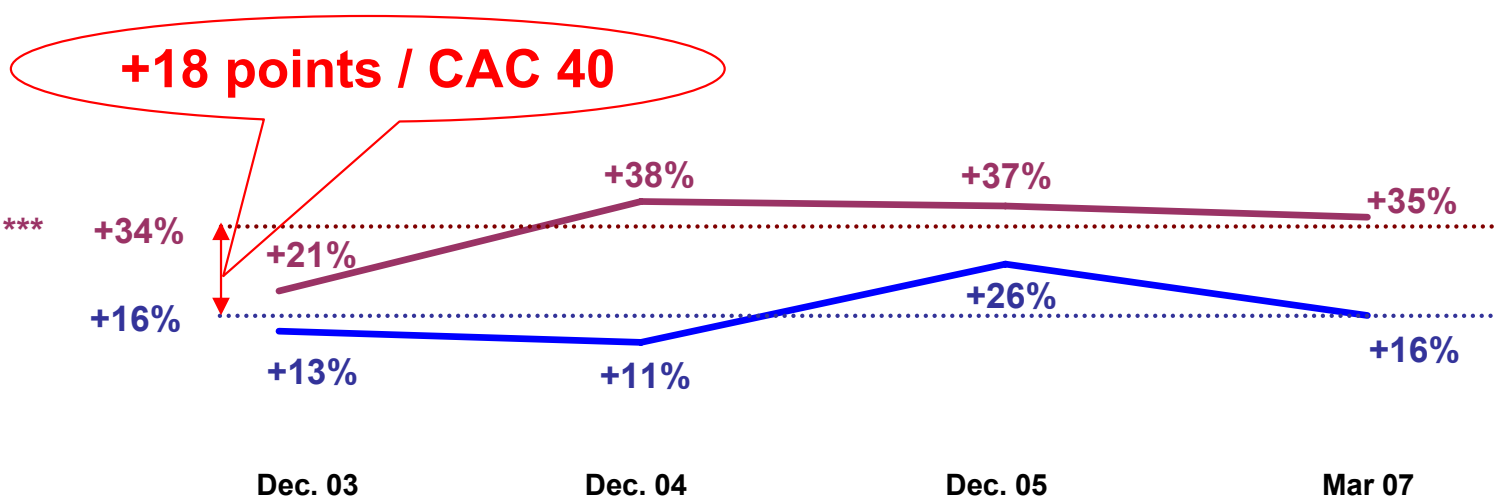


IRR

(12 months, sliding scale)

