



W E N D E L

**Interim Report
for the first half of 2008**

June 30, 2008

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Report for the first half of 2008

Condensed consolidated financial statements for the first half of 2008

Auditors Report

Certification

Report for the first half of 2008

31% increase in net income from subsidiaries, Group share, in the first half of 2008

- Rise in net income for all the Group's subsidiaries and equity holdings
- Net income from subsidiaries, Group share: €238 million, up 31%
- Net income, Group share: €314 million
- Net sales: €2.7 billion, up 16%

Increase of net income from subsidiaries, Group share, for the tenth half year in a row: +31%

Net income from subsidiaries, Group share, totaled €238 million, representing an increase of 31% compared with the first half of 2007. Non-recurring income in the period stood at €62 million.

Altogether, net income, Group share, totaled €314 million.

Net income from subsidiaries

(in millions of euros)	H1 2007	H1 2008	Δ
Bureau Veritas	92.7	111.0	
Saint-Gobain	-	67.1	
Legrand	67.9	75.6	
Materis	32.0	32.6	
Deutsch	1.2	17.7	
Stallergènes	9.8	12.0	
Stahl	0.1	3.6	
Editis	4.9	-5.3 ⁽²⁾	
Oranje-Nassau	30.0	42.3	
Sub-total	238.6	356.6	
Operating expenses	(14.3)	(19.0)	
Tax	12.9	(0.2)	
Finance costs	(37.7)	(34.3)	
Sub-total	(39.1)	(53.5)	
Net income from subsidiaries ⁽¹⁾	199.5	303.1	
Net income from subsidiaries, Group share ⁽¹⁾	182.0	238.4	+31%
Non-recurring items	62.0	62.3	
Total net income	261.5	365.3	
Net income, Group share	243.2	313.8	

(1) Net income before goodwill and non-recurring items

(2) Editis, which was sold in May 2008, was accounted for over a period of five months in 2008

Increase in net income of all the Group's subsidiaries and affiliates

All of the Group's subsidiaries and affiliates increased their contribution to net income from subsidiaries in the first half of 2008, as a result of the work accomplished in terms of both operational optimization and targeted external growth.

Bureau Veritas: Upgraded forecasts

In the first half of 2008, Bureau Veritas, the world leader in assessment and certification services, reported net sales of €1.2 billion, up 24%, or up 29% on a constant foreign exchange basis. Adjusted operating income rose 28.1% to €180 million in the first half of 2008 versus €141 million in the same period of 2007. This increase was due to the improvement in adjusted operating income in six of the eight divisions. In the first half of 2008, the adjusted operating margin improved by 50 basis points to 15% of net sales.

In the first half of 2008, Bureau Veritas acquired 12 companies representing additional annual net sales of almost €160 million. In particular, the Group created a new business line in the field of laboratory testing of minerals by acquiring the Chile-based Cesmec and the Australian leader in the minerals testing businesses, Amdel.

Net income, Group share, totaled €106.5 million, up 28% compared with the first half of 2007.

On the basis of the good performance it reported in the first half, Bureau Veritas has just upgraded its prospects for growth in net sales and adjusted operating income for the year 2008.

Saint-Gobain: Amplification of cost reduction programs

(Equity method)

Consolidated net sales of Saint-Gobain, world leader in the habitat and construction markets, totaled €22.1 billion in the first half of 2008, up 4.9% at constant exchange rate vis-à-vis the first half of 2007.

Operating income was €2.0 billion, and the group's operating margin stood at 9.1% of net sales versus 9.6% in the first half of 2007. Profitability improved in France and in the Asia and emerging countries segment, partly offsetting the slowdown reported in the other Western European countries and in North America.

In this environment, the group decided to amplify the cost reduction programs it launched in the second half of 2006 in the United States, and in certain European countries at the end of 2007. As a result, €300 million in additional savings will be achieved in 2008, representing a reduction in costs of €435 million on a full year basis.

Net income was €1.1 billion, representing an increase of 3.2% over the first half of 2007.

For the whole year, Saint-Gobain targets a level of operating income, on a constant foreign exchange

basis, and a level of net income close to the results reported for 2007.

Legrand: Sustained margins

(Equity method)

Consolidated net sales of Legrand, the global specialist in products and systems for electrical installations and information networks, increased by 3.4% to €2.2 billion in the first half of 2008, compared with €2.1 billion in the first half of 2007.

Adjusted operating income stood at €404 million and represented 18.7% of sales, a level of margin comparable to the first half of 2007.

Such a performance illustrates the capacity of Legrand for resistance and adaptation, as it adjusted its cost base and took advantage of its leading positions to fully offset the rise in price of raw materials and components.

Net income, Group share, rose 19% to €233 million (almost 11% of net sales).

In a more than anticipated difficult market environment, Legrand targets growth in sales of almost 7% in 2008, excluding the impact of foreign exchange fluctuations, and confirms its objective to achieve an adjusted operating margin close to that reported for 2007.

Materis: Dynamism in emerging countries

Materis, the leader in specialty chemicals for construction (paints, mortars and admixtures), reported net sales of €964 million, up 5% compared with the same period in 2007. Organic growth was 4%. The dynamism of emerging countries and the good performance of European markets offset the slowdown in the American and Spanish markets.

Adjusted operating income was stable, in line with forecasts, at approximately €120 million. This achievement was the result of Materis' capacity to pass through to its customers the rise in the absolute value of raw materials (bauxite) and the brunt of the increase in energy and logistics costs.

Materis pursues its strategy of targeted acquisitions in profitable markets and in the first half of 2008 acquired €20 million in additional annual net sales. Materis strengthened its financial capacity with an additional credit line of €175 million, obtained in July 2008.

Net income totaled €32.6 million, comparable to the €32 million reported for the first half of 2007.

Deutsch: Successful integration strategy

Net sales in the first half at Deutsch, the world leader in high-performance connectors, totaled \$362

million, with strong organic growth of 11%.

Adjusted operating income increased by 68% to \$75 million. The operating margin soared 570 basis points. This performance reflects the strategy of integrating Deutsch's different operating entities, leading in particular to the reorganization of the two main divisions, a refocus of activities, and the introduction of management tools and strict monitoring of operations.

Net income, which stood at \$1.7 million in the first half of 2007, rose sharply in the first half of 2008 to \$27 million (€17.7 million).

Stallergènes: Forecasts upgraded

With net sales of €87 million, business in the first half at Stallergènes, the world leader in sublingual immunotherapy, increased by 16% over the first half of 2007, which had already recorded particularly strong growth (17%). Operating income before R&D rose from €26.6 million to €32.1 million, up 21% from the previous year. Net income, Group share, increased in comparable proportions to €12 million in the first half of 2008.

As market authorization was granted for Oralair® grass-allergy tablets on June 24, Stallergènes begins to sell adult doses in Germany. The laboratory has also submitted a request to conduct clinical studies (IND) on Oralair® grass-allergy tablets in the United States in July.

This very solid first half of 2008 enables the company to upgrade its forecast for growth in net sales for the year by targeting growth of at least 12% in 2008. This outlook is backed by the growing success of its sublingual treatment, an area in which Stallergènes continues to reinforce its leadership.

