DERICHEBOURG

2010 · 2011 Registration document

including the annual report and the annual information document

COMMITTED TO SERVING MANKIND AND THE ENVIRONMENT

Contents

DERICHEBOURG

2010/2011 REGISTRATION DOCUMENT

This is a free translation of the French Document de Référence which was submitted to Autorité des Marchés Financiers on December 28, 2011.

In application of Article 28 of EC Regulation no. 809/2004, this document incorporates the following information by reference, which the reader is invited to consult:

- The presentation of the business activities of the entire group, the group's consolidated financial statements and the independent auditors' report on the consolidated financial statements for the fiscal year ended on September 30, 2010, as presented respectively on pages 40 to 45, 74 to 126, and 127 of the registration document filed with the French securities regulator (Autorité des Marchés Financiers) on December 17, 2010 under number D.10-0901.
- The presentation of the business activities of the entire group, the group's consolidated financial statements and the independent auditors' report on the consolidated financial statements for the fiscal year ended on September 30, 2009, as presented respectively on pages 38 to 42, 68 to 117, and 118 of the registration document filed with the French securities regulator (Autorité des Marchés Financiers) on December 23, 2009 under number D.09-0815.
- The independent auditors' report on regulated agreements for the fiscal years ended on September 30, 2010 and September 30, 2009, which are included in the company's registration documents filed respectively with the French securities regulator on December 17, 2010 under number D.10-0901 on pages 148 to 149 and on December 23, 2009 under number D.09-0815 on pages 140 to 141.

Other information contained in the two registration documents referred to above has been, if necessary, replaced and/or updated by information provided in this registration document and is not incorporated by reference in this registration document. Both registration documents referred to above are available on the company's websites at www.derichebourg.com, or on that of the French securities regulator at *www.amf-france.org*.

1. Background information on the Derichebourg Group

Contents

1.1 Person responsible for the registration document

1.1.1 Name and capacity of person responsible for the registration document

Mr. Daniel DERICHEBOURG
Chairman and Chief Executive Officer of Derichebourg S.A.

1.1.2 Certification of person responsible for the registration document

I hereby certify, after having taken all reasonable measures to this effect, that the information contained in this registration document is, to my knowledge, in accordance with the facts and makes no omission likely to affect its import. I certify, to my knowledge, that the financial statements have been prepared in accordance with applicable accounting standards and give a fair view of the assets, liabilities, financial position and results of the Company and all undertakings included in the consolidation, and that the management report on pages 27 to 70 presents a fair review of the development and performance of the business and financial position of the Company and all undertakings included in the consolidation, as well as a description of the main risks and uncertainties to which they are exposed.
I have received a completion letter from the independent auditors stating that they have checked the information contained in this registration document concerning the financial position and financial statements and that they have read the registration document in its entirety. The independent auditors have prepared a report on the historical financial information presented in the registration document, which is set forth in pages 125 and 143 of said document.

Executed in Paris, on December 28, 2011.

Daniel DERICHEBOURG
Chairman and Chief Executive Officer

1.2 Name of person responsible for financial information

Responsible person: Bernard REGIS
Function: Chief Financial Officer and Deputy Managing Director
Address: 119, avenue du Général Michel Bizot
75579 Paris Cedex 12
Tel. : + 33 1 44 75 40 40
e-mail : communication@derichebourg.com

1.3 Independent auditors

1.3.1 Principal independent auditors

HOCHE AUDIT
35, avenue Victor Hugo – 75016 Paris
Registered with the Paris Trade and Companies Registry under number 309 566 537.
Represented by Mr. William NAHUM.
Date of appointment: March 12, 2008.
Date appointment expires: shareholders' general meeting held to vote on the financial statements for the fiscal year ending September 30, 2013.

Ernst & Young Audit S.A.S.
Faubourg de l'Arche
11, allée de l'Arche - 92037 PARIS LA DÉFENSE
Registered with the Nanterre Trade and Companies Registry under number 344 366 315.
Represented by Mrs. Valérie QUINT.
Date of appointment: March 15, 2007.
Date appointment expires: shareholders' general meeting held to vote on the financial statements for the fiscal year ending September 30, 2012.

1.3.2 Alternate independent auditors

M. Dominique Jutier
35, avenue Victor Hugo – 75016 Paris
Date of appointment: March 12, 2008.
Date appointment expires: shareholders' general meeting held to vote on the financial statements for the fiscal year ending September 30, 2013.

Société Auditex S.A.S.
Faubourg de l'Arche
11, allée de l'Arche – 92037 PARIS LA DÉFENSE
Registered with the Nanterre Trade and Companies Registry under number 377 652 938.
Represented by Mr. Gérard DELPRAT.
Date of appointment: March 15, 2007.
Date appointment expires: shareholders' general meeting held to vote on the financial statements for the fiscal year ending September 30, 2012.

1.4 Information of a general nature about Derichebourg

1.4.1 Legal name and trading name

The company's legal name and trading name is Derichebourg. Until the shareholders' general meeting on July 18, 2007, the company's legal name was Penauille Polyservices S.A. In this document, Derichebourg S.A. is referred to as "the company" or "the issuer"; the Group made up of Derichebourg S.A. and its subsidiaries is referred to as "the Group".

1.4.2 Issuer's registration number

The company is registered in the Paris Trade and Companies Registry under the number: 352 980 601.
Derichebourg S.A. shares are listed on Eurolist by NYSE Euronext in compartment B, under ISIN code FR0000053381.
The company is a component of the following indices: SBF 120, CAC-ALL TRADABLE, NEXT 150, CAC ALL SHARES, CAC MID&SMALL, CAC MID 60, CAC INDUSTRIALS, CAC SUP. SERVICES.

1.4.3 Date of incorporation and term of the issuer

The company was incorporated on December 11, 1989 for a term of 50 years with effect from its registration at the Trade and Companies Registry on January 9, 1990, which will expire on January 8, 2040.

1.4.4 Details of the registered office and legal form

Details of the registered office
119, avenue du Général-Michel-Bizot – 75012 PARIS France
Tel. : + 33 (0)1 44 75 40 40
Website: www.derichebourg.com

Legal form
Derichebourg S.A. is a French public limited liability company (*société anonyme*) with a Board of Directors incorporated in accordance with French legislation.
Its fiscal year begins on October 1 and ends 12 months later on September 30.

1.4.5 Corporate purposes of the issuer

(Article 3)
"The Company's purposes, in France and in all countries, are:
– to acquire, subscribe and manage all securities;
– to acquire investments or interests in all commercial, industrial, financial or real property companies and enterprises;
– to provide administrative, financial, accounting or management services to the Company's subsidiaries or to all other companies in which the Company may hold an interest;
– to acquire, operate, manage and administer, pursuant to a lease, rental or otherwise, all developed or undeveloped real property;
– and, in general, all real or personal property, commercial, industrial or financial transactions that may directly or indirectly relate to such purposes or to all similar or related purposes that may promote the operation or development thereof;
– all of the foregoing both on its own behalf and on behalf of all third parties or by acquiring ownership interests, in any form whatsoever, by creating companies, by subscriptions, by limited partnerships, by mergers, by absorptions, by advances, by the purchase or sale of securities and corporate rights, by the purchase, sale or rental of its personal and real property or its rights therein, or by any other method.
It may carry out all transactions that are compatible with these purposes, that are related thereto or that contribute to the accomplishment thereof."

1.5 History of the Group

2011
Repayment of the balance of the 2009 short-term syndicated loan

2009
Some terms of the 2007 syndicated loan are renegotiated and a 2009 "short-term" syndicated loan is agreed

2007
Merger by absorption of CFF Recycling into Penauille, which changes name to Derichebourg. Creation of a major player in the services industry, with revenues of €4 billion and 50,000 employees, present in the environmental services, business services and airport services sectors.

Signature of a 700 million syndicated loan agreement to refinance existing borrowings.

2006
D. Derichebourg appointed Chairman and Chief Executive Officer of Penauille.

2006
CFF Recycling acquires the entire share capital of JCP Participations, which holds 49% of DJC. In turn, DJC holds 67.31% of Penauille.

2005
Friendly takeover by CFF Recycling of the Penauille Polyservices Group, following on from the partnership agreement between the two companies. Financial restructuring of PPS.

2005
Control acquired of Penauille Group (64.68% held by DJC, itself 51%-held by CFF Recycling), to create a major player in the business services sector.

2001-2002
Two-stage acquisition of Globeground GmbH. Penauille experiences financing difficulties following the September 11, 2001 terrorist attacks.

1999
Capital increase. Friendly takeover of Servisair PLC, the UK company specialized in airport services.

1998
Acquisition of GSA, specialized in airport services.

1998
Listing on the *premier marché* of the Paris stock exchange.

1996
D. Derichebourg launches a simplified takeover bid and becomes Chairman of CFF.

1994
Penauille listed on the *second marché* of the Paris stock exchange.

1987
– CEGAP contributes various property assets used in the recycling business.
– Metalinor, a French subsidiary of Usinor, contributes its scrap metal collection and processing activities.

1981
The first branches opened.

1977
Merger by absorption of Novafer, specialized in the collection and processing of scrap and other metals.

1970
Creation of Penauille.

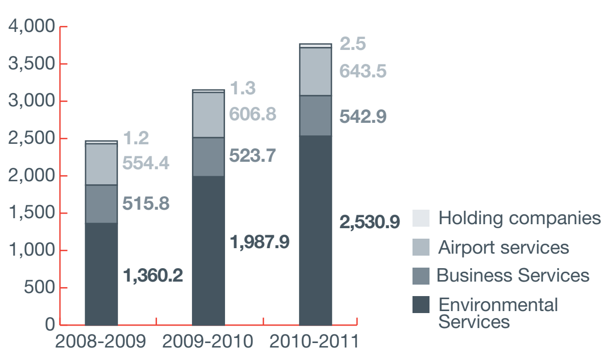
1963
IPO on the Paris stock exchange.

1956
Creation of Compagnie Française des Ferrailles.

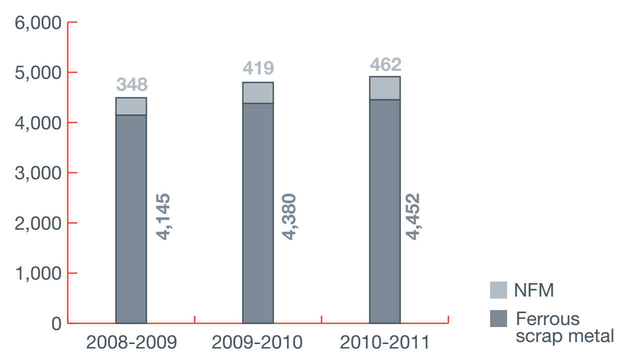
2. The Derichebourg Group in 2011

Key figures

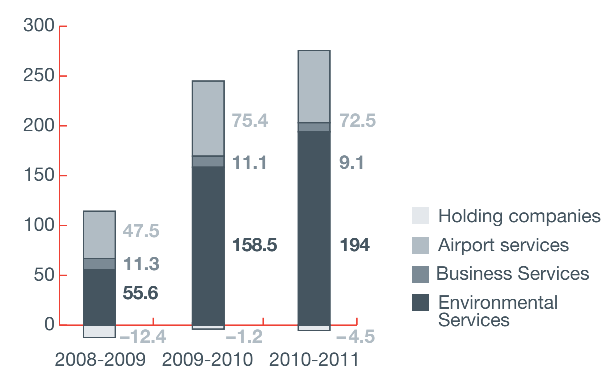
Revenues (in € million)



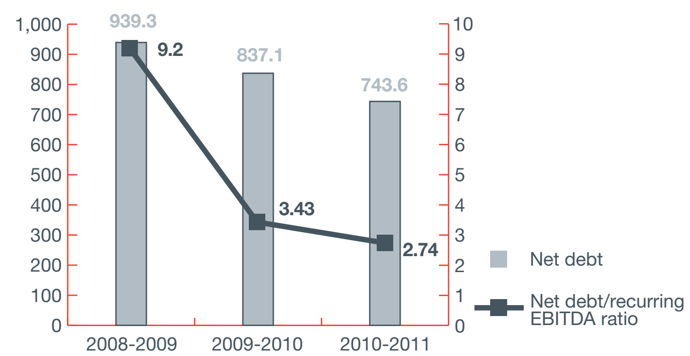
Environmental Services volumes (in thousands of tonnes)



Recurring year EBITDA (in € million)



Changes in net debt (in € million)



3. Presentation of the Derichebourg Group

Contents

3.1 Group organization chart

3.1.1 Group organization and issuer's position in the Group

Derichebourg SA's assets mainly comprise:
– equity interests in three interim holding companies, Derichebourg Environnement, Derichebourg Multiservices and Servisair SAS;
– shares in CFF Immobilière, which owns most of the property assets of the Environmental Services division;
– and shares in Servisair GmbH.

The Group's subsidiaries are mainly financed through Derichebourg SA, via the 2007 syndicated loan and its four amendments, initially totaling €700 million;

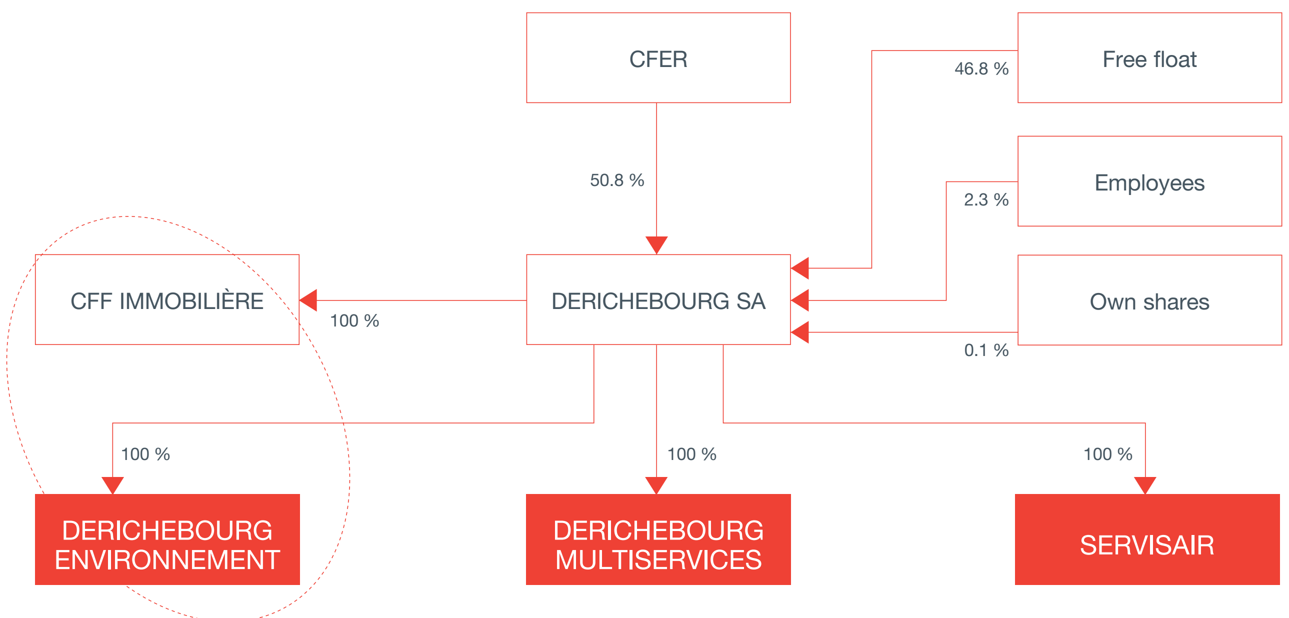
Derichebourg S.A. has signed interest-bearing finance agreements with its subsidiaries or sub-subsidiaries to enable current account borrowing or loans.