Average IRR NAV WENDEL ***

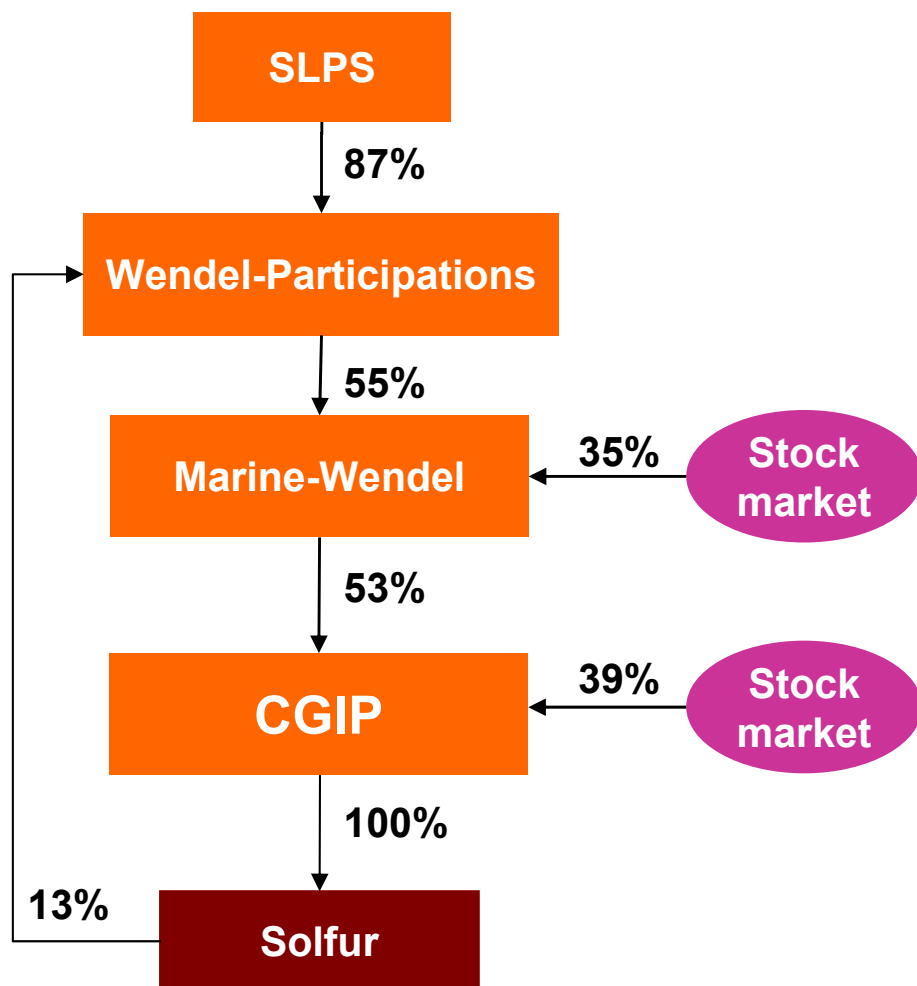
Average IRR CAC 40 ***



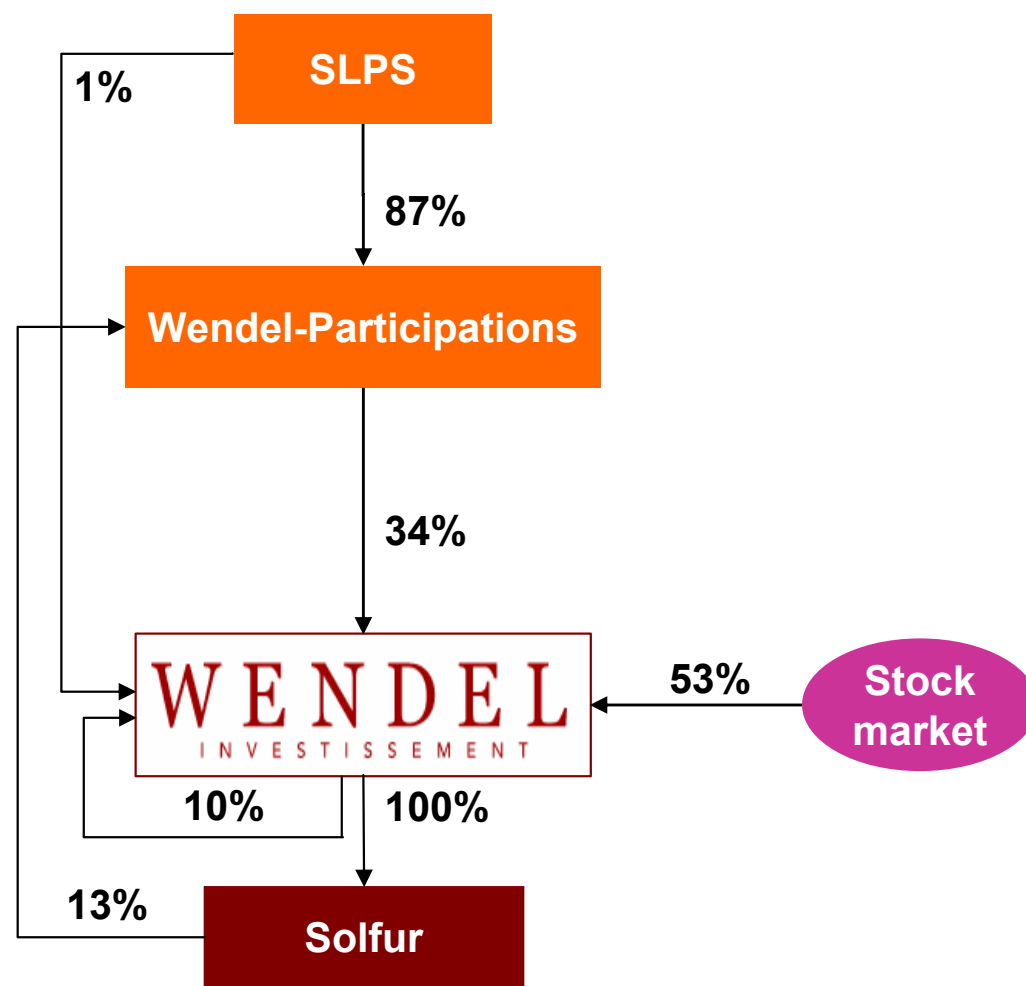
(***) December 2002– March 2007

FINAL STAGE IN THE SIMPLIFICATION OF THE SHAREHOLDING STRUCTURE

Before 2002



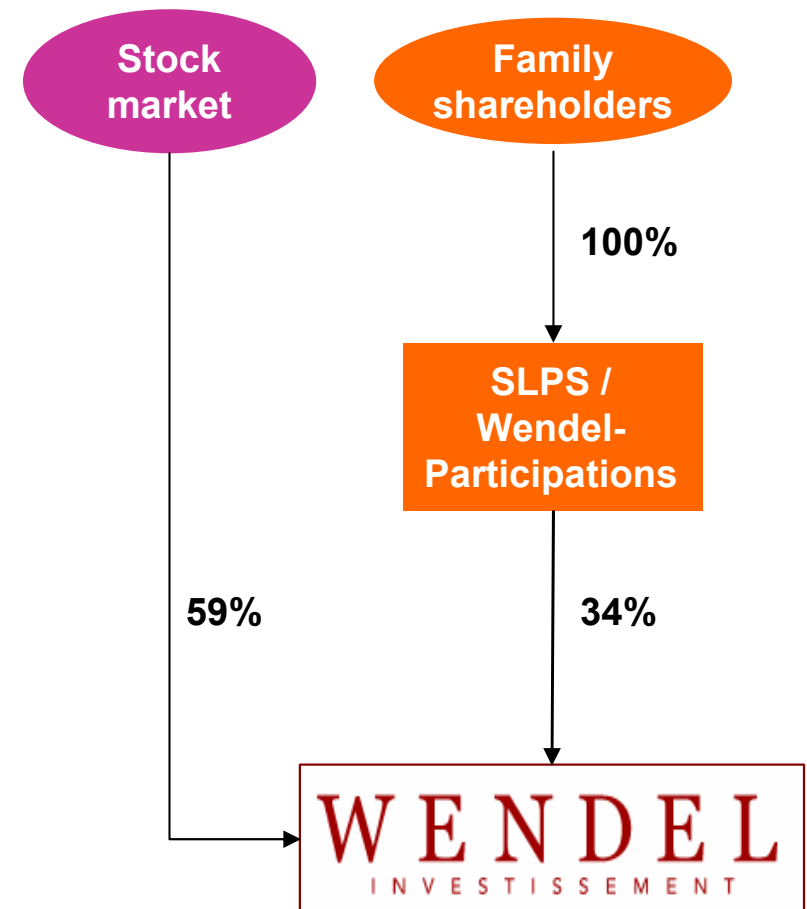
After 2002



Treasury shares Marine Wendel 10% and CGIP 8%

- Elimination of the indirect holding through Solfur
- Increased liquidity
- Relative impact for all shareholders

Target structure



■ Treasury shares cancelled

WENDEL Investissement would cancel most of the WENDEL shares on its balance sheet, representing almost **10%** of WENDEL's capital.