Stahl: Acceleration of development initiatives

(Equity method)

Net sales in the first half of Stahl, world leader in high performance finishing for leather, textile and related products were €164 million, up 6% with strong organic growth of 9.4%. Stahl fully benefits from the initiatives launched in 2007. Net income totaled €3.6 million in the first half.

These increases are the result of the development of sales in Asia and of gains in market share, development in leather finishes and high-performance coatings. Stahl, the world leader in finishing products for leather and high-performance coatings, also benefits from cost reduction initiatives.

Oranje-Nassau: Strong growth in a profitable segment

Net sales of Oranje-Nassau, the investment company specialized in oil and natural gas, totaled €191 million, rising sharply 65% compared with the first half of 2007. This change is linked to the rise in

the price of oil and the 18% increase in the production of natural gas and oil (3.2 million boe).

Net income at Oranje-Nassau was up 41% in the period to €42.3 million, versus €30 million in the first half of 2007.

Non-recurring income

Non-recurring income totaled €62 million and was composed of the following items:

€-168 million related to the allocation of goodwill, vs. €-54 million in the first half of 2007. The difference derived mainly from allocation of goodwill on Saint-Gobain;

€+230 million in gains on asset sales (including €+274 million in gains on Editis, excluding earnings during the period and the impact of non-recurring items and the allocation of goodwill on Editis), changes in fair value (in particular on hedges against a decline in the share price of Saint-Gobain), provisions for liabilities, restructuring and other non-recurring items, and deferred taxes related to these items.

Changes in scope of consolidation during the first half of 2008

During the first half of 2008, Wendel increased its stake in Saint-Gobain from 17.9% at December 31, 2007 to 21.3% at June 30, 2008 (net of shares held in treasury) for €695 million.

On May 30, 2008, Wendel sold Editis. Enterprise value was €1,026 million, and Wendel's net proceeds from the sale were €500 million.

Wendel's net asset value

Wendel's net asset value reached €80 per share at the end of August 2008.

Unlisted investments are valued by applying the market capitalization multiples of similar companies. Listed companies are valued on the basis of the average closing price in the last 20 business days.

Solid financial structure

Wendel successfully increased its Saint Gobain non-recourse financings (with margin calls) by one year, bringing the maturities of those financings to 2011-13 in line with Wendel's policy as long-term shareholder.

Standard and Poor's recently confirmed Wendel's long- and short-term ratings of BBB-/A3, negative

outlook. These ratings reflect Wendel's strong liquidity and the consistency between the Group's financial policy and its strategy as a long-term investor.

Thanks to its solid financial base, its historically high level of liquidity and the quality and performance of its assets, Wendel is well positioned to deal with market uncertainties and maintains the same long term objectives for 2012.

Outlook

Wendel's first-half 2008 results reflected the solid performance of the Group's subsidiaries and equity holdings. Strong growth in net income in a more uncertain economic environment has validated Wendel's investment strategy in diversified and high-quality assets. This strategy coupled with a strict financial policy has given Wendel an advantageous position for dealing with current conditions and pursuing Wendel's long-term expansion.

Parent company financial statements

Wendel's net financial income in the first half of 2008 was €37 million. This figure included income from subsidiaries of €25 million, a net financial expense of €45 million related to Wendel financing and net financial income of €57 million deriving from intra-Group financing.

Income before exceptional items and tax in H1 2008, after accounting for operating expenses, totaled €26 million.

Net exceptional income of €106 million was composed principally of the gain on the sale of the Editis group.

Net income for the period was €132 million.

At June 30, 2008, after accounting for the net income for the period and payment of the dividend in June, Wendel's shareholders' equity stood at €2,520 million.

Risk management and related party information are included in the notes to the condensed consolidated H1 2008 financial statements.

**Condensed consolidated financial statements
for the first half of 2008**

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Consolidated balance sheet

(in millions of euros)	Note	6/30/2008	12/31/2007
Goodwill, net		2,816.1	3,211.3
Intangible assets, net		1,509.3	1,530.5
Property, plant & equipment, net		1,054.0	983.8
Investment properties		1.2	1.2
Non-current financial assets	7	824.3	620.0
Equity method investments	5	6,231.6	5,337.5
Deferred tax assets		163.4	123.3
Total non-current assets		12,600.0	11,807.6
Assets and operations held for sale		32.8	52.8
Inventories and work-in-progress		355.9	393.7
Trade receivables		1,338.6	1,253.4
Other current assets		163.3	193.5
Current income tax assets		44.9	66.4
Other current financial assets	7	121.5	72.4
Cash and cash equivalents	6	3,233.1	2,846.6
Total current assets		5,257.4	4,826.0
Total assets		17,890.2	16,686.5
Share capital		201.4	201.3
Share premiums		245.5	244.8
Retained earnings and other reserves		1,792.1	1,006.8
Net income for the period		313.8	879.3
		2,552.8	2,332.1
Minority interests		277.8	248.4
Total shareholders' equity	8	2,830.6	2,580.5
Long-term provisions	9	332.1	355.8
Long-term borrowings	10	11,570.8	10,691.1
Other non-current financial liabilities	7	135.9	116.4
Deferred tax liabilities		815.6	567.2
Total non-current liabilities		12,854.4	11,730.4
Liabilities of operations held for sale		24.9	29.4
Short-term provisions	9	13.3	27.5
Short-term borrowings	10	651.4	344.2
Other current financial liabilities	7	165.3	428.9
Trade payables		587.7	691.6
Other current liabilities		607.1	734.8
Current income tax liabilities		155.5	119.2
Total current liabilities		2,180.2	2,346.2
Total liabilities and shareholders' equity		17,890.2	16,686.5

Consolidated income statement

(in millions of euros)	Note	H1 2008	H1 2007
Net sales		2,677.5	2,307.0
Other income from operations		4.1	8.9
Operating expenses		-2,271.7	-2,016.4
<i>Income from ordinary activities</i>		409.9	299.6
Other operating income and expenses	11	36.9	-4.3
<i>Operating income</i>		446.8	295.3
Income from cash and cash equivalents		55.4	12.2
Finance costs, gross		-353.0	-171.8
<i>Finance costs, net</i>	12	-297.6	-159.5
Other financial income and expenses	13	168.1	140.8
Tax expense	14	-389.6	-59.0
Share of net income from equity method investments	5	179.3	53.9
<i>Net income from continuing operations</i>		107.0	271.4
Net income from discontinued operations and operations held for sale	2	258.4	-10.0
<i>Net income</i>		365.3	261.4
Net income (share of minority interests)		51.5	18.1
Net income, Group share		313.8	243.2
Basic earnings per share (in euros)		6.25	4.84
Diluted earnings per share (in euros)		6.19	4.80
Basic earnings per share from continuing operations (in euros)		1.10	5.04
Diluted earnings per share from continuing operations (in euros)		1.05	5.00
Basic earnings per share from discontinued operations (in euros)		5.15	-0.20
Diluted earnings per share from discontinued operations (in euros)		5.14	-0.20