3.1.2 Organization chart

To make it easier to read, the organization chart is presented in four parts:
– summary organization chart of the Group and its shareholders (3.1.2.1);
– detailed organization chart of the Environmental Services division (3.1.2.2);
– detailed organization chart of the Business Services division (3.1.2.3);
– detailed organization chart of the Airport Services division (3.1.2.4).

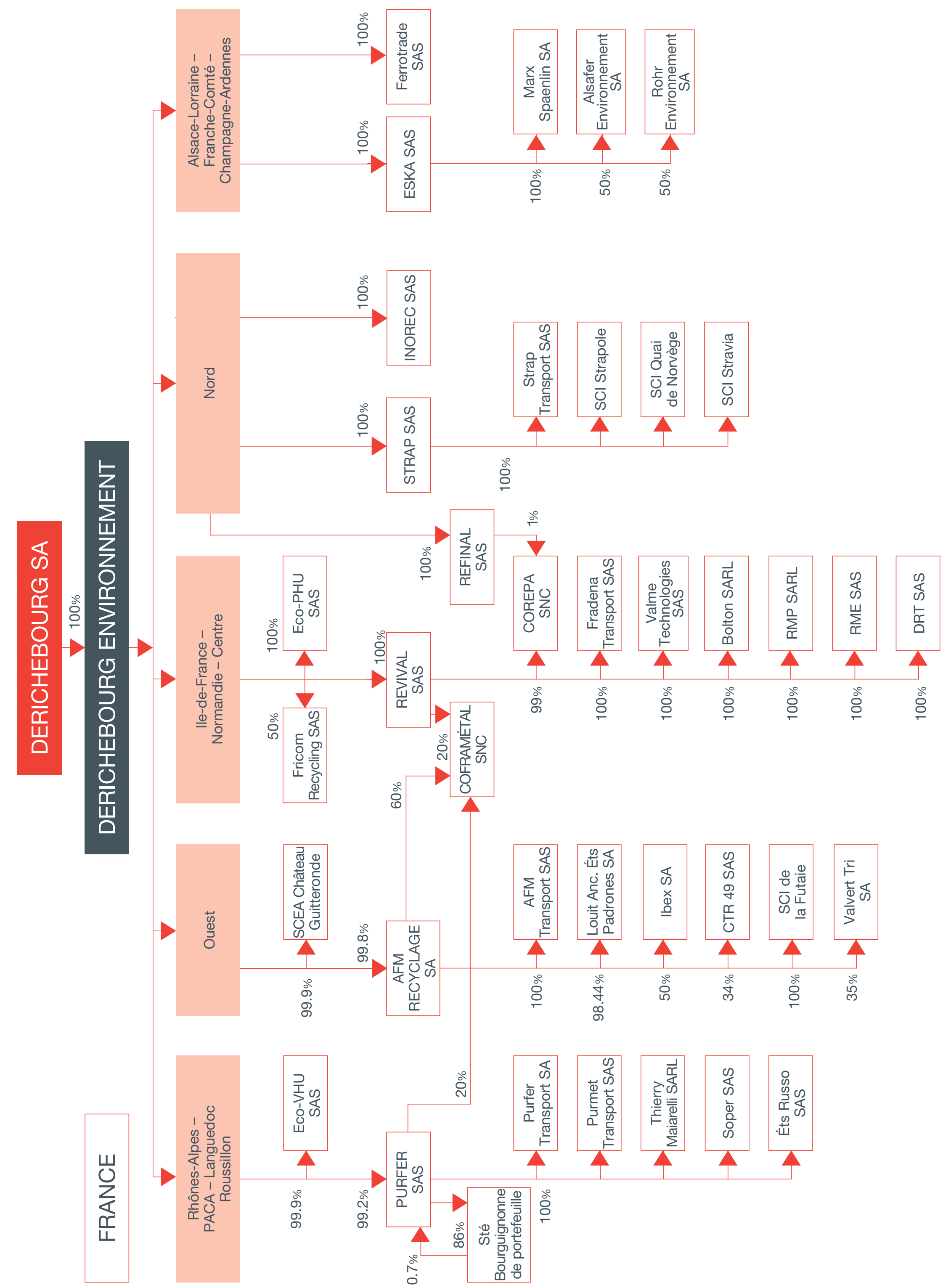
3.1.2.1 Summary organization chart of the Group and its shareholders

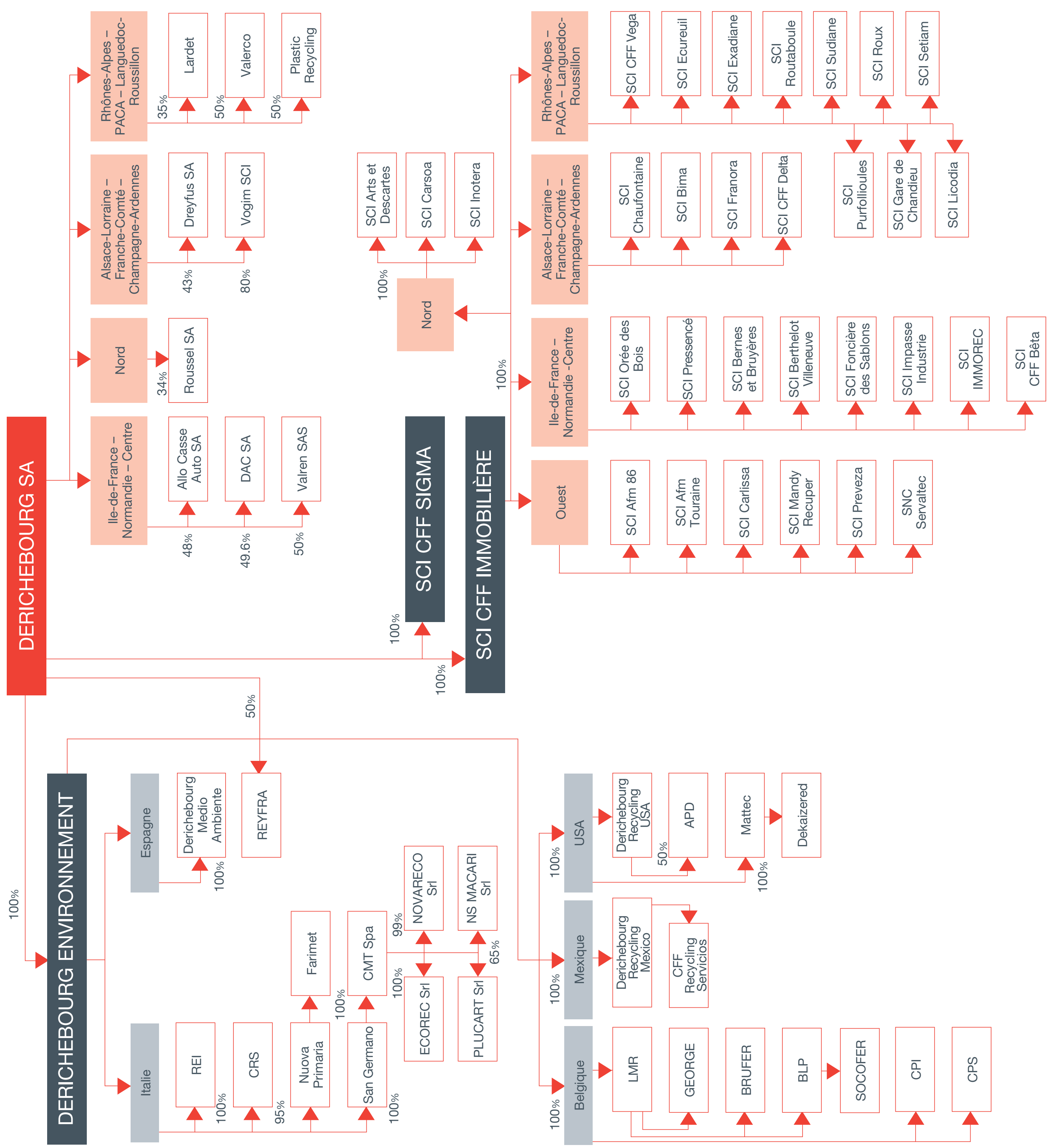
The DERICHEBOURG Group at September 30, 2011



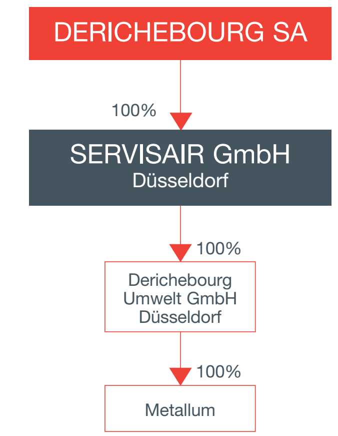
The figures above indicate the percentage shareholding.
CFER is held by the DERICHEBOURG family.

3.1.2.2 Detailed organization chart of the Environmental Services division (at September 30, 2011)



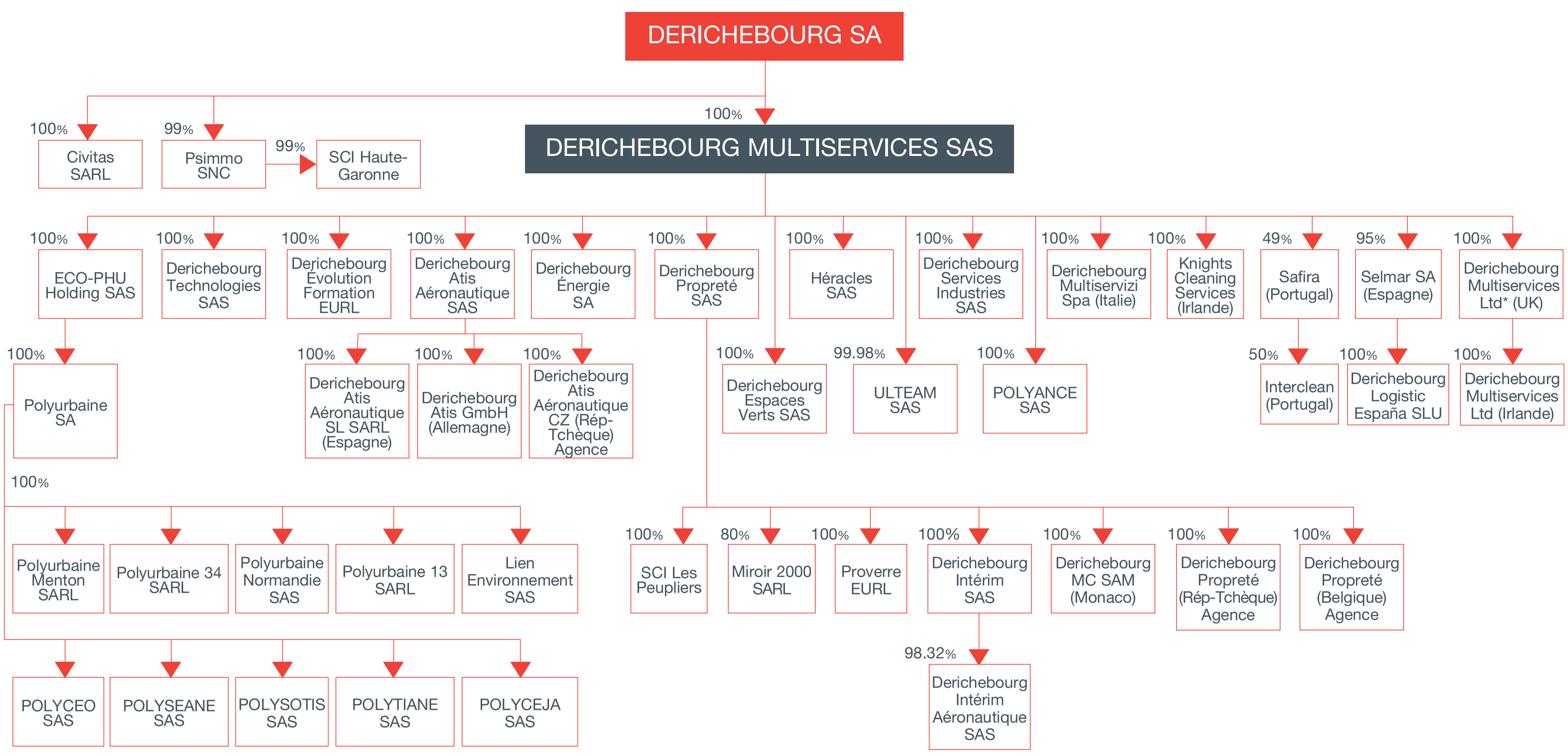


3.1.2.2 Detailed organization chart of the Environmental Services division (continuation)



And of the following dormant companies: Globeground Sofia EOOD, Lufthansa Airport Services Poland, Globeground Brazil Ltda.