This would be the equivalent of exceptional distribution of approximately **600 M€**

The relative effect for all shareholders would be +11%

■ Elimination of the indirect holding

Within the framework of the option acquired in 2004 (for 4 M€), WENDEL's management would acquire, through Solfur, shares of Wendel-Participations for 79 M€, calculated by an independent expert, on the basis of modalities submitted for approval to the audit and governance Committees and to the Supervisory Board

■ SLPS / Wendel-Participations

- would exchange with WENDEL's management the Wendel-Participations shares thus obtained for WENDEL Investissement shares (approximately 5%)
- Would merge and hold directly approximately 34% of WENDEL's capital

The definitive project will be presented to the Annual Shareholders' Meeting of June 4, 2007

	before	after
Stock market	53%	59%
SLPS / Wendel-Participations	35%	34%

Relative impact: +11% increase in each shareholder's percentage interest in WENDEL, equivalent to exceptional distribution of **600 M€**

Increased liquidity: the percentage of publicly traded shares would rise from 53% to **59%**

DIVIDEND

Ordinary dividend	1.70 €	+21%
Exceptional dividend	+ 0.30 €	
	<hr/>	
Total per share	2.00 €	

Since 2002, WENDEL Investissement has distributed **1,520 M€** to its shareholders in share buybacks and ordinary and exceptional dividends while multiplying its stock market capitalization **x5**



W E N D E L

June 4, 2007	Annual Shareholders' Meeting
June 6, 2007	Dividend paid
August 30, 2007	First half 2007 results announced
September 4, 2007	Information meeting
December 4, 2007	Annual Investor Day

APPENDIXES

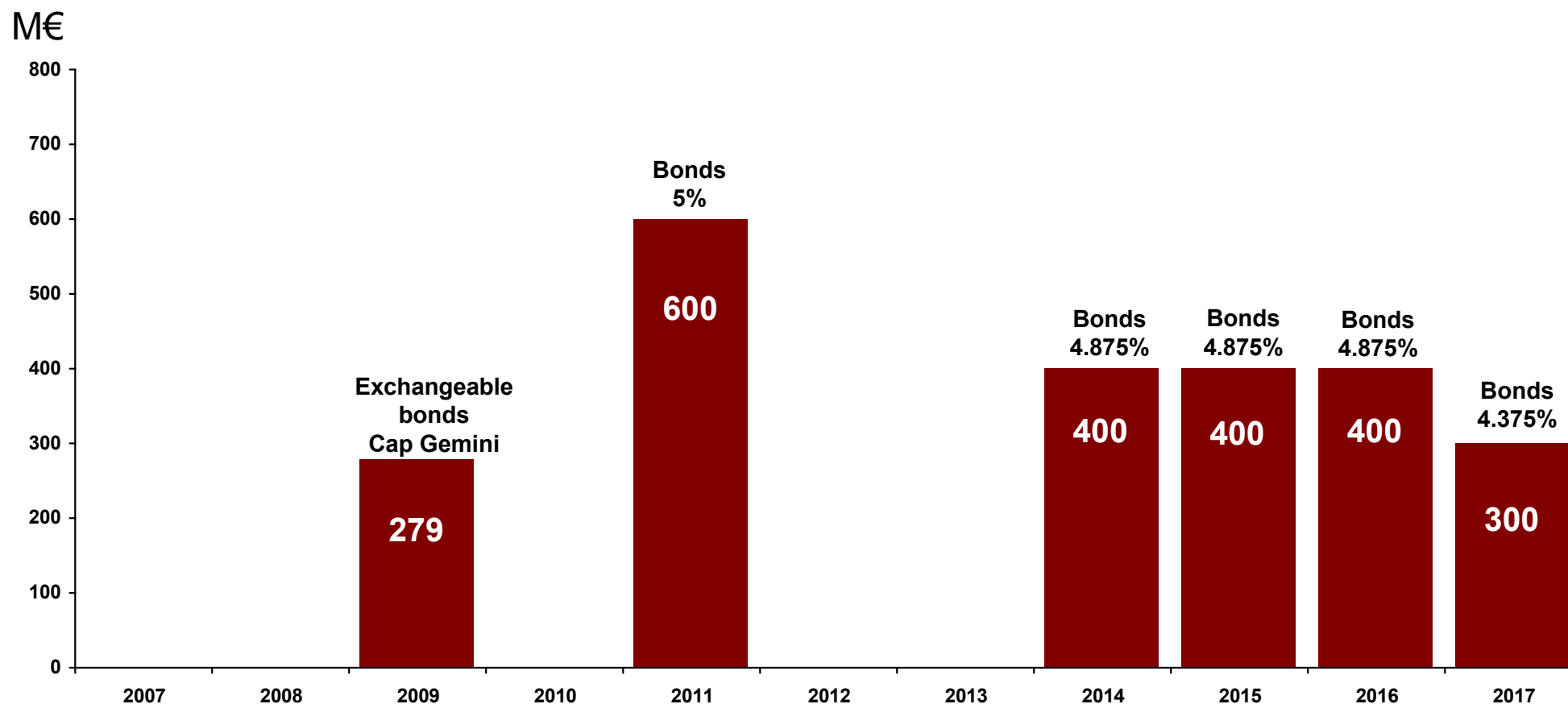
en K€	Déc. 2005	Déc. 2006	en K€	Déc. 2005	Déc. 2006
Ecart d'acquisition nets	1 934 982	3 356 498	Capitaux propres-part groupe	1 502 819	1 830 261
Immobilisations incorporelles nettes	609 865	1 560 343	Intérêts minoritaires	114 593	97 056
Immobilisations corporelles nettes	357 475	985 304	Total des capitaux propres	1 617 412	1 927 317
Immeubles de placements	95 823	118 263			
Actifs financiers non courants	428 600	610 806	Provisions	312 125	394 345
Titres mis en équivalence	436 498	525 948	Dettes financières	2 819 203	5 300 632
Impôts différés actifs	91 360	125 983	Autres passifs financiers	87 835	188 442
			Impôts différés passifs	242 958	611 967
Total des actifs non courants	3 954 603	7 283 145	Total des passifs non courants	3 462 121	6 495 387
Actifs destinés à être cédés	8 552	7 655	Passifs destinés à être cédés	-	3 108
Stocks et travaux en cours	110 771	408 355	Provisions	18 389	28 591
Créances clients	603 179	1 036 265	Dettes financières	53 594	214 958
Autres créances	122 991	192 266	Autres passifs financiers	19 666	98 344
Impôts exigibles	81 139	56 992	Dettes fournisseurs	354 343	618 120
Autres actifs financiers courants	180 313	153 177	Autres dettes	438 903	647 677
Trésorerie et équivalents de trésorerie	1 029 599	1 026 865	Impôts exigibles	126 719	131 221
Total des actifs courants	2 127 992	2 873 921	Total des passifs courants	1 011 614	1 738 910
Total de l'actif	6 091 147	10 164 721	Total du passif	6 091 147	10 164 721