Statement of recognized income and expenses

(in millions of euros)	Note	H1 2008	H1 2007
Translation reserves		-163.3	8.7
Actuarial gains and losses		-10.7	5.6
Gains and losses on assets available for sale		36.3	7.6
Gains and losses on qualified hedges		20.2	-7.6
Tax effects		47.2	3.5
Income and expenses accounted for directly in shareholders' equity (A)		-70.2	17.8
Net income for the period (B)		365.3	261.5
Total income and expenses recognized for the period (A) + (B)		295.2	279.3
Attributable to:			
-Shareholders of Wendel	8	248.4	259.8
-Minority interests	8	46.8	19.5

Consolidated cash flow statement

(in millions of euros)				
			H1 2008	H1 2007
Cash flows from operating activities				
Net income			365.3	261.4
Share of net income from equity-method investments			-179.3	-53.8
Net income of discontinued operations and operations held for sale			-258.4	-
Depreciation, amortization, provisions, and other non-cash items			135.9	185.9
Non-cash income and expense related to stock options and similar items			5.4	1.7
Expenses on investments and asset disposals			0.8	0.8
Gains/losses on disposal of assets			-36.3	1.3
Financial income and expenses			129.5	0.8
Taxes (current and deferred)			389.5	69.0
Cash flow from consolidated companies before tax			552.3	467.1
Change in working capital requirement related to operating activities			-166.2	-182.2
Net cash flows from operating activities			386.2	284.9
Cash flows from investing activities				
Acquisitions of intangible assets and property, plant and equipment	(1)		-208.3	-96.7
Disposals of intangible assets and property, plant and equipment			37.3	2.5
Acquisition of equity investments	(2)		-1,089.2	-159.5
Disposal of equity investments	(3)		504.1	119.4
Expenses on investments and asset disposals			-0.9	-0.8
Impact of changes in Group structure and operations held for sale	(4)		-106.6	3.8
Changes in other assets and financial liabilities and other			-200.4	-176.4
Dividends received from equity-method and non-consolidated companies	(5)		223.2	59.3
Change in working capital requirements related to investing activities			-3.8	-11.4
Net cash flows from investing activities			-844.6	-259.9
Cash flows from financing activities				
Proceeds from issuance of shares			0.8	3.7
Contribution of minority shareholders			1.5	5.8
Share buybacks			-1.7	2.5
Dividend paid by the parent company			-100.5	-100.5
Dividend paid to minority shareholders			-27.5	-4.1
New borrowings	(6)		1,433.6	1,245.2
Repayment of borrowings	(7)		-148.6	-146.5
Finance costs, net			-286.1	-162.8
Other financial income (expenses)			36.1	17.2
Change in working capital requirement related to financing activities			33.4	17.7
Net cash flows from financing activities			941.0	878.1
Cash flows related to taxes				
Current tax			-142.5	-76.3
Change in tax assets and liabilities (excluding deferred taxes)			59.9	4.0
Net cash flows related to taxes			-82.6	-72.3
Effect of currency fluctuations			-13.5	0.7
Net change in cash and cash equivalents			386.5	831.5
Cash and cash equivalents at the beginning of the period			2,846.6	1,026.9
Cash and cash equivalents at the end of the period			3,233.1	1,858.4

The first half of 2007 included the cash flows generated by Editis during the period.

In the first half of 2008:

(1) included €134.3 million in Gabon-based petroleum assets acquired by Oranje-Nassau Groep

(2) included the acquisition of €695.4 million in Saint-Gobain shares and €326.2 million in acquisitions carried out by Bureau Veritas.

(3) included €494.4 million from the sale of Editis, net of selling costs

(4) principally the impact of the sale of Editis

(5) included dividends of €164.9 million received from Saint-Gobain and €56.4 million from Legrand.

(6) included €439.4 million related to Bureau Veritas and €741.5 million to Eufor.

(7) included €-104.9 million related to Bureau Veritas, €-8.0 million to Stallergènes, €-13.2 million to Deutsch and €-22.5 million to Materis.

Wendel is a public limited company (société anonyme) governed by French law, registered in Paris under number 572 174 035. Its head office is located at 89, rue Taitbout, Paris, France.

Its business consists in investing for the long term in industrial and service companies to accelerate their growth and expansion.

Wendel's condensed first-half consolidated financial statements cover the six-month period from January 1, 2008 to June 30, 2008. All amounts are in millions of euros, unless otherwise specified.

Note 1- Accounting principles

This set of consolidated financial statements for the first half of 2008 has been prepared in accordance with IAS 34 "Interim Financial Reporting".

These financial statements should be read in conjunction with the financial statements for the 2007 fiscal year included in the reference document filed with the AMF on April 30, 2008 under number D08-356.

The accounting policies applied are the same as those adopted for the preparation of the financial statements for the 2007 fiscal year, as presented in the 2007 annual report.

The following new standards, amendments to existing standards and interpretations must be adopted for all fiscal years starting on or after January 1, 2008 but do not have a significant impact on the financial statements of the Group:

- IFRIC 11 "IFRS2 -Group and treasury share transactions";
- IFRIC 12 "Service concession arrangements";
- IFRIC 14 "IAS 19—The limit on a defined benefit asset, minimum funding requirements and their interaction";

The following new standards, amendments to existing standards and interpretations have been published but are not applicable in 2008 and have not been adopted ahead of time.

- IFRS 8 "Operating segments", mandatory application from January 1, 2009;
- IFRS 2 (amendment) "Share-based payment", mandatory application from January 1, 2009;
- IFRS 3R "Business combinations – Phase 2", a standard not yet adopted by the European Union;
- IAS 1 (amendment) "Presentation of financial statements", mandatory application from January 1, 2009;
- IAS 23 (amendment) "Borrowing costs", mandatory application from January 1, 2009;
- IAS 27R "Consolidated and separate financial statements", a standard not yet adopted by the European Union;
- IAS 32 (amendment) "Financial instruments – presentation" and the amendments derived from IAS 1 "Presentation of financial statements", mandatory application from January 1, 2009;
- IFRIC 13 "Customer loyalty programs", mandatory application from July 1, 2008;

The standards adopted by the European Union can be viewed on the European Commission's website at the following address: http://ec.europa.eu/internal_market/accounting/ias_fr.htm#adopted-commission.

Certain items were reclassified in the first-half 2007 income statement so as to present the impact of operations discontinued or held for sale during the course of 2008, principally Editis (see note 2).

Note 2- Changes in the scope of consolidation

Investment in Saint-Gobain (production, transformation and distribution of materials)

During the first half of 2008, Wendel increased its stake in Saint-Gobain from 17.9% at December 31, 2007 to 21.3% at June 30, 2008 (net of shares held in treasury) for €695 million. As of June 30, 2008, Wendel held 80.5 million Saint-Gobain shares. The Eufor group (structure for holding Saint-Gobain shares) has gross financial debt of €5.6 billion and cash of €1.2 billion pledged as collateral, or net financial debt of €4.4 billion. In addition, the Saint-Gobain shares and €1.1 billion in listed shares have been pledged as collateral in the context of these financing arrangements. In light of the hedges Wendel has purchased against a decline in the price of Saint-Gobain shares, €2 billion in financing is not subject to margin calls.