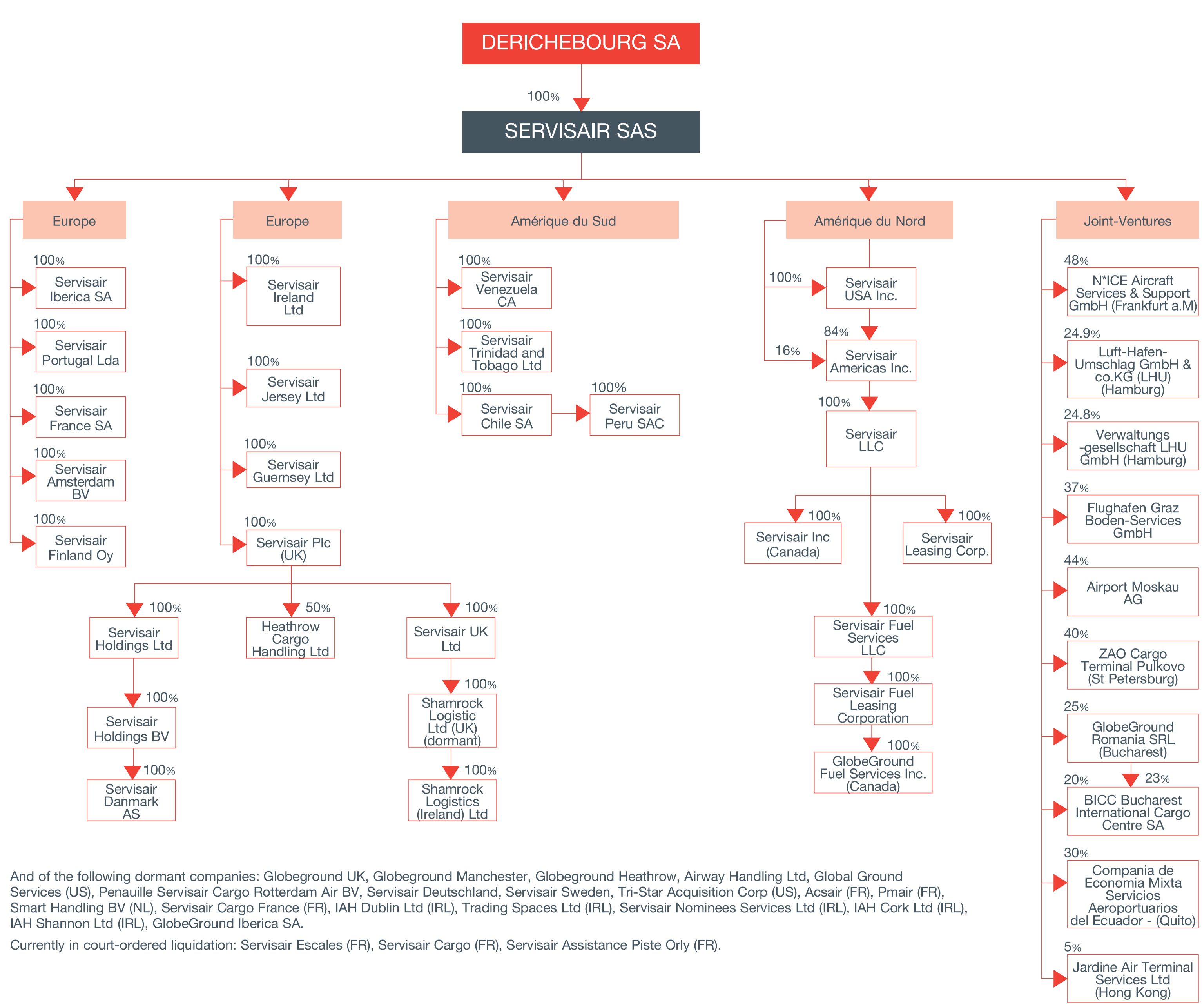
3.1.2.3 Detailed organization chart of the Business Services division (at September 30, 2011)



*Shareholder of the following companies that are either dormant or in liquidation: Inflight Catering Services Ltd, Inflight Cleaning Services Ltd, Inflight Commercial Services Ltd, Inter Company Services Ltd, Inflight Catering Services (Guernsey) Ltd, Inflight Customer Services Ltd, Derichebourg Multiservices Limited (Manx).

As well as the following companies that are either dormant or in liquidation: Derichebourg Propreté Beaubourg SARL, Derichebourg Staff Solutions BV, Agyr Luxembourg, Servisair Deutschland GmbH (Allemagne).

3.1.2.4 Detailed organization chart of the Airport Services division (at September 30, 2011)



And of the following dormant companies: Globeground UK, Globeground Manchester, Globeground Heathrow, Airway Handling Ltd, Global Ground Services (US), Penauille Servisair Cargo Rotterdam Air BV, Servisair Deutschland, Servisair Sweden, Tri-Star Acquisition Corp (US), Acsair (FR), Pmair (FR), Smart Handling BV (NL), Servisair Cargo France (FR), IAH Dublin Ltd (IRL), Trading Spaces Ltd (IRL), Servisair Nominees Services Ltd (IRL), IAH Cork Ltd (IRL), IAH Shannon Ltd (IRL), GlobeGround Iberica SA.

Currently in court-ordered liquidation: Servisair Escales (FR), Servisair Cargo (FR), Servisair Assistance Piste Orly (FR).

3.1.3 Non-controlling interests in Group companies

The Group has no significant non-controlling interests. Non-controlling interests on the balance sheet as at September 30, 2011 amounted to €1 million. The share of income attributable to non-controlling interests was €0.1 million.

3.1.4 List of Group subsidiaries

The list of Group subsidiaries is shown in note 4.31 of the notes to the consolidated financial statements.

3.2 Presentation of businesses and their portfolios

The Derichebourg Group is a key player at the international level in the provision of services to businesses and to local and municipal authorities.

It offers a comprehensive and integrated range of services, enabling its customers to focus on their core activities, improve their organization and control their costs. The Group covers the entire waste recycling chain, from collection through to recuperation, as well as a full range of services to businesses and to local and municipal authorities. These include cleaning, temporary work, energy, aeronautic support and logistics, airport assistance and sensitive sector services.

– The Environmental Services division's core business is the processing and disposal of waste – mainly metal waste – and of end-of-life products, with the recovery of secondary raw materials by the use of appropriate processing methods.

The Group has added to the capabilities of its various waste processing centers by extending its collection fleet, thus improving its overall services and enhancing control of its sources of supply. Continual improvements to the division's environmental services make a direct contribution to the efforts of industry to reduce the fraction of non-recuperated waste.

Environmental services have become a cornerstone in the international policy of protection of the environment.

– Derichebourg Multiservices, the Group's Business Services arm, provides reception, cleaning, energy, property maintenance and temporary staffing services separately or in tandem with the Derichebourg Group's waste-management services. These services are subject to different business cycles.

Servisair (Airport Services) is one of the world's largest providers of outsourced airport services, a market whose growth is proportional to that of air traffic.

– Servisair offers airlines stopover assistance, airfreight and passenger services, services to airport infrastructures, fuel management and maintenance of ground equipment.

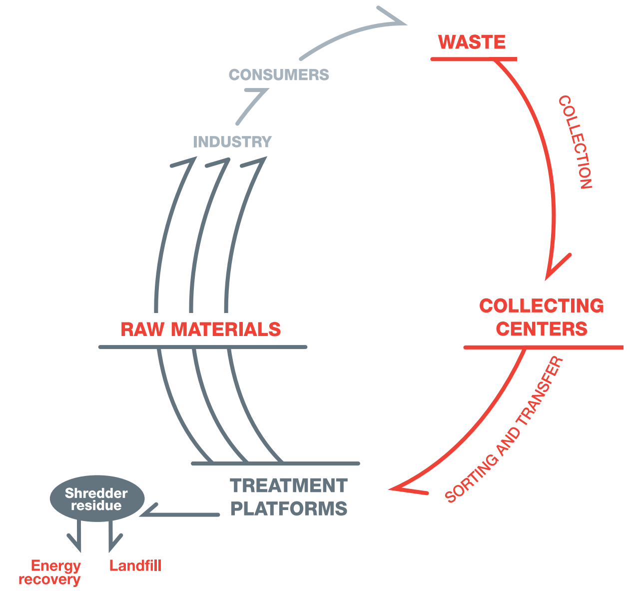
Main markets

Revenues by division	30-09-11 in € million	in%	30-09-10 in € million	in%	Variation
Environmental Services	2,530.9	68.0%	1,987.9	63.7%	27%
Airport Services	643.5	17.3%	606.8	19.5%	6%
Business Services	542.9	14.6%	523.7	16.8%	4%
Holding	2.5	0.1%	1.3	0.0%	92%
Total	**3,719.9**	**100.0%**	**3,119.7**	**100.0%**	**19%**

Revenues by geographic zone	30-09-11 in € million	in%	30-09-10 in € million	in%	Variation
Continental Europe	2,828	76%	2,334	75%	21%
United Kingdom and Ireland	334	9%	326	10%	2%
North and South America	559	15%	459	15%	22%
Total	**3,720**	**100%**	**3,119**	**100%**	**19%**

3.2.1 Derichebourg Environnement

Since 1956, the business of Derichebourg Environnement has been the collection, sorting, recycling and recuperation of ferrous and non-ferrous metals, end-of-life consumer goods (automobiles, electrical and electronic waste, etc.), as well as recuperation material (industrial demolitions, for example) and non-recycled industrial waste (manufacturing waste). These activities are integrated in an overall waste management service offered to both industry and local authorities. The Environmental Services division is characterized by integrated flows, from waste collection to the sale of recuperated products.



3.2.1.1 The ferrous and non-ferrous metals recycling market

The ferrous and non-ferrous metals recycling market is a global market with specific regional characteristics. It incorporates primary collection at source, preparation, recuperation and logistics.

There are very few international operators. Only the SIMS Metal Management Group and the Derichebourg Group have a significant international presence.

The Environmental Services division is faced with competition across France from the various regional operators, many of which are family owned.

Veolia Environnement and Suez Environnement have acquired some of these family-owned companies over the past few years to establish a foothold in the market. This competition extends to all activities, including the shredding of end-of-life consumer goods and products, in which Derichebourg Environnement holds a leading position via its operating subsidiaries.

Derichebourg Environnement is a key player on the non-ferrous metals market, in particular their sale via its subsidiary Coframétal.

Derichebourg Environnement is estimated to have about a one-third share of the French ferrous and non-ferrous metals collection market. There are, however, no reliable statistics in existence.

3.2.1.1.1 The ferrous scrap metal recycling market

The main factor impacting on the ferrous scrap metal market is the level of global steel production.

Global crude steel production

In millions of tonnes	2005	2006	2007	2008	2009	2010
Production	1,144	1,247	1,347	1,329	1,232	1,417
Annual growth rate	6.8%	9.0%	8.0%	(1.3%)	(7.3%)	15.0%
Including:						
Asian production	595	672	757	771	806	903
Annual growth rate	16%	13%	13%	2%	5%	12%
Rest of the world	549	575	590	558	426	514
Annual growth rate	(2%)	5%	3%	(5%)	(24%)	21%

Source: World Steel Association.

Although total global production has grown over the last few years, despite stalling in 2008 and 2009, it should be noted that Asia now accounts for 64% of global steel production, and China alone 44%. Compared with 2005, production fell in Western Europe and the United States, although an upturn in 2010 should be noted.

Due to a sustained level of business in the early part of the year, global steel production is expected to grow around 6% in 2011. The October 2011 forecasts made by the WSA predict growth of around 5% for 2012.

Within this global steel production, the electric steel mills must be singled out with around 90% of its supplies comprising ferrous scrap metals, with pre-reduced metals accounting for the remainder. Within the blast furnace sector, ferrous scrap metals (which have more stringent requirements in terms of purity) cannot account for more than 20% of the blast tonnage.

The table below shows the changes in the share of the electric steel mills, in terms of both% and tonnage:

	2005	2006	2007	2008	2009	2010
% of electric steel mills production	31.9%	31.7%	31%	30.8%	28.5%	29%
Electricity sector production (in millions of tonnes)	365	395	418	409	351	411
% change	3.6%	8%	6%	(2%)	(14%)	17%

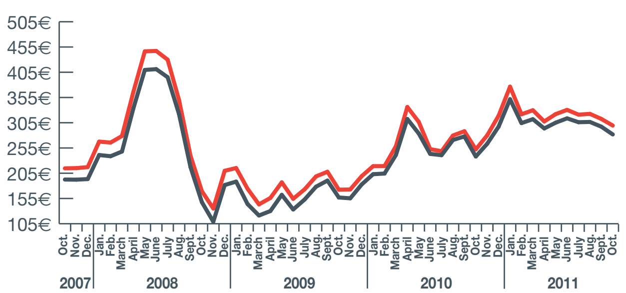
Source: World Steel Association.

Electric steel mills sector production varies enormously from one region of the world to another: with just 10% of the production in China, it accounts for 61% of the production in the United States and 42% in Europe. As mentioned above, the blast furnace sector also consumes ferrous scrap metal, but to a lesser degree. These data expressed as a percentage fail to show the significance, in absolute terms, of the consumption of ferrous scrap metal, and its growth.

The ferrous scrap metal market is a global market, the United States being the main exporter, Turkey the main importer. China has also begun to import ferrous scrap metal.

The following table shows price trends in shredded ferrous scrap metal in recent years (in euros/tonne).

Monthly ferrous scrap metal



Average monthly ferrous scrap metal E3 E1c E8 E40 E5m
E40 ex 33 (product of shredding) - *Sources Derichebourg*

Ferrous scrap metal is obtained, in part, from flat steel waste (from the automobile industry, household appliances, packaging, etc.) and is used to produce long carbon steel (primarily for construction, transport, etc.).

In terms of technical qualities, there is practically no difference between the primary metal manufactured from iron ore, and secondary (recycled) metal manufactured from collected products. The major users of secondary metal are the steel, construction and automobile sectors; they are also the primary suppliers of scrap. Scrap metal is obtained from industrial demolitions, waste production or end-of-life products. The French market for scrap metal collection is fragmented. Derichebourg Environnement's main competitors are mostly regional operators, with the exception of Guy Dauphin Environnement, SITA and Veolia Environnement, which cover a number of French regions. In the special case of Derichebourg Environnement, its name combines a notion of quality of collection services (especially for on-site plant removals) with the image of guaranteed payment.

The recycling market is characterized by different types of strong entry barriers:

– financial: its capital-intensive nature and the high initial investments required may dissuade new entrants, although this industry offers a high return on capital employed, in the order of around 20%, which is an attractive feature;

– regulatory: many EU directives on waste are still seen as too complex by players in the industry, and obtaining operating licenses is an arduous process.

– technological: adapting production equipment to different market segments (ferrous metals, non-ferrous metals) is a long and costly process.

3.2.1.1.2 The non-ferrous metals recycling market

The main non-ferrous metals (NFM) the Group deals in are aluminum, copper, stainless steel, lead and some rare metals. As is the case for steel, there are three sources of recuperation: production scrap, industrial demolition scrap and end-of-life products.

NFM are found primarily in buildings, packaging, automobiles and industrial equipment. User industries are essentially foundries, refineries and other heavy industries. Recuperation covers approximately 37% of demand for NFM worldwide.

Recycling of end-of-life products will be increasingly unavoidable since it is the only source of secondary non-ferrous metals at the same time as the primary resource is dwindling, at least temporarily, as a result of the low number of new mines opened over the past few years. New mining projects have been delayed as a result of unfavorable conditions on commodities markets (nickel, aluminum and copper) in the 1990s. The spot prices of metal observed during this period were unattractive and these projects did not offer sufficiently high internal rates of return. Several other factors also favor the development of non-ferrous metal recycling. First, the production of primary ore is nonexistent in many areas of the world. Recycled products are thus the only "surface mine" available and are also a renewable source; in all cases, the reutilization of recuperated products leads to savings in raw materials.