en K€	Déc. 2005	Déc. 2006
Chiffres d'affaires	2 782 143	4 273 497
Autres produits de l'activité	57 610	58 650
Charges opérationnelles	(2 491 279)	(3 822 411)
<i>Résultat opérationnel courant</i>	<i>348 474</i>	<i>509 736</i>
Autres produits et charges opérationnels	3 150	147 625
<i>Résultat opérationnel</i>	<i>351 624</i>	<i>657 361</i>
Produits de trésorerie et d'équivalents de trésorerie	19 035	22 546
Coût de l'endettement financier brut	(151 631)	(311 033)
<i>Coût de l'endettement financier net</i>	<i>(132 596)</i>	<i>(288 487)</i>
Autres produits et charges financiers	114 277	50 111
Charges d'impôt	(119 258)	(118 214)
Quote-part du résultat net des sociétés mises en équivalence	37 215	68 545
<i>Résultat net avant résultat des activités arrêtées ou destinées à être céc</i>	<i>251 262</i>	<i>369 315</i>
Résultat net d'impôt des activités arrêtées ou destinées à être cédées	175 309	(6 412)
<i>Résultat net</i>	<i>426 571</i>	<i>362 903</i>
Résultat net-part des minoritaires	10 868	(2 466)
Résultat net-part du groupe	415 703	365 369

Bond debt

Average maturity: 6 years $\frac{3}{4}$

Average rate: 4.5% (~ 100% fixed or capped)



Syndicated loan

Amount 1 B€ undrawn