The acquisition price was allocated on the basis of public information on Saint-Gobain and on other companies with comparable businesses, and on the basis of sectoral analyses. This analysis was performed with the help of an independent expert. Revaluation of the Wendel Group's share of identifiable assets and liabilities was as follows:

- €65 million in inventories, net of deferred taxes, recognized in profit and loss in the first half;
- €794 million in the brand portfolio, net of deferred taxes (their useful life is considered indefinite);
- €405 million in customer relationships, net of deferred taxes (amortized over five to nine years, depending on the division);
- €164 million in the technology portfolio, net of deferred taxes (amortized over five years).

In accordance with IFRS, this allocation is temporary and will be finalized within the 12 months following the acquisition. The Wendel Group's share of residual goodwill arising on this acquisition amounted to €3.1 billion euros.

Sale of Editis (publishing)

On May 30, 2008, Wendel sold Editis. Enterprise value was €1,026 million and Wendel's net proceeds from the sale were €500 million. Wendel's profit on the sale was €256 million:

Net sale proceeds:	€500 million
Carrying value of Editis:	€221 million
(shareholders' equity and shareholder loans)	
Editis' net income (loss) for the period:	€-17 million
(After allocation of goodwill. Editis' business is seasonal, and most of its earnings are realized in the second half of the year.)	
Selling costs:	€5.5 million
Profit on sale:	€256 million

In accordance with IFRS 5, all of Editis' income statement items for the period from the start of the fiscal year until the sale date have been presented in the line item "Net income from discontinued operations", along with the profit on the sale. Income statement items for the first half of 2007 have also been presented in this line item.

IPO of Bureau Veritas (Certification and quality control)

In October 2007, Bureau Veritas listed on the stock exchange. In the context of this transaction, Wendel's ownership interest declined from 98% to 63%. The Bureau Veritas group's contribution to consolidated net income for the first half of 2008 was proportionately affected.

Note 3- Segment information

Wendel's business segments correspond to the sectors in which its subsidiaries operate, as follows:

- Bureau Veritas (Certification and quality control)
- Deutsch (Connectors)
- Editis (Publishing)
- Materis (Specialty chemicals for the construction sector)
- Oranje-Nassau Energie (Energy) and other business segments
- Stallergènes (Immunotherapy)
- Holding companies

Analysis by business segment for the six months to June 30, 2008:

(in millions of euros)	Bureau Veritas	Deutsch	Editis	Materis	Oranje Nassau Energy	Oranje Nassau Groep (excl. Energy)	Stallergènes	Wendel and holding companies	Eliminations and unallocated	Total Group
<u>Consolidated income statement items</u>										
Net sales	1,198.9	236.6	-	964.1	190.8	0.1	87.0	-	-	2,677.5
Income from ordinary activities before allocation of goodwill	180.3	45.6	-	119.5	127.3	-1.0	18.2	-24.5	-	465.4
Income from ordinary activities	142.8	36.6	-	110.5	127.3	-1.0	18.2	-24.5	-	409.9
Operating income	142.3	37.6	-	117.1	157.1	-1.0	18.2	-24.5	-	446.8
Finance costs, net	-23.4	-25.4	-	-77.6	4.3	-3.7	-0.8	-170.9	-	-297.6
Other financial income and expenses	-1.3	-22.5	-	-9.4	-7.7	1.6	0.3	207.0	-	168.1
Income tax expense	-27.6	-5.0	-	-6.9	-97.0	4.8	-5.7	-252.3	-	-389.6
<u>Consolidated cash flow statement items</u>										
Net cash flows from operating activities	109.4	40.0	-	82.7	159.8	-3.9	19.5	-21.3	-	386.2
Net cash flows from investing activities	-356.1	-52.9	-113.8	-34.3	-111.7	3.3	-4.9	-106.4	-67.8	-844.6
Net cash flows from financing activities	253.3	23.3	-	-1.4	67.6	-0.3	-4.5	535.3	67.8	941.0
Net cash flows related to taxes	-22.5	-1.9	-	-10.0	-44.9	-0.1	-4.5	1.4	-	-82.6
<u>Consolidated balance sheet items</u>										
Goodwill, net	1,357.6	370.4	-	1,017.5	10.9	30.6	29.2	-	-	2,816.1
Intangible assets, net	541.2	180.0	-	785.0	-	-	3.1	0.0	-	1,509.3
Property, plant & equipment, net	170.7	113.1	-	470.9	250.1	1.0	41.2	7.1	-	1,054.0
Investment properties	-	-	-	-	-	0.2	-	1.0	-	1.2
Non-current assets not allocated by segment									7,219.3	7,219.3
Non-current assets										12,600.0
Assets held for sale	-	-	-	-	-	-	-	-	32.8	32.8
Inventories and work-in-progress	-	97.6	-	240.3	1.6	-	16.3	-	-	355.9
Trade receivables	726.4	88.1	-	461.9	39.4	0.0	20.8	2.0	-	1,338.6
Other receivables	30.4	10.9	-	73.0	0.0	0.2	4.5	6.6	-	125.6
Prepaid expenses	31.1	1.4	-	2.1	0.2	-	0.9	2.1	-	37.7
Other current assets not allocated by segment									3,399.5	3,399.5
Current assets										5,257.4
Total assets										17,890.2
Shareholders' equity									2,830.6	2,830.6
Provisions	71.8	2.0	-	11.3	109.6	-	0.1	19.8	-	214.6
Employee benefits	78.3	10.2	-	23.1	4.2	-	1.0	0.7	-	117.5
Other non-current liabilities not allocated by segment									12,522.3	12,522.3
Non-current liabilities										12,854.4
Liabilities of operations held for sale									24.9	24.9
Provisions	-	3.4	-	7.5	-	-	2.4	-	-	13.3
Trade payables	163.4	35.8	-	335.0	30.2	-	17.5	5.8	-	587.7
Other creditors	287.9	31.2	-	154.3	7.5	-	16.6	9.4	-	506.9
Deferred revenue	94.6	1.0	-	0.0	4.6	-	0.0	0.1	-	100.2
Other current liabilities not allocated by segment									972.2	972.2
Current liabilities										2,180.2
Total liabilities and shareholders' equity										17,890.2

Analysis by business segment for the first half of 2007:

(in millions of euros)	Bureau Veritas	Deutsch	Editis	Materis	Oranje Nassau Energy	Oranje Nassau Groep (excl. Energy)	Stallerg�enes	Wendel and holding companies	Eliminations and unallocated	Total Group
Consolidated income statement items										
Net sales	969.4	224.1		917.8	115.5	5.4	74.8	-	-	2,307.0
Income from ordinary activities before allocation of goodwill	139.8	26.2		123.4	66.9	2.0	15.4	-15.4	-	358.3
Income from ordinary activities	103.3	13.3		114.0	66.9	2.0	15.4	-15.4	-	299.6
Operating income	98.6	13.2		109.6	66.9	21.0	15.4	-29.4	-	295.3
Finance costs, net	-12.9	-32.4		-88.9	3.6	-3.2	-0.3	-25.5	-	-159.5
Other financial income and expenses	-1.3	-2.4		2.2	-2.3	14.6	-	130.0	-	140.8
Income tax expense	-20.3	-1.9		-15.4	-37.9	-4.6	-5.2	26.2	-	-59.0
Consolidated cash flow statement items										
Net cash flows from operating activities	108.1	32.9	-36.9	92.7	89.4	2.0	13.6	-16.8	-	284.9
Net cash flows from investing activities	-72.7	-10.4	-43.8	-62.3	-11.1	27.6	-5.9	44.8	-126.0	-259.9
Net cash flows from financing activities	7.4	-11.9	49.8	-18.8	-27.9	-26.4	-5.9	785.7	126.0	878.1
Net cash flows related to taxes	-32.4	-2.7	-24.7	-14.1	-26.8	-1.4	-0.3	30.2	-	-72.3