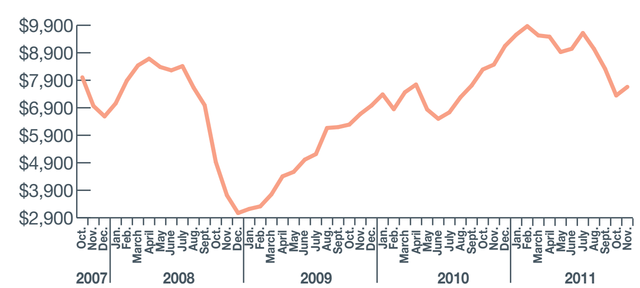
In addition, the production of secondary, recycled products is much cheaper than manufacturing primary products from ore. Investments required are, on average, three to four times lower than for refining ore. Energy savings compared to the production of primary metal are about 60 to 80% for copper and 90 to 98% for aluminum - a clear-cut competitive advantage in a context of soaring energy costs and increasingly severe restrictions on CO_2 emissions in Europe.

Even so, production cost savings are partially offset by the costs of collection and by environmental restrictions in industrialized nations. These limitations are less restrictive in emerging countries, which increasingly use this type of production and import recuperated products.

The recuperation of end-of-life products alone accounts for 20% of global NFM consumption. The global demand for non-ferrous metals correlates strongly with changes in the global industrial production index.

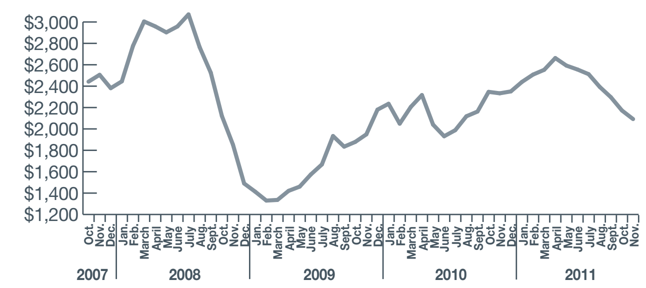
Demand from emerging countries, starting with China, is expected to continue to grow in the medium term, leading them to increase waste imports from industrialized nations, which have themselves been processing waste metals for many years. Non-ferrous metals have been treated as a type of financial asset in recent years, leading to increased price volatility.

Copper LME Settlement



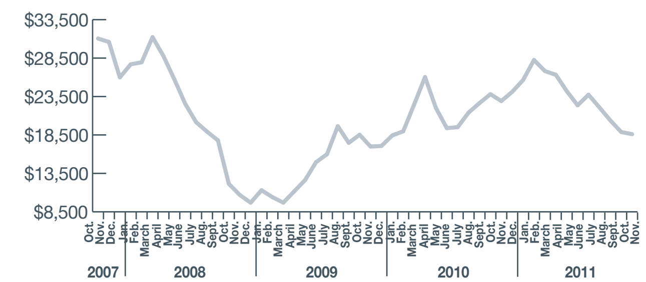
Copper LME Settlement

Aluminum LME Settlement



Aluminum LME Settlement

Nickel LME Settlement



Nickel LME Settlement

Demand for non-ferrous metals is influenced by:

– strong global demand, driven by China and the world economy;

– dollar exchange rates against other currencies. Prices on the LME change automatically in line with fluctuations in the dollar;

– demand regularly exceeds supply because the supply is limited or finite and is dependent on the waste growth rate. New sources put on the market are often extensions of existing mines.

3.2.1.1.3 The public sector services market

Derichebourg Environnement is also an environmental services provider, i.e. household waste collection, cleaning, collection and recuperation of WEEE.

The specifics of this market are totally different from those of the ferrous scrap metal and non-ferrous metal recycling markets. The markets are national, or even regional. More often than not, the contractual framework is that of public sector procurement.

3.2.1.2 The Derichebourg Environnement business portfolio

3.2.1.2.1 Collection, sorting and recuperation

With a fleet of more than 1,800 trucks and utility vehicles, Derichebourg Environnement collects the following waste:
– end-of-life vehicles (ELVs);
– waste electrical and electronic equipment (WEEE);
– production waste;
– demolition scrap metal;
– common industrial waste;
– plastics;
– tires;
– paper/cardboard.

Depending on the type of product being collected, Derichebourg Environnement has a wide range of industrial equipment (shredders, shear presses and flattening presses) for the extraction of high-quality secondary raw materials. The Company provides the sorting of complex fractions using a combination of techniques: induction, colorimetry, density differences, aerolic sorting, particle sizing, etc.

Depending on tonnage and the materials to recuperate, Derichebourg Environnement can offer on-site processing of industrial waste to customers in their factories in the framework of multi-annual service contracts, or customized regular collection of dumpsters and hoppers installed on-site. Derichebourg Environnement has solid experience with in situ platforms, including steel plants and automobile builders.

Scrap metals

Derichebourg Environnement prepares scrap metal with shredders and shear presses to produce materials complying with high-quality standards: elimination of impurities, compliance with specifications and calibration of lots. The recuperated products are destined primarily for electric steel mills, foundries and converters in the long steel industry.

The blast furnace sector also uses ferrous scrap metal, but to a lesser degree, in order to lower the temperature of the melt in the converter so that the alloying elements integrate under good conditions.

In 2010-2011, the Group processed 4.4 million tonnes of ferrous scrap metal.

The non-ferrous metal industry

Derichebourg Environnement has equipped each shredder with an induction separator and has three flotation units in Europe for the separation of aluminum from other metals (copper, zinc, stainless steel, etc.). Once sorted and conditioned, metals are sent to zinc and copper refineries for refining. With the exception of aluminum, which is processed by a refinery belonging to REFINAL, a Group subsidiary, the recuperated products are destined for metallurgy companies and foundries and are used mainly in the automobile industry. The Group's refinery produced 37,090 tonnes (2010-2011 production comparable with that of the previous year) of secondary aluminum ingots, sold to automobile industry subcontractors.

In 2010-2011, the Group processed over 460,000 tonnes of non-ferrous scrap metal.

Shredder residues

Because a considerable proportion of waste collection includes end-of-life consumer goods, which are subject to stringent recuperation objectives, Derichebourg Environnement has expanded its know-how to include the recuperation of non-metallic products, e.g., glass, plastics, foams, tires, etc. The recuperation of these materials and components may lead Derichebourg Environnement to create other partnerships.

During the year, the Group invested in a number of pieces of equipment used to recuperate the metal scraps present in shredder residues (heavy ends, i.e. induction waste).

Plastics

The Group is gradually extending its expertise to the recuperation of plastics and is investing in plastics separation equipment. The challenge is to sort the plastics into uniform categories to optimize recuperation of the products being sorted. It has a stake in the Plastic Omnium product to manufacture bumpers from recycled plastics (PBT) via a joint venture, Plastic Recycling, for which it is partially responsible for procurement.

3.2.1.2.2 Public sector services

The efficient management of household waste and urban cleaning are currently major challenges for local authorities. It determines the quality of life of citizens and the fulfillment of economic, social and environmental obligations that are an increasing burden on local authorities. Derichebourg Environnement subsidiaries, POLYURBAINE (France) and SAN GERMANO (Italy), handle all types of household waste and all collection processes, including: traditional and selective (glass, newspapers and magazines, household packaging, green waste, cartons, paper, etc.), both door-to-door and by voluntary deposit. These subsidiaries also collect roadside waste and large items, manage several household waste materials recovery facilities and transport waste to treatment and recycling facilities. POLYURBAINE also has overall experience in the management of waste collection centers and offers to manage all aspects of local authorities' urban operations and cleaning (street sweeping, cleaning contaminated soil, public waste bins and containers, graffiti removal, etc.).

Since June 2009, POLYURBAINE has been collecting household and multi-material waste door-to-door in seven of the ten districts of Paris where waste is collected by private-sector companies, and has been handling household waste-collection for two of Marseille's districts since September 2010.

3.2.1.2.3 Service provisions

The Group also offers the following services:
– treatment of by-products from **steel mills** and other industries.
– **common industrial waste** collection and management through its subsidiary ECO-PHU;
– management-distribution of **end-of-life vehicles** (collection, processing and surveillance of materials) through its subsidiary ECO-VHU, for automobile builders. The Derichebourg Groups has a network of over 500 approved breakers yards in France (internal or corresponding third parties) enabling it to fulfill territorial network requirements, thereby putting the Group in a favorable position to sign framework contracts with car-makers and importers.
– **Waste electrical and electronic equipment (WEEE):** Decree No. 2005-829 of July 20, 2005 and its related statutory instruments set the framework for the implementation of waste electrical and electronic equipment recycling. The key points of this new regulation are the following:
– the creation of four "eco-organizations" tasked with collecting a levy on the sale of new equipment sold on the market, which is intended to cover the costs of the process.
– implementation of very strict procedures for the extraction of polluting component parts (PCB condensers, mercury switches, batteries, etc.) in order to reduce significantly the volumes of dangerous substances disposed of in landfill sites;
– strong encouragement to favor economic solidarity and employment of the underprivileged in this new business;
– strong emphasis on putting back on the market the recycled material (plastic, mineral fragments, metals, etc.) in order to save on raw materials;
– very clear creation of five separate types of business: non-refrigerating household appliances (washing machines, dishwashers, hobs); refrigerating appliances (refrigerators and freezers); small appliances; screens (computers and TV); and lighting (fluorescent tubes and low energy bulbs).

Derichebourg Environnement is systematically positioning itself to work with all the eco-organizations on a national level on logistics and on four classes of waste electrical and electronic equipment.

To date, Derichebourg Environnement has obtained a significant share of this recycling, having won bids relating to 60% of the recycling of refrigeration appliances and around 50% of non-refrigeration appliances.

Derichebourg Environnement has also positioned itself in the market for the processing of small appliances, currently with a small market share but one which should increase significantly in years to come. Derichebourg Environnement makes extensive use of its partnership with the "Fédération ENVIE", which has a national network of businesses involved in finding work for the underprivileged.

Lastly, for the processing of waste refrigeration appliances, Derichebourg Environnement has teamed up with one of the international leaders in the ecological processing of refrigeration products containing CFCs or HFCs in their refrigeration circuits or insulation. A 50-50 subsidiary called Fricom Recycling has been created with this partner, Oeko-Service AG (better known under the name of SEG).

3.2.1.3 Innovation, research and development

The Environmental Services division is continuing its efforts to increase its returns on the processing of end of life consumer goods. One of its objectives is to use all or part of its shredding residues, either in the form of energy or as secondary raw material, by improving the separation and extraction of metal, plastic and glass parts.

From 2012, Derichebourg Environnement will be technically capable, throughout its recycling/breaking activities,
of achieving an 85% recycling and re-use rate for end-of-life vehicles, the rate set by the applicable regulations.

Durable businesses have been developed to deal with used tires, certain types of plastic and part of the shredding residues, which are turned into alternative fuels.

In association with the manufacturers (car-makers, manufacturers of electrical and electronic equipment, component suppliers, and the plastic, chemical and cement industries), Derichebourg Environnement is developing a research and development policy aimed at meeting and beating the recycling goals set out in the European directives.

Derichebourg Environnement has invested heavily in R&D, notably through the implementation of two shredding residue processing platforms on its Corepa sites at Bruyères-sur-Oise and Pagny-sur-Meuse in France. These sites are involved after the shredding process in order to optimize the recovery of material from the mix (non-ferrous metals and non-metallic parts).

Derichebourg Environnement already produces more than 40,000 tonnes per year of alternative fuels for cement producers and is turning concentrated plastic into a mixture to enable additional sorting by type of plastic.

Lastly, Derichebourg Environnement is achieving optimal recovery rates of the metals found in the various shredding sub-products.

In 2010-2011, a number of pieces of equipment were specified and developed for the recuperation of the metals contained in the heavy ends from induction waste.

3.2.1.4 Property, plant and equipment: significant non-current assets
The Group's Environmental Services division is a heavy user of equipment, i.e. shredders, shears, inductors, collection and sorting machines, as well as of their related infrastructures - land, concrete slabs, electricity supplies.

The table below provides details of the gross and net value of the tangible assets used

In millions of euros	30-09-11	30-09-10
Gross values	1,084	974
Accumulated depreciation	(693)	(604)
Net value	**391**	**371**

Wherever possible, the Derichebourg Group prefers to purchase the land on which it operates its environmental services provision. In view of its long-standing ownership of certain land, there are unrealized capital gains between their value and their historical cost. During the transition to IFRS standards, the market value of land at October 1, 2004 was considered to be the cost in certain cases. A variance (net of deferred taxes) of €41 million was recognized in shareholders' equity and in non-current assets.
The Group is the owner of part of the land used for the operation of its business. It also rents land from external lessors, including one site from the Derichebourg family:
– SCI des Demuyes, 12 rue Bonaparte, 59560 Comines: land developed for use as a waste collection center, leased for €34,000 per year.

3.2.2 Derichebourg Multiservices

3.2.2.1 The Multiservices market and the competitive environment
Demand on these markets is characterized by:
– its fragmentation: all sectors of activity are potential users of the types of services offered, and so the customer profile is representative of the French economy.
– the significant presence of the public sector, i.e. except for temporary workers, public services are a significant part of the market since administrations are increasingly outsourcing these services;
– an increase in the multiservices offer: although wide-ranging integrated services have not yet become a purchasing standard in France, this trend nevertheless remains pronounced and is a source of growth for services groups. This trend is more marked in countries such as the United States and the United Kingdom.
The European business services market is heterogeneous, resulting from both the variety of services offered and the players involved, which are often small companies.

Cleaning services have been outsourced for a long time. Their history in France dates back to the middle of the 19th century. French companies subcontracted this activity for several reasons, including their industrial strategy (focus on the core business) and cost reductions.

3.2.2.1.1 Cleaning

A growing market
The rate of outsourcing these services varies from one country to another and is only 60% on average in Europe, a good illustration of the growth potential still remaining for this activity. The outsourcing rate in France is about 52%. From 1995 to 2007, cleaning sector companies increased their revenues at an annual rate of 6.2%, including inflation and newly outsourced services (source: FEP: Fédération des Entreprises de Propreté).

A fragmented market on the road to consolidation
In Europe alone, the cleaning market comprises about 129,000 companies (2006).
This market in France has been assessed at about 17,000 companies, 78% of which employ fewer than ten people and only 1% more than 500. Market players with headcounts of over 500 account for 57% of the industry's revenues and this percentage has been increasing over the past few years (source: FEP).
The acceleration of outsourcing is accompanied by increasing customer demand for more extensive geographic coverage and a wider range of services.
This explains the emergence of European players covering several countries and offering a comprehensive range of services, which is out of the range of small- and medium-size companies.

Margins under pressure
The market is characterized by customers who are more demanding and by pressure from competitors in terms of prices, making it more difficult for service companies to pass the totality of salary increases (increased minimum wage, annualization and reintegration of overtime and extra hours in the calculation of Fillon's reduced contributions on low wages, increase in contributions and charges) through to sales prices.
In order to maintain margins in these conditions, efforts are being made to optimize operational productivity.

3.2.2.1.2 The temporary staff market
The Group's Intérim division has grown strongly in recent years, in both its traditional sphere and in its aeronautics activities.

The temporary staff market, which is often a way of adjusting the workforce to customer demand, is more volatil than the fluctuations of the jobs market. The temporary staffing market grew steadily from 2000 to 2007 and then contracted rapidly in 2008 and 2009, with revenues plunging 23% in one year (source: PRISME). Temporary employment had plunged 27.8% in 2009, after falling 10% in 2008 (source: PRISME).
The Derichebourg Group's staffing business also suffered a severe decline, although it was more resilient than the market in general.
The Group endeavored to position itself on the specialties market, where cycles are less volatile than general economy markets such as aeronautics and health. There was a sharp upturn in 2010-2011.

3.2.2.1.3 The aeronautical services market
The Group subsidiary, Derichebourg Atis Aéronautique, is a major provider in the aeronautical construction support services sector. These are highly specialized industries, with few major operators, which is both a strength (not many competitors) and a potential weakness (not many customers).

3.2.2.2 Group's Multiservices business portfolio
The Business Services division operates under the name Derichebourg Multiservices. It is a major player in the European public and private sector services market.
The Derichebourg Multiservices brand provides the following services:
– cleaning;
– reception and related services;
– handling;
– energy;
– temporary staff and recruitment;
– temporary staff and aeronautics;
– maintenance and aeronautics;
– sensitive sector services;
– remote monitoring;
– other specialist services.
The division is present in nine European countries and has 20,000 employees. Its goal is to enable businesses and local authorities to concentrate on their core activity by outsourcing transferable services, improving their organization and controlling costs.

3.2.2.2.1 Derichebourg Propreté et services associés
Derichebourg Propreté focuses on all activities related to cleaning and hygiene. It is a benchmark player in Europe, supported by an effective commercial network.
Derichebourg Propreté thus offers a full range of services intended for all economic players in highly varied sectors, whether major accounts or small businesses, on sites requiring very different technical skills. The wide range of sites and sectors managed by Derichebourg Propreté is proof of its broad spectrum of competence, to the benefit of the public and private sector.
Derichebourg Propreté is active in the following sectors:
– cleaning in the service/traditional sectors;
– cleaning hospitals;
– cleaning hotels;
– cleaning public premises;
– cleaning workshops/industrial plants;
– cleaning transport equipment;
– cleaning in the agribusiness sector;
– cleaning in the nuclear industry;
– cleaning of ultra-clean premises/clean rooms;
– cleaning retail stores and salerooms;
– cleaning urban infrastructures: roads, car parks, exteriors, urban furnishings, bus shelters, tolls;
– collection and selective sorting of waste.

Derichebourg Propreté in figures
– 18,000 specialists in cleaning and related services
– 250 locations in Europe, including 180 in France
– Almost 15,000 public and private sector customers

3.2.2.2.2 Derichebourg Services Industrie (DSI)
Derichebourg Services Industries is proposing to provide or coordinate services within high-risk industries, such as the nuclear, chemical, pharmaceutical industries or complex environments.

Two types of services are possible: delegated operations, and specific or "spot" interventions.

Operations
1. Overall management of the laundry chain in nuclear installations: DSI supplies uniforms and sundry products and washes and handles, collects and distributes all items of essential workwear for our customers and their subcontractors.
2. Processing, sorting, identifying and measuring complex waste, as well as all methodologies and records relating to such waste, in particular, nuclear VLLW (very low level waste) or LLW/MLW (low level or medium level waste).
3. Nuclear logistics, i.e. support services for operators. This includes managing operating data flows, supplying consumables, managing stores, low-level maintenance operations, handling, sanitation and cleaning, etc.

Interventions
1. On-site maintenance work on customers' specialist machinery (e.g., polar cranes in reactor buildings or tri-directional fork lifts).

2. Maintenance work on reactor vessels.
3. Clean room sanitation and clean-ups of contaminated premises or exteriors. Chemical cleaning or cleaning using thermodynamic vectors (NCGV, jetting, etc.).
4. Handling PIMW (potentially infectious medical waste), radioactive and other waste, identifying it, prior to forwarding to storage centers and legal outfalls.
5. Disassembly or reassembly operations during major maintenance work (major overhaul, shutdown, etc.).

DSI provides these services direct or coordinates their supply by specialist Group companies. It calls in IT or measurement experts, as required.

3.2.2.2.3 Ulteam

ULTEAM offers public and private reception services, and special event hostesses:
– reception, switchboard;
– mail management;
– space management;
– planning of meeting rooms;
– management of daily waste;
– archiving;
– stores;
– primary maintenance;
– internal moving services, etc.
ULTEAM also provides hostess services for various events.

3.2.2.2.4 Derichebourg Énergie

Derichebourg Énergie follows an ongoing policy of reinforcing its skills in order to respond to the desire of customers who want to outsource the entire operating management of their site or building. The Company bases its broad range of services on this aim of assisting customers in their needs.

Electrical engineering - air conditioning engineering
Derichebourg Énergie is active in electrical engineering and air conditioning engineering, providing installations of every size and every technical level. The Group's determination to be a quality service provider is shown by its presence from the project design phase onward through to its commitment to provide preventive maintenance in order to ensure the durability of installations.

Electrical engineering
– industrial power
– regulation and programmable logic controllers;
– centralized technical management and remote surveillance;
– electricity back-up, generators and uninterruptible power supply installations.

Air conditioning engineering
– heating, air-conditioning, refrigeration
– aerolics, hydraulics;
– processing of fluids.
– laboratories, clean rooms, computer rooms.

Facilities management – Maintenance of installations – Maintenance of buildings
Derichebourg Énergie provides the electrical and air conditioning maintenance of all types of installations, and in all environments, i.e. traditional offices, industrial plants, hospitals, etc.

Maintenance of installations
– heating, air-conditioning, refrigeration
– high-voltage, low-voltage systems;
– back-up power;
– new energies;
– processing of fluids.

Maintenance of buildings
– traditional or modular plaster walls
– floor and wall coverings;
– carpentry;
– decoration.

Derichebourg Énergie represents:
– 20 years of expertise in air conditioning engineering and electrical engineering;
– and around 180 engineers and technicians.

3.2.2.2.5 Derichebourg Intérim et Recrutement

From multi-specialist to specialized temporary workers
Derichebourg Intérim offers services in a number of different sectors:
– logistics/distribution/transport: from drivers to inventory managers;
– industry: from sheet metal workers to underwater divers;
– civil engineering/finishing: from carpenters to CAD/CAM designers;
– secretariat/general services: from secretaries to site mangers;
– accounting/information technology: from auditors to programmer analysts;
– banking/finance/credit: from cashiers to traders;
– insurance/reinsurance: from policy writers to accountants;
– hotels and restaurants: from busboys to head waiters;
– metal working: welders/milling machine operators;
– operations at altitude or depth: safety wire workers, aerialists, divers.

Derichebourg Intérim also has specialist expertise in the health sector.

Derichebourg Intérim in figures
– Professionals in more than 200 occupations
– 65,000 assignments annually
– Over 5,000 customers in France

3.2.2.2.6 Derichebourg Intérim Aéronautique

Derichebourg's aeronautics temporary staff business works in France and internationally with the largest companies in the aeronautics sector, commercial and passenger airlines, and with the military. The assignments undertaken include the following:

Aeronautics maintenance and production (aircraft, helicopters)
– Runway and hangar mechanic
– E.I.R. (Equipment Instrument Radio)
– Passenger cabin mechanic
– Engine mechanics
– Cabin commissioning
– Set-up/adjuster mechanic (aircraft cell, cabin, tooling)
– Cabler
– Turner-fitter
– Welder
– Boilermaker
– Composite operator
– Radio controller
– Buyer / order preparer / logistician
– Design offices: draftsman, methods technician, project mechanic, engineer, technical writer, etc.

Airport Services
– Check-in staff
– Transit staff
– Freight staff
– Baggage disputes
– Counter staff
– Operations staff
– Traffic staff
– Runway staff
– Baggage handlers
– Tractor-pusher driver

Derichebourg Intérim Aéronautique in figures
– 52,000 assignments in 2010
– Over 30,000 training hours in 2010
In 2009, the Group set up its own aeronautical services training school: Derichebourg Évolution Formation.

3.2.2.2.7 Derichebourg Atis Aéronautique

From manufacturing preparation to delivery
Derichebourg Atis Aéronautique is a major service provider to aircraft manufacturers at all stages of the construction process, i.e. manufacturing preparation, design of assembly tools, construction, assembly, organization of logistics, quality control. technical support during test flights, delivery of aircraft, etc.

From preparation of the maintenance manual to technical support with asset management
Derichebourg Atis Aéronautique also works with more than 50 airlines, in ten European airports, and with aircraft owners in preparing maintenance manuals, monitoring navigability, line maintenance and repairs.
More generally, Derichebourg Atis Aéronautique works alongside its customers throughout their aircrafts' life cycle to ensure that technical and regulatory requirements are satisfied for aircraft in operation, providing support, engineering, advisory and other services.
A major player in this expanding market, Derichebourg Atis Aéronautique has acquired highly specialized expertise and a top notch reputation in this market. Its service offer comprises, among other things:

For manufacturers
– Quality control services: preparation for production/tests
– Special processes, i.e. washing aircraft, technical and commercial cleaning: stripping, temporary painting, hauling, and repositioning aircraft
– Production and repairs: production of aeronautic structures/final assembly lines, flight tests, modifications and repairs

For third-party companies
– Line maintenance (Airbus, ATR, Fokker, Bombardier, Boeing, etc.);
– Base maintenance (1,500m^2 hangar at Paris Orly): programmed maintenance, modification and repair of aircraft, mothballing, inventory management, technical verifications, refilling oxygen bottles

Engineering
– Aircraft retrofitting, definition of quality manuals, complete technical management, management of maintenance schedules, technical support, analyses;
– Spare parts, management of component repairs, group contract management, analyses;
– Assembly line coordination: industrial partners;

Derichebourg Atis Aéronautique in figures
– Nearly 15 years' experience in the aeronatics sector
– 14 sites in Europe
– 2 subsidiaries in Europe: Atis Iberica (Spain) and Atis GmbH (Germany)
– 15 complementary areas of expertise

– 1,200 highly-qualified engineers and technicians
– 10% organic growth on average over the last four years
– service provider to more than 50 airlines
– service provider to 20 aircraft manufacturers

3.2.2.3 Assets used

The Multiservices division mainly provides services and, because of this, use very few tangible assets invested by the Group. Being supplied mainly on-site at customers' premises, the service also uses customers' means of production.

The table below provides details of the gross and net value of the tangible assets used

In millions of euros	30-09-11	30-09-10
Gross values	80	74
Accumulated depreciation	(56)	(52)
Net value	**24**	**22**

3.2.3 Servisair

3.2.3.1 The airport services market and the competitive environment

The airport services market is influenced by several trends which, when combined, show growth prospects for future years.

Growth in air passenger and cargo traffic

Over the long-term, the number of kilometers traveled by air passengers is thought to have doubled every 15 years.

Air traffic can, however, fall from one year to the next (particularly in 2009, compared with 2008), during periods of recession. Nevertheless, every time a period of recession has ended, air traffic has reached higher levels than those recorded prior to the start of the recession.

Air traffic is measured both in terms of the number of passengers carried and by the tonnes of merchandise transported.

After a sharp drop in 2009 (passengers down by 3.5% worldwide and freight transported down by 10%), 2010 was a year of catch-up and 2011 a year of growth in passenger traffic (up 7.5% on an annual basis at the end of September) with stable cargo traffic (up 0.4% at the end of September) (Source IATA).

Over the long-term, aircraft manufacturers are expecting annual growth in the region of between 4 and 5% for both passenger and cargo traffic.

It is a growth market for independent operators

The cost of airport assistance is a major budget line for airline companies.

SERVISAIR estimates that passenger assistance services, aircraft ground services and ticketing account for 10% to 15% of an airline company's expenditures.

The reduction of these costs is a critical factor. One response to cost reduction is outsourcing. Airlines are focusing on their core business and are outsourcing all their ancillary activities to specialized service companies.

The outsourcing of airport services is characterized by several tendencies.

In Europe, deregulation, i.e. opening all European airports to competition, is governed by Directive 96/97/EC of October 5, 1996.

Before that date, airports in continental Europe were closed to all forms of competition. Assistance services were provided by the airport operator or the national airline. The situation differs in each country in Europe: totally liberalized in the North (UK, Netherlands, Ireland, Scandinavia), partially liberalized in Germany, France, Austria, Greece and Belgium, and still quite closed in the South (Spain, Portugal, Italy) and in Switzerland. Blue chip airlines are accentuating the outsourcing of airport assistance and are adopting an approach that is less and less local.

The same is happening in independent companies and alliances (One World, Skyteam, Star Alliance) with the aim of finding the same service level and appropriate costs at all stopovers.

The market for low-cost air travel has grown very rapidly over the past few years. Since they were created, they have outsourced airport support services.

The Airport Services market is highly fragmented and is composed of three types of players, i.e. airport operators and airlines which, according to Servisair's estimates, controlled respectively 20% and 55% of this market in 2003 and 5% and 50% in 2010, and independent operators.

The independent operators segment is expected to grow more rapidly than the market as a whole due to:
- the continuation of outsourcing trends,
- the progressive deregulation of airport monopolies.

Revenues for the five world-class independent players (Swissport, Servisair, BBA-ASIG, Menzies, WFS) total some €500 million. Their relative importance is expected to continue to grow more rapidly than air traffic, in the context of strong competition on the main platforms and a variable level of competition at smaller airports.

The increase in the average size of aircraft observed in the long term favors major players with teams capable of performing all the services listed in the contract within limited time periods.

Generally speaking, the financial revenues recorded by independent operators correlate with levels of air traffic worldwide.

3.2.3.2 Presentation of Servisair businesses

Airport services are provided by Servisair, a market leader for over 50 years, most notably in England, Ireland, the United States and Canada.