Analysis by business segment for fiscal year 2007:

(in millions of euros)	Bureau Veritas	Deutsch	Editis	Materis	Oranje Nassau Energy	Oranje Nassau Groep (excl. Energy)	Stallerg�enes	Wendel and holding companies	Eliminations and unallocated	Total Group
Consolidated balance sheet items										
Goodwill, net	1,143.7	359.6	638.4	998.9	10.9	30.6	29.2	-	-	3,211.3
Intangible assets, net	514.2	174.2	45.1	794.4	-	-	2.6	-	-	1,530.5
Property, plant & equipment, net	134.0	123.4	34.4	479.4	165.3	0.2	40.4	6.7	-	983.8
Investment properties	-	-	-	-	0.3	-	-	1.0	-	1.2
Non-current assets not allocated by segment									6,080.8	6,080.8
Non-current assets										11,807.6
Assets held for sale									52.8	52.8
Inventories and work-in-progress	-	86.1	68.9	219.8	2.8	-	16.2	-	-	393.7
Trade receivables	626.8	76.8	134.2	363.4	28.3	0.1	21.3	2.5	-	1,253.4
Other receivables	36.0	8.6	47.3	59.3	-	0.1	4.0	5.1	-	160.4
Prepaid expenses	23.9	1.1	4.8	-	0.9	0.8	0.1	1.7	-	33.2
Other current assets not allocated by segment									2,985.3	2,985.3
Current assets										4,826.0
Total assets										16,686.5
Shareholders' equity									2,580.5	2,580.5
Provisions	73.5	1.6	0.0	13.1	113.3	-	0.2	20.0	-	221.7
Employee benefits	78.0	10.5	15.6	22.3	2.2	3.8	1.1	0.6	-	134.0
Other non-current liabilities not allocated by segment									11,374.6	11,374.6
Non-current liabilities										11,730.4
Liabilities of operations held for sale									29.4	29.4
Provisions	-	3.8	13.2	8.5	-	-	2.0	-	-	27.5
Trade payables	163.8	38.0	154.2	277.5	22.5	-	23.0	12.7	-	691.6
Other creditors	303.6	28.4	126.5	149.9	-	6.9	15.6	20.8	-	651.7
Deferred revenue	69.6	-	9.8	-	-	3.6	-	-	-	83.0
Other current liabilities not allocated by segment									892.4	892.4
Current liabilities										2,346.2
Total liabilities and shareholders' equity										16,686.5

Note 4- Goodwill

As of June 30, 2008, there was no indication of a loss in value on goodwill. Impairment tests will be performed, as every year, at the end of the year.

Note 5- Equity-method investments

(in millions of euros)	6/30/2008	12/31/2007
	Net	Net
	Amount	Amount
Saint-Gobain	5,705.1	4,804.7
Legrand	488.0	498.5
Stahl	32.6	29.0
Lumina Parent	0.2	0.1
Investments of Bureau Veritas	2.3	2.2
Investments of Editis	-	0.1
Investments of Materis	3.4	3.0
Total	6,231.6	5,337.5

The variation in equity method investments was as follows:

(in millions of euros)	H1 2008
Amount at beginning of period	5,337.5
Acquisition of Saint-Gobain shares	695.4
Share of net income for the period	
Saint-Gobain	102.6
Legrand	73.4
Stahl	3.0
Other	0.3
Dividends for the period	-221.3
Disposals or dilutions	-
Impact of changes in the scope of consolidation	6.7
Impact of business combinations	-
Impacts of changes in currency translation adjustments	-127.0
Changes due to operations sold	-
Impact of hedges	294.3
Other	66.8
Amount at June 30, 2008	6,231.6

Impairment test on Saint-Gobain shares accounted for by the equity method

As a long-term investor, Wendel believes that the decline in the price of Saint-Gobain shares since the autumn of 2007 does not reflect the intrinsic value of its investment and continues to maintain that the value of this investment will increase in the medium term. With the financial markets having declined and the construction sector having weakened, an impairment test was performed (IAS 28 §33). In accordance with IAS 36, the recoverable value was determined as the higher of the “fair value” (as defined in IAS 36 §6), which was the

closing share price, and the “value in use” (as defined in IAS 36 §6), which was the valuation of future cash flows. Valuation by discounted cash flow was performed by Wendel. The business plan used for the calculation of “value in use” was prepared by Wendel on the basis of publicly available information (such as industry reports), Wendel’s internal analysis and studies carried out by Wendel and its advisors. The economic assumptions underlying the plan (underlying market trends, pricing policies, etc.) took into account the potential impact of the slowdown in construction markets. In accordance with IAS 36, these assumptions did not take into account the potential impact of Wendel’s participation in Saint-Gobain’s governance, nor did they include any strategic acquisitions. The long-term growth rate applied to cash flows subsequent to the business plan was 2% p.a. The discount rate used (7.8%) was calculated on the basis of market parameters (risk-free rate, market premium, beta) observed at the time of the test. This calculation was validated by an external expert. The “value in use” of Saint-Gobain shares thus determined was higher than their carrying value. The calculated “value in use” thereby confirmed that no impairment loss needed to be recognized on this investment. Analysis of the sensitivity of the discount rate (+0.5%) and the long-term growth assumptions (-0.5%) also showed no need to recognize any impairment.

As of June 30, 2008, there was no indication of a loss in value on other equity method investments.

Additional information relating to Saint-Gobain:

(in millions of euros)	6/30/2008	12/31/2007
Total assets	45,321	41,138
Impact of the valuation of acquired assets and liabilities	6,173	6,715
Residual goodwill	5,489	5,489
Minority interests	267	290
Total liabilities	30,103	25,871

(in millions of euros)	6/30/2008
Net sales	22,141
Operating income	1,897
Net income, Group share	1,076
Impact of the valuation of acquired assets and liabilities	-542

Additional information relating to Legrand:

(including restatement of goodwill related to the adoption of IFRS)

(in millions of euros)	6/30/2008	12/31/2007
Total assets	5,885.0	5,587.3
Minority interests	4.4	2.6
Total liabilities	4,331.7	3,978.5

(in millions of euros)	6/30/2008	12/31/2007
Net sales	2,166.0	2,095.7
Operating income	363.6	344.5
Net income, Group share	233.1	195.2

Note 6- Cash and cash equivalents

(in millions of euros)	6/30/2008	12/31/2007
	Net	Net
	Amount	Amount
Cash and cash equivalents		
Bureau Veritas	123.0	142.9
Deutsches	30.0	22.3
Editis	-	128.9
Materis	87.1	51.0
Oranje-Nassau Groep (excl. Energy)	2.6	4.5
Oranje-Nassau Groep Energy)	158.6	95.0
Stallergènes	14.7	9.0
Group Eufor (Saint-Gobain investment structure) (1)	1,178.3	732.5
Wendel and holding companies (1)	1,638.9	1,660.6
Total	3,233.1	2,846.6

See note entitled "Off balance sheet commitments".