The division's goal is to become a benchmark global operator in the airport assistance services sector. To reach this goal, SERVISAIR is developing in each of its core businesses an integrated ground service offer whose added value contributes to the development of its customers' activities – airlines and airports – aiming to satisfy their own customers, their passengers or freight users. SERVISAIR thus provides an overall offer to its customers by giving them access to a complete range of services at a high and consistent level of quality over the largest and most relevant geographic area.

Servisair provides the following types of services:
– groundhandling (ground services, transit passengers and technical services);
– cargo (all logistics operations);
– fuel services (management of fuel purchases and aircraft fueling);
– airport services (lounges, transport, assistance to low-mobility persons, terminal management, de-icing and snow removal).

This is facilitated by placing all these services under a single airport services name, SERVISAIR, which has a long history in airport services and is renowned for the quality of its services.

Servisair is a world leader in airport services, present at 120 airports.

The global SERVISAIR network enables it to offer airlines and airports a very broad range of services in five core areas.

3.2.3.2.1 Ground handling

SERVISAIR offers an integrated "ground" or "transit" offer intended to increase passenger satisfaction at the most competitive price.

This offer is available for all or a part of their routes. It is modular and can reach the level of a turnkey service, where SERVISAIR completely manages airline stopovers:
– passenger and baggage check-in;
– boarding;
– ticket control;
– ticket delivery;
– transport of pilots' flight documents;
- supervision;
- baggage handling, loading and unloading;
– coordination and control of stopovers;
– aircraft cleaning;
– supply of drinking water;
– removal of waste water;
– de-icing aircraft;
– guiding, starting, pushing and towing aircraft;
– maintenance of aircraft at stopovers.

From check-in to boarding, SERVISAIR teams provide services to more than 100 million passengers at 120 airports annually. The teams are integrated in airlines' customer processes and are trained in the most recent technologies, including the use of computerized reservation and registration systems.

Every year, SERVISAIR handles more than one million aircraft movements (arrivals/departures) throughout the world and more than 700,000 tonnes of freight through its cargo activity.

All operations are carried out in accordance with the specifications of each airline, and in compliance with practices recommended by the IATA.

3.2.3.2.2 Cargo handling

SERVISAIR proposes solutions for the entire supply chain, from the dispatcher to the recipient, that optimize relations between the company and other supply chain operators (customs, freight forwarders, etc.):
– customs clearance of merchandise;
– ground transport of freight;
– warehousing;
– loading and unloading pallets;
– managing containers of hazardous products;
– perishables and animals.

In hub airports, SERVISAIR handles more than 700,000 tonnes of freight annually and uses state-of-the-art technologies, such as the ABS2000 computer system in the United Kingdom and Ireland, that provides real-time information transmission to the customer for tracking his merchandise.

3.2.3.2.3 Airport passenger services

SERVISAIR offers services that "facilitate" the life of passengers in the airport:
– assistance to handicapped passengers;
– VIP lounges;
– shuttles between terminals;
– airport security;
– airport reception.

3.2.3.2.4 Airport services

SERVISAIR provides a range of services to ensure the optimal operation of infrastructures, in turn guaranteeing seamless operations on the ground:
– management of aircraft de-icing facilities;
– removing snow and salting runways;
– technical management of terminals.

3.2.3.2.5 Fuel management services

SERVISAIR provides a range of solutions to airline companies to optimize all aspect of fuel management:
– fuel purchasing;
– managing refueling operations.

3.2.3.3 Assets used

Servisair deploys ground equipment at 120 airports (tractors, generators, tow bars, etc.), handling equipment (fork lift trucks, palletizers), fuel trucks, specialist de-icing trucks.

The table below provides details of the gross and net value of the tangible assets used

In millions of euros	30-09-11	30-09-10
Gross value	329	311
Accumulated depreciation	(237)	(225)
Net value	**92**	**85**

4. Management report

Contents

4. Management report

Contents (continued)

4.1 Business and significant events

In 2010-2011, high levels of income (net profit: €96.3 million) confirmed the validity of earlier strategic choices and the profitability of the Group's businesses, mainly Environmental and Airport Services.

As at September 30, 2011, the financial statements showed debt reduction of €93.5 million, i.e. nearly €200 million in two years, due to cash flows generated by its operations.

4.2 Earnings from businesses and financial position

4.2.1 Environmental Services division

In millions of euros	30-09-11 12 months	30-09-10 12 months	Variation %
Revenues	**2,530.9**	**1,987.9**	**27%**
Recurring EBITDA	**194.0**	**158.5**	**22%**
in % of revenues	7.7%	8.0%	
Recurring operating income	**128.4**	**88.1**	**46%**
in % of revenues	5.1%	4.4%	
Provision for tax dispute	(4.9)	(9.3)	
Other non-recurring charges		(0.6)	
Operating profit	**123.6**	**78.3**	**58%**

Environmental Services revenues totaled €2.5 billion, up 27% on the previous year.
The table below shows the volumes of metal the Group processed in the prior fiscal year:

In thousands of tonnes	30-09-11	30-09-10	Variation	On a like-for-like basis
Environmental Services				
Ferrous metals	4,452.4	4,379.9	1.7%	1.7%
Non-ferrous metals	461.8	419.4	10.1%	10.1%
Total volumes	**4,914.2**	**4,799.3**	**2.4%**	**2.4%**

In millions of euros	30-09-11	30-09-10	Variation	On a like-for-like basis and at a constant exchange rate
Environmental Services				
Ferrous metals	1,373.7	1,049.9	30.8%	31.2%
Non-ferrous metals	862.4	664.1	29.9%	30.1%
Services	294.8	273.9	7.6%	7.6%
Total sales	**2,530.9**	**1,987.9**	**27.3%**	**27.6%**

The Group processed 1.7% more ferrous scrap metal than the previous year. This limited growth can be explained by the scarcity of the supply of scrap, in particular in Western European countries due both to the de-industrialization of these countries, including France, and the economic slowdown. This scarcity inflated ferrous scrap metal prices throughout the year, demand from steel mills being high, at least until the summer. Ferrous scrap metal is one of the raw materials used by electric furnaces and can be used for up to 20% of the charge in blast furnaces, in particular, to reduce the emission of greenhouse gases. Steel production's center of gravity has shifted significantly towards Asia and the Middle East, where supplies of ferrous metals, indeed of metallic waste as a whole, are in high demand.
The tonnages processed by the Group in Europe are up 3%, this percentage having been hit significantly by a 36% drop in the tonnages processed in Italy. In the Americas, the tonnages processed were up 3% as a whole and up 6% in the United States, the Houston New Terminal now being in full swing, with a capacity of around 70,000 tonnes/month, not including trading.

High prices (over $10,000/tonne in March 2011 for copper) encouraged trading in non-ferrous metals. The demand from Chinese infrastructures (towns, bridges, railways, airports), high consumers of copper in particular, contributed, together with other developing countries, to high price levels.

In addition, the full-year effect of the household waste collection contracts won explains the growth in 'Services'.

Recurring EBITDA (i.e. recurring operating income + depreciation and amortization on tangible and intangible assets) was €194 million, up €35.5 million (i.e. 22%) on the previous year. Recurring operating income grew even more (up €40.3 million), the Group recording a drop in depreciation expenses as a consequence of a less ambitious investment policy over the last couple of years, with the Group prioritizing debt reduction. It did, of course, prioritize strategic investments, including those needed to improve the recuperation of End-of-Life Vehicles by deploying new human and technical resources.

The Group made significant investments in both human and material resources over the year, with the aim of speeding up growth in the rate of recuperation of End-of-Life Vehicles.

In addition, there were significant changes to legislation and regulations over the year:
– Since August 1, 2011 (art 51 LFR 2011), payments for retail purchases of metals can no longer be made in cash and have to be paid by crossed check or payment card. The Group supported this measure.
– European Regulation No. 333/2011 means that certain products sold by the Group are now to be considered as raw materials, rather than as waste. This is a significant acknowledgment which, in practice, is difficult to apply.
– Further to the publication of the new ELV directive, the Group expanded its network of partner breakers yards (over 500, including 73 operated direct), so as to fulfill territorial network requirements and become the first port of call for car makers and importer/distributors.

4.2.2 Multiservices

In millions of euros	30-09-11 12 months	30-09-10 12 months	Variation %
Revenues	**542.9**	**523.7**	**4%**
Recurring EBITDA	**9.1**	**11.1**	**(18%)**
in % of revenues	1.7%	2.1%	
Recurring operating income	**0.3**	**1.7**	**(81%)**
in % of revenues	0.1%	0.3%	
Restructuring cost	(0.8)		
Operating income	**(0.5)**	**1.7**	**n/a**

Multiservices posted revenues of €542.9 million, up 4% on the prior year. This growth was due to the aeronautics business, i.e. specialized temporary personnel, and aeronautics sector services (assembly, maintenance, etc.). In contrast, other businesses were slightly down, despite a high cleaning contract renewal rate in France.
The management team was tightened up midway through the year and now has the stability required to actively seek out new business. Significant gains were achieved in the Industrial Cleaning sector, the full effect of which will be felt in the next fiscal year.

Recurring EBITDA was €9.1 million, i.e. 1.7% of revenues. Revenues from these labor intensive activities (Cleaning in particular) were hit by a change in rules on calculating reduced contributions on low wages. None of the businesses made a negative contribution to EBITDA over the year. The improved profitability achieved by Aeronautics is likely to continue throughout next year when a new program will be launched.

Recurring operating income rose slightly to €0.3 million. The consequences of tightening up the Multiservices management team midway through the year and the additional cost of earlier restructuring resulted in a charge of €0.08 million. Operating profit was (€0.5 million).

4.2.3 Servisair

In millions of euros	30-09-11 12 months	30-09-10 12 months	Variation %
Revenues	**643.5**	**606.8**	**6%**
Recurring EBITDA	**72.5**	**75.4**	**(4%)**
in % of revenues	11.3%	12.4%	
Recurring operating income	**51.3**	**53.5**	**(4%)**
in % of revenues	8.0%	8.8%	
Acquisition cost adjustment (Aviance UK)	0.3		
Badwill on acquisition net of non-recurring costs		0.9	
Operating income	**51.6**	**54.4**	**(5%)**

Servisair's revenues grew by 6% (2.3% on a like-for-like basis at a constant exchange rate). Air traffic grew over the period, both in terms of passengers and freight. Servisair continued to be selective in its choice of contracts which must provide an adequate return.
The second half of the year was hit by adverse events, i.e. the consequences of the "Arab Spring" and the earthquake in Japan on air traffic, and the consequences of the deterioration in the economic climate worldwide on trading volumes. The two "busy seasons", i.e. winter with aircraft de-icing, and summer with an increase in traffic, in particular, in the United Kingdom, each experienced high levels of activity against a backdrop of intense competition.

Servisair once again achieved an outstanding performance, with EBITDA of €72.5 million, 11.3% of revenues, and is a benchmark company within the group of airport services companies with a global network.

Recurring operating income was €51.3 million and operating income €51.6 million.

4.2.4 Holding companies and the parent company, Derichebourg S.A.

In millions of euros	30-09-11 12 months	30-09-10 12 months	Variation %
Revenues	**2.5**	**1.3**	**97%**
Recurring EBITDA	**(4.5)**	**(1.2)**	**n/a**
in % of revenues	n/a	n/a	
Recurring operating income	**(6.9)**	**(4.7)**	**n/a**
in % of revenues	n/a	n/a	
Restructuring cost	(0.2)		
Gain/(loss) on sale of equity interests	0.0		
Operating income	**(7.0)**	**(4.7)**	**n/a**

Recurring EBITDA was (€4.5 million).

With regard to the separate financial statements of Derichebourg SA, the parent company, it mainly acts as a holding company for the Group's sub-holding companies and provides finance for the three businesses insofar as it bears the risk of the syndicated loan. It also owns SCI CFF Immobilière, which houses the majority of Environmental Services real estate assets and various equity interests. Derichebourg SA also heads the French tax consolidation group.

Main company data

In millions of euros	30-09-11	30-09-10
Revenues	5.1	5.1
Operating income	(3.3)	(2.3)
Net financial income	28.5	27.9
Recurring profit before tax	25.2	25.6
Non-recurring gain (loss)	0.5	
Corporate income tax	32.5	25.6
Net profit (loss)	**58.2**	**51.2**

Net financial income is the result of excess dividend income on loan interest. Tax income consists of taxes paid by subsidiaries within the context of fiscal consolidation in excess of corporate income taxes disbursed.

Pursuant to Article L.441-6-1 of the French Commercial Code, the payment schedule for Derichebourg SA's accounts payable is shown below:

		Not due			
In millions of euros	Due	< 30 days	> 30 days < 45 days	> 45 days < 60 days	Total at 30-09-11
French non-group suppliers	0.004	0.021	0.003		0.03
Foreign non-group suppliers					0.00
Group suppliers	N/A	N/A	N/A	N/A	1.09
Total suppliers					1.12
Accrued expenses	N/A	N/A	N/A	N/A	1.51
Total Derichebourg SA suppliers					**2.63**

4.2.5 The Group's business and financial position

In millions of euros	30-09-11 12 months	30-09-10 12 months	Variation € million	Variation %
Revenues	**3,719.9**	**3,119.8**	**600.1**	**19%**
Recurring EBITDA	**271.1**	**243.9**	**27.2**	**11%**
in % of revenues	7.3%	7.8%	4.5%	
Recurring operating income	**173.2**	**138.7**	**34.5**	**25%**
in % of revenues	4.7%	4.4%		
Provision for tax dispute	(4.9)	(9.3)	4.5	
Acquisition cost adjustment (Aviance UK)	0.3		0.3	
Restructuring cost	(1.0)		(1.0)	
Gain/(loss) on equity interests	0.0		0.0	
Other non-recurring charges		(0.6)	0.6	
Badwill on acquisition net of non-recurring costs		0.9	(0.9)	
Operating income	**167.7**	**129.7**	**38.0**	**29%**
Net financial expenses	(37.3)	(50.3)	13.0	
Fair value of financial instruments	5.2	(3.1)	8.3	
Exchange gains and losses, and other	(3.2)	(6.5)	3.2	
Profit before tax	**132.3**	**69.8**	**62.6**	**90%**
Income tax	(41.4)	(9.9)	(31.5)	
Profit after tax	**90.9**	**59.9**	**31.0**	**52%**
Earnings attributable to equity affiliates	5.6	3.2	2.3	
Earnings of discontinued operations	(0.1)	(1.6)	1.6	
Consolidated net income	**96.4**	**61.5**	**34.9**	**57%**
Attributable to shareholders	96.3	61.4		
Attributable to minority interests	0.1	0.1		

The group posted total revenues of €3.7 billion, up 19% on the previous year. Recurring EBITDA was €271.1 million, up 11% on the previous year. This figure is comparable with the figure of €274 million achieved in 2007-2008. The Group benefits from two sources of EBITDA, i.e. Environmental Services (€194 million), whose mission is recycling, and Business Services (€82 million) including specialist airport services.
After €98 million of depreciation and amortization (down €7 million), recurring operating income was €173.2 million.

Greater provision for the tax dispute in Italy (detailed in 4.3.7) amounting to €4.9 million, and non-recurring restructuring costs linked to Multiservices of €1 million explain the difference between recurring operating income and operating income, which amounted to €167.7 million, up €38 million, or 29%.

Financial expenses were down €13 million to (€37.3 million) due to the combined effects of debt reduction and the drop in margin by virtue of the 2007 syndicated loan further to the achievement of a leverage ratio of less than 3.5 last year.

The equity swap concluded in December 2005 by CFF Recycling on 0.89% of Penauille Polyservices' share capital was unwound over the year, generating a net loss of €10 million, but an income of €5.4 million over the year.

The pre-tax profit amounted to €132.3 million, up 90% on the previous year.

Corporate income tax amounted to (€41.4 million), showing a tax rate of 31.2%. This is detailed in note 4.22 of the notes to the consolidated financial statements. The profit after tax amounted to €90.9 million.

Earnings attributable to equity affiliates amounted to €5.6 million and mainly relates to Servisair equity interests.

Net income attributable to shareholders was €96.3 million, up 57%.

4.2.6 Outlook

4.2.6.1 Events subsequent to year-end and the balance sheet date

There were no significant events subsequent to year-end and, in line with the position at year-end, there is nothing to report.

4.2.6.2 Material changes in the financial or trading position, information on trends

Given the gradual deterioration in the global economic climate, the Group has been prudent when formulating its short-term outlook, although it remains convinced of the quality of its fundamentals. The macroeconomic factors below have a positive influence on the Group's business.

Within Environmental Services:
– The economic growth in emerging countries, and their need for infrastructures made of long steel
– The demand for recycling in Western countries
– The appeal of commodities as a financial asset class, despite limited underlying resources

Within Multiservices
– Confirmed customer interest in outsourcing
– Recurrent cash flows generated by outsourcing
– Group specialization, particularly in the rapidly expanding world of aeronautics

Within Airport Services
– To date, demand for travel has been fairly inflexible
– Emerging countries are demanding a better standard of living, which includes travel
– Trade is accelerating, making air freight increasingly necessary

4.2.6.3 Profit forecasts or estimates

It is not Group practice to supply a detailed profit forecast.

4.2.7 Group's net financial debt

4.2.7.1 Cash flow

Over the year, the financial statements showed a debt reduction of €93 million, i.e. nearly €200 million in two years. The main cash flows over the year were as follows:

In millions of euros	
Recurring EBITDA	271
Interest paid	(40)
Corporate income tax paid	(24)
Change in working capital	8
Tangible and intangible capital investments	(110)
Net others	(12)
Net debt reduction	**93**

4.2.7.2 Borrowing conditions and financing structure

The borrowing conditions and financing structure are shown, in detail, in note 4.11 of the notes to the consolidated financial statements.

4.2.7.3 Restrictions on the use of capital

Restrictions on the use of capital are shown, in detail, in note 4.11 of the notes to the consolidated financial statements.

4.2.8 Investments

4.2.8.1 Objectives

For many years, the Group has had a policy of a regular investment, the objectives of which, by sector, are as follows:

Environmental Services division
– Better control of sourcing by the development of a fleet of collection vehicles and reception centers;
– Productivity improvements by modernizing and developing production processes;
– Development of plants in urban areas and, in a wider sense, compliance with environmental constraints.

Business Services
– Development and rationalization of the branch network.

Airport Services
– Renewal of air-side equipment;
– Acquisition of specialized equipment to enable the provision of high value-added services.

4.2.8.2 Main investments

The table below shows the main investments made and recognized in asset accounts:

In millions of euros	30-09-11	30-09-10	30-09-09
Investments in land or infrastructures	29	18	34
Production equipment	23	17	16
Handling and transportation equipment	15	21	19
Dumps buckets and boxes	1	1	1
Other	0	3	0
Environmental division subtotal	**68**	**60**	**70**
Cleaning	7	6	7
Other Multiservices investments	4	1	2
Multiservices subtotal	**11**	**7**	**9**
North America	5	4	9
United Kingdom	14	8	4
France	0	0	0
Other	11	4	7
Servisair subtotal	**30**	**16**	**21**
Holding companies subtotal	**1**	**1**	**1**
Total property, plant and equipment and intangible investments	**110**	**84**	**101**

4.2.8.3 Investments in progress

The main investments in progress are:
– Redesign of the loading dock at the Houston New Terminal
– Construction of the Turin landfill
– Redesign of the Carros site and construction of new treatment plant

4.3 Risk factors and uncertainties

The Issuer has reviewed the risks that could have a material adverse effect on its business, financial condition or results and considers that to his knowledge there are no other material risks than those described herein.

4.3.1 Specific Environmental Services risks

4.3.1.1 Commercial risks linked to the Environmental Services division

4.3.1.1.1 Risks linked to changes in the economic climate

Historically, the Group's recycling business has consisted essentially in collecting and purchasing ferrous and non-ferrous scrap and end-of-life consumer goods and products, and processing these into ferrous and non-ferrous metals for industrial use. This business has changed considerably in accordance with European directives that require manufacturers and importers to recycle end-of-life products. The Group serves these customers directly, generally through competitive tenders, and also indirectly through “eco-organizations” formed by the manufacturers and importers of a given industry, in which case there are specific resource recovery obligations. The Group's business is thus evolving toward a greater share of services, with increasing obligations to recycle/recover more materials, such as plastics.

The volume of material processed therefore depends mostly on waste sources, which in turn depend on past and present domestic production and consumption.

Scrap metal is collected from three sources:
– waste production;
– demolition scrap, mainly from industrial facilities, with little obtained from naval or military sources;
– end-of-life consumer goods and products.

These “resources” are recycled and mostly processed to make new ferrous, non-ferrous and plastic raw materials. This recycling determines the supply of these materials while their price depends on demand, which in turn depends to a large extent on the requirements of the emerging countries.

An economic recession or slowdown or an event that affects a national or the global economy may affect the volume of production and/or prices and thus lower the profitability of this business.

4.3.1.1.2 Risks arising from contractual commitments with third parties

In the normal course of its business, the Group enters into few forward contracts to buy or sell ferrous or non-ferrous metals and these contracts generally do not require a firm price commitment beyond one month. Depending on whether metal prices rise or fall, to honor a contract the Group may have to purchase or sell at a price less favorable than when the contract was entered into. However, the Group's practice is to only enter into a contract to sell when a purchase has been made. Three specialist subsidiaries – aluminum refiner REFINAL and ferrous metals traders INOREC and COFRAMETAL – may make buy-or-sell commitments before finding a counterparty for the transaction. They may hedge these transactions on the London Metal Exchange. (Other Group companies may also hedge transactions on the LME, but this is exceptional.)

The Group may therefore have to sell its inventories of processed metal goods to its customers for less than what they initially cost, if the market price for these goods declines between the time of purchase and the time of sale.

The volatility of the prices of different metals may create exceptional “price effects” which the Group endeavors to limit by holding low levels of stock.

4.3.1.1.3 Risks distinguishing waste and non-waste goods

Waste is subject to special value-added tax treatment. In 2008, a reverse-charge scheme was set up for VAT owed on new industrial waste and recovered materials. The purchaser of these products, which are invoiced net of VAT, “reverse charges” the VAT and deducts it from the price. This new scheme reduces the risk that a “rogue” seller of new industrial waste will not repay VAT owed to tax authorities. When making purchases, the Group is careful to observe the distinction between waste and non-waste goods but cannot verify that the vendors of these items are processing these transactions as they should.

European Regulation 333/2011 which came into force on October 9, 2011, defines a certain number of criteria (maximum impurity level, internal quality management procedures, issue of conformity certificates) which, when combined, mean that some iron, steel and aluminum scrap that was previously considered waste can now be considered products. This change has no effect on the VAT regime applicable at this stage.

4.3.1.1.4 Risks linked to the attractiveness of processed products

Ferrous and non-ferrous metal price fluctuations over the last few years have made products processed by the Group more attractive, particularly when prices are high. By its presence on these markets, the group is exposed to the theft of metals. The Group has a policy of certifying suppliers and their products. Ferrous and non-ferrous scrap metal, like all other waste the Group processes, is carefully examined in each operating entity to ensure that it meets quality criteria and is traceable, to the extent this is feasible given the inherent limitations in the recycling industry.

Although the Group has taken steps to protect its assets it cannot assure that they will be sufficient. In view of the effort made to limit inventories on the different sites (principally because of the risk of price fluctuations) and of the dispersion of inventories between plants, the Group considers that the occurrence of an isolated event would not have a significant impact on its results and financial position.

4.3.1.1.5 Risks linked to individual people register

Until August 2011, payment in cash for retail purchases of ferrous or non-ferrous metals of up to €500 per transaction was permitted by law.

Since the publication of the 2011 amending finance law in the Official Journal on July 30, last year, payments in cash for any transaction relating to the retail purchase of ferrous or non-ferrous metals have been prohibited.

Metals purchases must be paid for by crossed check, bank or post office transfer or payment card.

The Derichebourg Group supported this provision which involves the practice of using a “police book” to register the sale of scrap and reduces the risk of attacks on employees holding cash or the difficulty of distinguishing individuals from professionals in terms of suppliers, or the risk of receiving stolen goods.

Furthermore, as of January 1, 2012, retail purchases of ferrous and non-ferrous metals will have to be declared on an annual basis prior to January 31 every year by means of a return showing the name and address of the vendors, as well as the total annual purchases made from said vendors.

The Group's strict application of voluntary procedures is likely to protect it from the risk of collusion and fraud, which, nevertheless, cannot be entirely eliminated.

4.3.1.2 Industrial and environmental risks

Service, production, treatment and recycling facilities have mandatory operating licenses issued by the competent authorities.
In respect of the Environmental Services division, the group has already put in place several indicators to measure the impact of its activities on the environment, in particular by measuring the consumption of natural resources. Environmental communication will be increased progressively, starting with the publication of essential indicators, given that the consumption of raw materials is not significant due to the nature of the recycling business.
Additionally, this activity mainly consists of collecting, transforming and reselling waste as secondary raw materials and tends by its nature to lead to a reduction in environmental pollution. The division now makes a significant contribution to reducing greenhouse gases in France.
Furthermore, recycling could be a source of pollution if it is not carried out in processing centers that have the equipment necessary to protect the environment.
The Group has grown through investment, by acquiring existing sites and by creating new ones. Effort is focused on:
– cleaning up past pollution;
– ensuring the compliance of existing sites and in particular new facilities.
To the Group's knowledge, no pollution hazards have been revealed for which a provision has not been made or for which a solution has not been found. However, it does not have a complete history of all of its sites. As cities expand they may want to acquire land that the Group uses, either through an amicable purchase or through legal means. In such a case the Group will do its best to obtain compensation to cover the moving and reinstallation costs this entails. It also negotiates the terms by which it must terminate site operation, since cities often want land rehabilitated to enable its use for residential purposes, even though this land was initially zoned for industrial use.
Over the past few years, the Group has made large investments in the yards it has acquired, so that they will ensure a high level of environmental protection. Numerous actions have been undertaken to reduce noise at industrial sites, closely monitor emissions and waste-water discharge, and protect soil. Various analyses are conducted each year to measure compliance with the standards specified in operating licenses. The Group is also pursuing its efforts to convert an increasing share of shredding residue into useful materials or energy. Seventy-three yards have received "ELV" certification, enabling them to recycle and process End-of-Life Vehicles in an environmentally-friendly manner. Environmental issues that concern the Environmental Services division are monitored and managed by the division's regional departments, each of which has its own "environment manager".

4.3.2 Specific Airport Services and Business Services risks

4.3.2.1. Commercial risks

4.3.2.1.1 Risks linked to the achievement of forecast profit and cash flow

The goodwill appearing in the Derichebourg Group's consolidated financial statements is subject to periodic impairment tests. These tests are based on discounted future cash flows. If, in the future, inadequate performance or changes in discount rates have a negative impact on the values obtained and thus necessitate recognition of a value in use lower than the carrying amount for such assets, the Group would be required to recognize impairment for the amount of the shortfall, which could have a material impact on its results and balance sheet.

4.3.2.1.2 Risks linked to concentration on certain customers

In the Airport Services division, the group works with around 1,000 customers, but the business remains very concentrated since the ten largest customers represent around 35% of total revenue. Half of all volume is achieved with the 20 largest customers. The largest customer accounts for around 5% of revenues. The bankruptcy or loss of one of these customers could have a material adverse impact on the Group's accounts.
In the Business Services division, the group works with around 10,000 customers. The largest customer (a group of legal entities controlled by a single company) accounts for about 20% of annual revenues.

4.3.2.1.3 Risk of a temporary suspension or decrease in air traffic

The repercussions of the financial and economic crises on the air-travel industry have revealed how dependent the latter is on the global environment. Indeed, the consequences of a deterioration in this environment are many, since not only do consumers reduce the number of trips taken, but also the political tensions lead to rises in the cost of oil, which in turn have a negative impact on the supply of transport services. Any deterioration in this environment is therefore likely to have a direct and significant impact on the level of airline company activity and hence on the group's Airport Services division.
Natural events can also require that air traffic be suspended for a limited period over a potentially large area. This was the case when Iceland's Eyjafjallajokull volcano erupted in April 2010.
If such an event occurs, the Group's Airport Services division can only respond by adopting temporary measures to reduce staff accordingly, but these measures can only partially offset the income lost.
However, the effects of the above risks are limited by the geographic range of the Group's operations, the diversity of services it provides and the number of airlines it serves.

4.3.2.1.4 Risks linked to the business model

The business model of the airline industry as a whole remains unstable and often changes quickly under pressure from exogenous factors (exchange rates, oil prices) or from new entrants who are liable to upset the status quo. In this context, the volatility of business models and their occasional inability to withstand setbacks arising from the economic situation, and the recourse that airline companies may have to outsourcing airport services, remains critical.
The strategy of these companies and their continued good health are likely to have a significant influence on the performance of the Airport Services division.

4.3.2.2. Industrial risks linked to Airport Services and Business Services

4.3.2.2.1 Services generating a specific risk

On-line maintenance services provided by Derichebourg Atis Aéronautique and the de-icing and loading-plan services provided by Servisair are critical to ensuring the safety of aircraft and passengers.
Procedures are implemented to provide these services in compliance with customer requirements, manufacturer recommendations and professional certification standards. To the best of the Group's knowledge, it is not liable for any serious air safety incident.