Note 7- Financial assets and liabilities

Financial assets broke down as follows:

(in millions of euros)	6/30/2008	12/31/2007
Assets available for sale (1)	53.8	43.5
Financial assets at fair value through profit or loss	39.2	44.2
Loans (2)	89.5	87.4
Deposits and guarantees	19.3	22.7
Derivatives	655.9	464.4
Other	88.2	30.2
Total	945.8	692.5
<i>of which non-current financial assets</i>	<i>824.3</i>	<i>620.0</i>
<i>of which current financial assets</i>	<i>121.5</i>	<i>72.4</i>

(1) Included, as of June 30, 2008, €20.3 million related to AVR and €24.4 million in funds held by Oranje-Nassau Groep.

(2) Included, as of June 30, 2008, €39.4 million related to AVR, €46.3 million related to Stahl and €3.8 million in funds held by Oranje-Nassau Groep.

Financial liabilities broke down as follows:

(in millions of euros)	6/30/2008	12/31/2007
Derivatives	202.6	491.7
Other	98.5	53.6
Total	301.2	545.3
<i>of which non-current financial liabilities</i>	<i>135.9</i>	<i>116.4</i>
<i>of which current financial liabilities</i>	<i>165.3</i>	<i>428.9</i>

Derivatives

(in millions of euros)	6/30/2008		12/31/2007	
	Assets	Liabilities	Assets	Liabilities
Ownership interest acquired in Saint-Gobain (1)	498.4	-	348.8	359.2
Derivatives on securities - not qualifying for hedge accounting (2)	34.3	34.6	68.1	68.1
Commodity derivatives - hedging of cash flows (3)	7.7	148.1	1.0	52.9
Commodity derivatives - not qualifying for hedge accounting	-	-	0.1	-
Interest rate swaps - hedging of cash flows	34.0	0.1	6.3	1.5
Interest rate swaps - not qualifying for hedge accounting	81.5	19.8	29.0	9.7
Forward sales - hedging of cash flows	-	-	-	0.4
Forward contracts – not qualifying for hedge accounting	0.0	-	11.0	-
Total	655.9	202.6	464.4	491.7
Non-current portion thereof:				
Ownership interest acquired in Saint-Gobain	498.4	-	348.8	5.4
Derivatives on securities - not qualifying for hedge accounting	34.3	34.6	67.5	68.1
Commodity derivatives - hedging of cash flows	7.1	84.6	1.0	29.2
Commodity derivatives - not qualifying for hedge accounting	-	-	-	-
Interest rate swaps - hedging of cash flows	23.6	-	5.1	-
Interest rate swaps - not qualifying for hedge accounting	81.3	19.8	25.7	9.6
Forward sales - hedging of cash flows	-	-	-	0.1
Forward contracts – not qualifying for hedge accounting	-	-	-	-
Non-current portion of derivatives	644.7	139.1	448.1	112.4
Current portion of derivatives	11.2	63.6	16.4	379.4

(1) As of June 30, 2008: protection on net financing against declines in the price of Saint-Gobain shares, with 2011-12 maturities. This financing was without recourse to Wendel and without margin calls. The protection did not qualify for hedge accounting because the underlying assets were accounted for by the equity method. It covered nearly 40% of the investment. The carrying value of these hedges was the value at which the counterparty would have agreed to unwind them. It reflected market parameters as of the balance sheet date, including the price, volatility and liquidity of the underlying hedged assets and the scale of the transaction. This value was €123.6 million (€81.0 million net of deferred tax) less than the value based on a mathematical model that would not include market parameters relative to the scale of the transaction. A +/-5% fluctuation in the Saint-Gobain share price would have resulted in a fluctuation in the market value of the protection of around +/-€35 million in net income. Under IFRS, these hedges cannot be valued on the same basis as the underlying shares, which are accounted for by the equity method. The hedges are valued according to IAS 39 on the basis of market parameters as of the balance sheet date, whereas the underlying shares are valued under IAS 28 according to the equity method and are subject to an impairment test based on a discounted cash flow valuation (IAS 36). Accordingly, application of accounting standards may generate a distortion in valuations, which have an impact on the income statement.

(2) included instruments related to Capgemini. The option component of bonds exchangeable for Capgemini shares (7,000,000 options) was almost fully hedged by American call options on Capgemini shares (6,939,658 options) whose characteristics were identical to those of the exchangeable bonds. The hedged portion of these bonds was therefore converted into “plain vanilla” bonds.

(3) This line item corresponded mainly to the Energy division of Oranje-Nassau Groep, which has set up various hedges in relation to its future oil and gas output. These contracts involved 2,880,000 barrels and 5,360,000 barrels, with expiration dates of June 2009 and December 2011, respectively.

Note 8- Shareholders' equity

(in millions of euros)	Number of shares	Share capital	Share premiums	Treasury shares	Retained earnings and other reserves	Translation adjustments	Group share	Minority interests	Total shareholders' equity
Balance at December 31, 2006	50,191,599	222.0	228.6	-319.9	1,717.4	-17.9	1,830.3	97.1	1,927.3
Income and expenses accounted for directly in shareholders' equity (A)	-	-	-	-	-193.5	-59.2	-252.7	-10.1	-262.8
Net income for the period (B)	-	-	-	-	879.3	-	879.3	14.7	893.9
Total income and expenses recognized during the period (A)+(B)	-	-	-	-	685.7	-59.2	626.6	4.6	631.1
Dividends paid	-	-	-	-	-100.5	-	-100.5	-2.6	-103.1
Treasury shares	-42,201	-	-	-6.2	-	-	-6.2	-	-6.2
Cancellation of treasury shares	-	-21.0	-	316.4	-295.4	-	-	-	-
Capital increase	-	-	-	-	-	-	-	-	-
exercise of stock options	50,212	0.2	1.6	-	-	-	1.8	-	1.8
employee stock ownership plan	18,800	0.1	1.9	-	-	-	2.0	-	2.0
Other	-	-	-	-	-	-	-	-	-
Share-based compensation: stock options (incl. equity method investments)	-	-	-	-	10.9	-	10.9	2.9	13.8
Change in the liquidity commitment on Bureau Veritas shares	-	-	-	-	41.1	-	41.1	-	41.1
Changes in scope of consolidation	-	-	12.6	-	0.7	2.2	15.5	147.6	163.1
Other	-	-	-	-	-89.3	-	-89.3	-1.2	-90.6
Balance at December 31, 2007 (1)	50,218,410	201.3	244.8	-9.6	1,970.6	-74.9	2,332.1	248.4	2,580.5
Income and expenses accounted for directly in shareholders' equity (A)	-	-	-	-	89.7	-155.2	-65.5	-4.7	-70.2
Net income for the period (B)	-	-	-	-	313.8	-	313.8	51.5	365.3
Total income and expenses recognized during the period (A)+(B) (3)	-	-	-	-	403.6	-155.2	248.4	46.8	295.2
Dividends paid (2)	-	-	-	-	-100.5	-	-100.5	-31.8	-132.3
Treasury shares	-40,161	-	-	-3.1	-	-	-3.1	-	-3.1
Cancellation of treasury shares	-	-	-	-	-	-	-	-	-
Capital increase	-	-	-	-	-	-	-	-	-
exercise of stock options	19,929	0.1	0.7	-	-	-	0.8	-	0.8
employee stock ownership plan	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	76.7	-	76.7	-	76.7
Share-based compensation: stock options	-	-	-	-	13.8	-	13.8	1.4	15.2
Changes in scope of consolidation	-	-	-	-	7.5	-0.6	6.9	10.1	17.0
Other	-	-	-	-	-22.3	-	-22.3	2.9	-19.4
Balance at June 30, 2008 (1)	50,198,178	201.4	245.5	-12.7	2,349.4	-230.7	2,552.8	277.8	2,830.6

(1)	Par value	Total number of shares	Treasury shares
At 12/31/2007	€4	50,318,400	99,990
At 6/30/2008	€4	50,338,329	140,151

(2) Net dividend paid in 2007: €2.00 per share; net dividend paid in 2008: €2.00 per share.

(3) see "Statement of recognized income and expenses". The principal components were as follows:

	Assets available for sale	Derivatives qualifying for hedge accounting	Deferred taxes	Total Group share	Minority interests	Total shareholders' equity
. At 12/31/2007	20.3	-152.4	25.7	-106.3	0.8	-105.5
. Changes in fair value during the period	38.1	-107.9 (a)	55.8	-14.0	2.9	-11.1
. Amount recognized in the income statement	-1.8	21.5	-10.8	9.0	-	9.0
. Other	-	102.1 (b)	-	102.1	-	102.1
. At 6/30/2008	56.6	-136.6	70.8	-9.2	3.7	-5.5

(a) impact relative to financial instruments qualifying as cash flow hedges under IAS 39. These are principally financial instruments hedging the sales of Oranje-Nassau's Energy division (€-119.4 million during the first half of 2008) against fluctuations in the price of oil.

(b) reversal of the impact of hedges recognized in 2007 on Saint-Gobain shares.

Note 9- Provisions

Provisions broke down as follows:

(in millions of euros)	6/30/2008	12/31/2007
Provisions for liabilities and charges	227.9	249.2
Employee benefits	117.5	134.0
Total	345.4	383.3
<i>Of which non-current</i>	<i>332.1</i>	<i>355.8</i>
<i>Of which current</i>	<i>13.3</i>	<i>27.5</i>

Provisions for liabilities and charges:

(in millions of euros)	12/31/2007	Additions	Reversals - used provisions	Reversals - unused provisions	Impact of discounting	Business combinations	Translation adjustments, reclassifications	6/30/2008
Wendel and holding companies	20.0	-	-0.2	-	-	-	-	19.8
Bureau Veritas								
Claims and litigation	56.9	3.0	-0.3	-2.9	0.9	-	0.2	57.7
Other	16.6	4.5	-2.2	-4.8	-	0.4	-0.4	14.1
Deutsch	5.4	0.7	-0.3	-0.3	-	-	-0.1	5.4
Editis	13.2	-	-	-	-	-13.2	-	-
Materis	21.6	1.8	-3.8	-0.7	-	-	-0.1	18.8
Oranje Nassau Energy								
Dismantling of oil installations	110.8	-	-	-8.5	2.8	-	2.0	107.1
Other	2.5	-	-	-	-	-	-	2.5
Stallergènes	2.2	0.9	-0.5	-	-	-	-	2.5
Total	249.2	11.0	-7.5	-17.3	3.7	-12.9	1.6	227.9
- of which current	27.5							13.3

Note 10- Borrowings

WENDEL		
Bond issues	2,779.0	2,779.0
Syndicated credit line - undrawn at 06/30/2008 (1,250 M€)	-	-
Deferred issuance costs	-56.2	-62.5
Other borrowings and accrued interest	70.5	53.5
	2,793.4	2,770.0
Eufor – Saint-Gobain investment financing		
Bank borrowings	5,595.9	4,438.8
Shareholder loans	6.1	6.1
Accrued interest	39.9	37.8
	5,641.9	4,482.7
Matéris Investor		
Shareholder loan	11.0	13.3
	11.0	13.3
Bureau Veritas		
Bank borrowings	1,092.9	775.7
Deferred issuance costs	-1.5	-3.9
Other borrowings and accrued interest	51.9	38.4
	1,143.1	810.2
Deutsch		
Bank borrowings	503.2	485.1
Deferred issuance costs	-9.6	-13.8
Shareholder loans	19.9	18.9
Other borrowings and accrued interest	11.6	9.6
	524.9	499.6
Editis	-	513.9
Materis		
Bank borrowings	1,834.2	1,748.7
Deferred issuance costs	-21.6	-23.1
Shareholder loans	60.2	54.2
Other borrowings and accrued interest	46.0	67.8
	1,918.7	1,847.6
Oranje-Nassau Groep	170.3	78.5
Stallergènes	19.0	19.4
	12,222.2	11,035.3

Note 11- Other operating income and expenses

(in millions of euros)	H1 2008	H1 2007
Net gains on disposal of intangible assets and property, plant and equipment (1)	37.9	1.0
Restructuring costs, net	-1.4	-3.9
Other income and expenses	0.3	-1.4
Total	36.9	-4.3

- (1) In 2008, this line item included a capital gain of €29.7 million on the sale of Oranje-Nassau Groep's Energy division and a capital gain of €8.2 million on the disposal of property, plant and equipment at Materis.

Note 12- Finance costs, net

(in millions of euros)	H1 2008	H1 2007
Income from cash and cash equivalents		
Interest generated by cash and cash equivalents	55.4	12.2
	55.4	12.2
Finance costs, gross		
Interest expense	-336.6	-158.4
Interest expense on the minorities portion of shareholder loans	-4.7	-6.1
Deferral of debt issuance costs and premiums (calculated according to the effective interest method)	-11.1	-7.3
Changes in the fair value of marketable securities	-0.5	-
	-353.0	-171.8
Total	-297.6	-159.5

Note 13- Other financial income and expenses

(in millions of euros)	H1 2008	H1 2007
Gains/losses on disposal of assets available for sale	-3.3	7.3
Dividends received from non-consolidated companies	1.7	17.1
Income on interest rate, currency and equity derivatives (1)	195.2	105.3
Interest on other financial assets	5.2	14.9
Net currency exchange gains/losses	-19.6	2.3
Impact of discounting	-5.8	-4.3
Other	-5.4	-1.8
Other financial income and expenses	168.1	140.8

(1) in the first half of 2008 this line item included the change in fair value of hedges purchased to protect against a decline in the price of Saint-Gobain shares.

Note 14- Tax expense

This line item included a deferred tax charge of €252 million related to the valuation of financial assets and liabilities in accordance with IAS 12.

Note 15- Off balance sheet commitments

As of June 30, 2008, there were no commitments that could have a material impact on Wendel's financial position other than those disclosed below.

(in millions of euros)	6/30/2008	12/31/2007
Bid bonds	62.4	50.6
Pledges, mortgages and collateral	8,849.2	8,663.4
of which		
- pledge by Odyssee 1 (Editis group) and certain of its subsidiaries of shares in Editis group companies as a guarantee for the repayment of debt owed by the Editis group	-	512.1
- pledge by Materis Parent (Materis group) of shares of the principal companies of the Materis group, and of certain bank accounts and trade receivables as a guarantee for the repayment of the debt owed by the Materis group	1,841.5	1,776.9
- pledge by Deutsch Group of shares of the principal companies of the Deutsch group, and of certain bank accounts, trade receivables and assets as a guarantee for the repayment of the debt owed by the Deutsch group	506.8	489.3
- pledge of listed shares in connection with the Saint-Gobain investment structure for the initial shareholders' equity investment and margin calls (market value) (1)	4,285.0	4,801.9
- guarantee given in connection with financing without margin calls and related to hedging	628.1	348.8
- pledge of cash in connection with the Saint-Gobain investment structure for the initial shareholders' equity investment and margin calls	1,176.0	729.7
- other (2)	411.8	4.8
Other guarantees and endorsements given	394.1	374.9
- guarantees given in connection with securities derivative transactions	289.0	337.5
- other	105.1	37.4
Other commitments given and received	57.6	25.5

(1) As of June 30, 2008, included 79.6 million Saint-Gobain shares.

(2) As of June 30, 2008, included €400 million in sequestered cash. Wendel has obtained the option to unconditionally make this amount available at any time.

Note 16- Related parties

The related parties of the Wendel Group are Saint-Gobain, Legrand, Stahl, the members of the Supervisory and Executive Boards and SLPS, the structure that controls Wendel.

Principal items in the first half of 2008:

During the first half of 2008, Wendel received dividends of €164.9 million from Saint-Gobain and €56.4 million from Legrand.

In connection with the sale of Editis (see note 2, "Changes in the scope of consolidation"), co-investment and stock option mechanisms led to a dilution of nearly 10%, of which nearly half related to Wendel Group executives.

The investment in Stahl was carried out partially in the form of a shareholder's loan. This loan totaled €58.7 million as of June 30, 2008 (before IFRS restatement).

Note 17- Risk management

The Wendel Group's risk management policies are detailed in the notes to the 2007 consolidated financial statements. As of June 30, 2008, the principal items were as follows:

Equity risk management:

As of June 30, 2008, equity market risks included the following items:

- Consolidated investments and equity method, as indicated in notes 4 and 5:
 - no indication of impairment in value was identified on goodwill related to fully consolidated subsidiaries
 - following the decline in the price of Saint-Gobain shares, an impairment test was performed on the basis of discounted future cash flows. The result showed that no impairment needed to be recognized on this equity method investment.
 - As of June 30, 2008, there was no indication of a loss in value on other equity method investments.
- Protection against a decline in the price of Saint-Gobain shares: see note 7.

Management of credit risk:

Each operating subsidiary has implemented a policy for monitoring its customers' credit risk. Impairment is recognized on receivables that present a risk. At the closing date, there was no significant concentration of credit risk.

Derivative contracts are concluded with top-ranking financial institutions and cash is invested in short-term instruments with first-tier banks.

Interest rate risk:

The Wendel Group's net exposure (including operating subsidiaries) to interest rate risk remained limited, as it was at the end of 2007, because of its significant net exposure to fixed and capped rates.

Wendel and the holding companies (not including operating subsidiaries) are almost entirely exposed to fixed or capped rates.

Management of liquidity risk:

As of June 30, 2008, the subsidiaries were in compliance with the covenants in their bank loan agreements and Wendel was in compliance with the covenants of its syndicated loan (undrawn).

The net financing of the Eufor group (structure for holding Saint-Gobain shares), described in note 2, was composed of financing without margin calls owing to the hedges implemented against a decline in the price of Saint-Gobain shares and financing subject to margin calls, to be met in cash or in listed shares. Concerning the financing subject to margin calls, Wendel has taken the steps necessary to deal with any change in the Saint-Gobain share price and to avoid any liquidity risk, owing to its level of available cash, its undrawn syndicated loan and its available listed shares.

Management of foreign currency risk:

Wendel has reduced its exposure to fluctuations in the EUR/USD exchange rate by means of forward sales of US dollars. At June 30, 2008, Wendel had a position of approximately \$640 million with a maturity of end-2008.

Note 18- Subsequent events

Ratings:

On August 13, 2008, the Standard & Poor's rating agency announced that it had taken Wendel's long-term and short-term debt off credit watch with negative implications. The agency confirmed its BBB- / A3 ratings, with negative outlook.

Saint-Gobain shares:

As of the date these financial statements were issued, Wendel held 81.5 million Saint-Gobain shares, or 21.3% of the shares (21.6% excluding treasury shares). Between the beginning of the fiscal year and the issue date Wendel invested a total of €740 million.

Financing of the Saint-Gobain:

On the statement issue date, the maturity dates of financing with margin calls were extended from 2010-12 to 2011-13.

Auditors Report

To the Shareholders

In compliance with the assignment entrusted to us by your shareholders meetings and in accordance with articles L. 232-7 of the French Commercial Code (Code de commerce) and L. 451-1-2 III of the French Monetary and Financial Code (Code monétaire et financier), we hereby report to you on:

our review of the accompanying condensed half-yearly consolidated financial statements of Wendel, for the period January 1 to June 30, 2008, and the verification of the information contained in the interim management report.

These condensed half-yearly consolidated financial statements are the responsibility of the Management Board. Our role is to express a conclusion on these financial statements based on our review.

1. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently can only provide moderate assurance that the financial statements, taken as a whole, do not contain any material misstatements. This level of assurance is less than can be obtained from an audit.

Based on our review, nothing has come to our attention that causes us to believe that these condensed half-yearly consolidated financial statements are not prepared in all material respects in accordance with IAS 34 – IFRS as adopted by the European Union applicable to interim financial information.

2. Specific verification

We have also verified the information provided in the interim management report in respect of the half-yearly financial statements that were the object of our review.

We have no matters to report on the fairness and consistency of this information with the condensed half-yearly financial statements.

Neuilly-sur-Seine and Paris-La-Défense, June 29, 2008

The statutory auditors
French original signed by

PRICEWATERHOUSECOOPERS Audit
Olivier Thibault

ERNST & YOUNG Audit
Jean-Pierre Letartre

Certification

I hereby certify, that to the best of my knowledge the condensed consolidated financial statements for the first half of the year have been prepared in accordance with applicable accounting standards and present a true and fair view of the assets, financial position and results of the Company and of its consolidated group of companies and that the accompanying management report presents a true and fair picture of the important events that occurred during the first half of the year, their impact on the financial statements and the principal transactions between related parties, as well as a description of the principal risks and uncertainties for the remaining six months of the year.

Paris, August 29, 2008

Jean-Bernard Lafonta – Chairman of the Executive Board

“The English language version of this text is a free translation from the original, which was prepared in French. All possible care has been taken to ensure that the translation is an accurate representation of the original. However in all matters of interpretation of information, views or opinion expressed therein the original language version of the document in French takes precedence over the translation.”