4.3.2.2.2 Risk of illegal activity and risk of non-compliance with detection policies

The Airport Services and Business Services divisions operate in public places and on the premises of other companies. They may therefore be affected by the misdeeds of the public or employees (their own or of third parties), most frequently relating to negligence, harassment, discrimination, misconduct, or non-compliance with confidentiality or warranty commitments. Regarding the Airport Services it provides, there is also a possibility that the Group could be held liable in the event of a terrorist act or other criminal activity. Although the Group feels that it should not be held liable for such activity, it has taken out the necessary insurance coverage.
It cannot fully guarantee that every incident would be covered by the insurance policies or that the level of cover would be adequate.

4.3.2.2.3 Risks of industrial conflict and its consequences, or of changes in employment regulations

The Group's Business Services and Airport Services divisions are labor-intensive businesses that are often subject to collective bargaining agreements that oblige employers to take on or take back staff when a contract is entered into or terminated.This may adversely affect the nature of the relationship between an employer and its personnel and complicate the resolution of industrial disputes.

Operating and human resource managers both in France and abroad pay particular attention to labor relations.
Developments in labor relations and the applicable regulations are closely monitored to ensure that future developments can be anticipated to the extent possible. Particular attention is paid to developments and possible future changes in French employment law, given their importance for the Business Services division. By contrast, the Airport Services division – although having a relatively high concentration in the United States and the United Kingdom – is present in a number of countries and the range of applicable regulations makes it less vulnerable to changes in any country.

4.3.3 Information technology risks

The Group is careful to ensure the security of its various IT networks. However, it cannot guarantee that a computer attack will not disrupt the operation of its IT networks and adversely affect its business, but it feels that at least its Environmental Services and Business Services divisions would be able to continue to operate fully.

4.3.4 Credit and counterparty risks

Financial transactions (i.e. loans and hedges on currencies, interest rates and commodities) are engaged in with leading financial institutions for the purpose of splitting risk.
To reduce counterparty risk on domestic, export and foreign accounts receivable, the Environmental Services and Business Services divisions systematically apply for credit insurance to cover 95% of this risk on these receivables. The credit insurer may, however, sometimes refuse coverage on the basis of its appreciation of a customer's solvency. Exposure to customer risk is regularly compared to the credit insurer's authorized limits.
Furthermore, for several years now all three divisions have observed very strict guidelines for monitoring customer debt and systematically collecting debt as it falls due.
The Business Services division has a very large portfolio of customers that represent all sectors of the French economy. Its credit risk is therefore proportionate to the risk that the French economy itself will fail, and without the risk that the default of any single customer could threaten the Group's survival.
Although the Airport Services division works with a large number of airline companies (approximately 1,000), the business remains very concentrated as the ten largest customers represent about 35% of annual revenue and half the volume comes from the top 20 customers. Credit extended to customers therefore represents a significant risk that the Group

seeks to mitigate by monitoring risk centrally in advance and actively managing payment terms.

4.3.5 Liquidity risk

The Group's main sources of funding are:
– a syndicated loan agreement for €700 million drawn up in 2007. Given the installments already paid, the remainder as at September 30, 2011 was €550 million (€400 million on the refinancing loan that is repaid by installment, and €150 million on the Revolving loan, repaid by installment and ending on June 30, 2014). The next installment of €80 million is due on December 31, 2011.
– A syndicated factoring contract, with a €210 million credit line (depending on the receivables available). The contract stipulates that all, or part, of the private customers' receivables sold must be approved by a credit insurer. Considering the quality of its customer portfolio and its relationship with its credit insurers, the Group believes that it will be able to meet this requirement throughout the term of the credit line. The Group obtained approval for confirmation of this credit line until February 29, 2013.
– Other factoring credit lines amounting to approximately €25 million (depending on the receivables available): accounts receivable from German entities, receivables denominated in dollars
– Leasing contracts, repayable in installments and at a fixed rate of interest. The amount outstanding as at September 30, 2011 was €80 million.
– Bilateral credit lines, whether confirmed or not, totaling around €100 million.

As at September 30, 2011, lines of credit not used amounted to €221 million.

Please note that Environmental Services' working capital requirements can vary greatly according to changes in tonnage and metal prices. Generally speaking, the greater the Environmental Services division's requirement for working capital, the higher the operating income.
The Group feels that its credit lines, whether confirmed or not, will be sufficient for fiscal year 2011-2012 based on its operating forecasts and investment hypotheses.

4.3.6 Market risks (interest rates, exchange rates, equities)

Market risks are shown in note 4.12 of the notes to the consolidated financial statements.

4.3.7 Risks arising from legal proceedings

- Subsequent to a tax audit, Italian subsidiary CRS was informed that some of its suppliers did not comply with their obligations to repay the VAT they had collected. CRS is also implicated in a "missing-trader" transaction. Italian tax authorities are therefore asking CRS to pay a significant sum and are instituting criminal proceedings against its manager. Within this context, CRS, whilst not believing that it was an accomplice to these fraudulent acts has, in principle, agreed to settle. A provision of €12 million was set aside to cover the risk and this was raised to €17 million in the financial statements as at September 30, 2011. The CRS Board of Directors informed the company that it had rejected a settlement proposal of €22 million, deeming this amount to be excessive and putting CRS's survival in jeopardy. Its decision was based, amongst other things, on the acknowledgment by the criminal judge that the products sold by CRS were, indeed, subject to VAT and the rejection of the request for interim measures by the Turin provincial tax court. To date, no notification has been given.

– A tax audit is being carried out on the Belgian subsidiary, GEORGE, involving the identification of metal and scrap metal suppliers for the fiscal years 2007 and 2008. The tax authority believes that the company failed to adhere to legislation regarding suppliers' registration for VAT and has rejected purchase invoices deemed to be non-compliant. This would result in an increase in corporate income tax of €4 million.
The company is disputing this assessment and launched an appeal on October 28, 2011 believing, in particular, that:
– Belgian legislation in force at such time did not invest the company with any legal authority to identify these metal retailers
– an audit was conducted on these fiscal years in 2008, during which these issues were dealt with without any particular concerns being raised.
The company keeps a copy of the majority of its suppliers' identity cards, a procedure that goes beyond legal requirements.
No provision had been recorded in the accounts as at September 30, 2011, since the amounts were being disputed by the company in full.

– In August 2007, Italian subsidiary CRS (Environmental Services) had signed a confidential agreement, which was reaffirmed in December 2007, to acquire a company operating two recycling centers in Italy, each equipped with a powerful shredder. This acquisition would have given the Group a leadership position in Italy and enabled synergies with existing operations. Since the conditions precedent to this agreement were not observed by the deadline of December 28, 2008 and since subsequent negotiations failed, this acquisition was abandoned. In response to the seller's demands to go through with the acquisition, CRS undertook legal action to have the acquisition agreement canceled, its initial payment of €15 million returned and compensation paid in consideration of the many anomalies observed. No significant progress has been made during the fiscal year. At September 30, 2011, the Group continues to believe that its demands are well grounded and in good faith. No impairment has therefore been recorded on this initial payment. However, it was deemed necessary to discount the amount claimed in consideration of the extended length of the legal proceedings. The case appears in the Court of Milan cause list dated January 26, 2012.

– In January 2009, Derichebourg sold its Airport Safety business to SEPA, whose management has considerable experience in the Protection and Security industries. The company, which was renamed Vigimark Sûreté VS, was placed in receivership on May 20, 2009.
After the observation period, the Créteil commercial court ordered the company to be wound up and provisionally backdated the receivership to July 2008. The Group disputes setting the receivership date back this far since it considers that Derichebourg Sûreté was not insolvent when it belonged to the Group. A report was ordered from a court-appointed expert. The expert considers, in the report submitted to the commercial court in October 2011, that the date of insolvency was after the date on which the company was sold by the Derichebourg Group, and that it had not given the company unreasonable financial support prior to the sale. The Group considers the risk to be low but is dependent upon the decision to be taken by the court.

– Legal proceedings have been instituted against GEORGE by the SNCB [Belgian national railways] for pollution of the Verviers site in Belgium. GEORGE is disputing its liability for what has been an historic pollution and, furthermore, made allegations against former directors and shareholders. In the absence of any risk assessment and due to the fact that liability is disputed and has not, to date, been proven, no provision has been set aside.
The Group also has an asset guarantee which reduces its own exposure by 50%.
The company's application to institute proceedings against the directors for liability was thrown out by the court of final resort.

– In 1993, PROTECNET (now Derichebourg Propreté) saw its application for recognition as a state service provider, in relation to the Aubry 1 agreements, denied. After having this ruling quashed in 2005, Derichebourg Propreté then had its appeal turned down by the Cour administrative d'appel [social security appeals tribunal].
Such appeals aimed to obtain payment by the State of social security claims, (€1.9 million) payment of legal interest on amounts already paid (€0.9 million) and compensation (€1 million). Derichebourg Propreté has lodged an application with the Council of State. At this time, Derichebourg Propreté believes its application to be based on good grounds and has not set aside any provision, in particular, with regard to the social security claim for €0.9 million.

4.3.8 Insurance and hedging risk

The Group's insurance policy seeks to define and implement, based on the identification and rigorous analysis of the risk exposures of its business lines, the best possible balance between, on the one hand, the level and scope of insurance required to cover the identified insurable risks and, on the other hand, a level of costs that will enable each operating entity to remain competitive in its sector.
With this in mind, the Group has set in place common international insurance programs. These programs are managed centrally by the Group Insurance department.
This department is responsible for the identification of needs and the negotiation of insurance policies. Daily prevention management and the monitoring of risks and claims of less than €100,000 are carried out by local units in each Group entity. The largest entities have a Risk Manager or Risk Management team, if required, reporting to the Group Insurance department. Claims management presents some major challenges. Claims are managed by the Group Insurance department. As part of the prevention policy, premiums, or a share of premiums in relation to claims experience, are re-billed to subsidiaries, which also bear the applicable deductibles. The Group Insurance department is also charged with managing and coordinating the network of insurance companies used worldwide.

Overall policy

All entities are covered by international master policies. Local insurance policies are drafted based on the master policy, with a view to adapting the master policy to locally-identified risks and to local regulations, which may differ from one country to another. The Group is also conscious of the need to prevent risks, and allocates resources to training, site security, and a range of programs covering, for example, health, safety and the environment. Insurance policies are subscribed with financially-sound international insurance companies, enabling the Derichebourg Group to ensure the local management of identical policies throughout the world.

Main programs

The Group's main insurance programs are as follows:
– Airport public liability insurance;
– General public liability insurance: covering third-party criminal and contractual liability incurred by the Group in the event of personal injury or material and intangible damage likely to arise in the course of business operations or after delivery;
– Specific public liability insurance in respect of pollution risks;

– Accident insurance: covering direct material damage and consequential operating losses arising from accidents to the insured equipment;
– Vehicle fleet insurance: working from a common base, these are essentially policies adapted to the needs of local regulations.
– Transport insurance: covering claims arising from sea, rail and road transport between the group's plants and its customers;
– Charterer insurance;
– ten-year insurance for all building-related activities;
– Directors' liability insurance;
– Employers' liability insurance, which covers risks in the United Kingdom and Ireland;
– Workers' Compensation insurance, to cover work-related accidents and illness; this system is specific to the United States.

The Group's U.S. divisions also carry a number of insurance policies to cover claims that are not specifically included in the Group policies or which have to be covered by an insurance policy issued in the U.S. This applies, in particular, to damage to assets, environmental liability and public liability.
The characteristics of insurance policies (amounts insured, excesses, etc.) are reviewed regularly to ensure they are appropriate to the needs of the Group.
The Group considers that it has put in place adequate coverage, both in terms of its scope and the insured amounts, for the risks inherent in this business.

4.3.9 Legal proceedings and arbitration

With the exception of those proceedings described in note 4.26 of the notes to the consolidated financial statements, there are no governmental, legal or arbitration proceedings, including any proceedings known to the company and which are in abeyance or with which its is threatened, likely to have, or having had over the course of the last 12 months, significant effects on the Group's financial position or profitability.

4.4 Corporate governance

4.4.1 Composition of administrative, management, supervisory and general management bodies

To the best of the Company's knowledge, none of the members of the Board of Directors has been convicted of fraud during the last five years. No member has been involved as a director in a bankruptcy, administration or liquidation during the last five years and no member has been subject to any criminal penalty or official public reprimand issued by a statutory or regulatory authority. To the issuer's knowledge, none of the members of its Board of Directors has been forbidden by a court from holding a position as a member of an administrative, management or supervisory body of a publicly held company or from participating in the management or operation of a publicly held company during the last five years.

4.4.1.1 List of members of the Board of Directors and Deputy CEOs at September 30, 2011

Name and address for professional purposes	Position	Date of first appointment	Date of reappointment	Date appointment expires
Daniel DERICHEBOURG at the company's registered office: 119, avenue du Gl-Michel-Bizot 75012 Paris Father of Boris and Thomas DERICHEBOURG Shares held direct: 117	Director Chairman of the Board of Directors and Chief Executive Officer	Board meeting of June 29, 2006 Board meeting of June 29, 2006	Shareholders' general meeting of February 3, 2010 Board meeting of February 3, 2010	At the close of the meeting to approve the financial statements for the year ending September 30, 2015
Bernard VAL at the company's registered office: 119, avenue du Gl-Michel-Bizot 75012 Paris Shares held: 1	Independent director	Shareholders' general meeting of June 24, 2004	Board meeting of February 3, 2010	At the close of the meeting to approve the financial statements for the year ending September 30, 2015
Matthieu PIGASSE at the company's registered office: 119, avenue du Gl-Michel-Bizot 75012 Paris Shares held: 1	Independent director	Board meeting of October 25, 2005	Board meeting of February 3, 2010	At the close of the meeting to approve the financial statements for the year ending September 30, 2015
Boris DERICHEBOURG at the company's registered office: 119, avenue du Gl-Michel-Bizot 75012 Paris Son of Daniel DERICHEBOURG Shares held: 56	Director	Shareholders' general meeting of July 18, 2007		At the close of the meeting to approve the financial statements for the year ending September 30, 2012
Thomas DERICHEBOURG at the company's registered office: 119, avenue du Gl-Michel-Bizot 75012 Paris Son of Daniel DERICHEBOURG Shares held: 56	Director	Shareholders' general meeting of July 18, 2007		At the close of the meeting to approve the financial statements for the year ending September 30, 2012

4.4.1.2 Information on and list of appointments held and functions exercised by Directors

Mr. Daniel DERICHEBOURG, Chairman of the Board of Directors and Chief Executive Officer
Mr. Daniel DERICHEBOURG is the Chairman and Chief Executive Officer of the Group and holds or has held the offices listed in the tables below.

Offices and/or positions held with another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2011

Chairman of the Board of Directors	CFER	
Chairman	FINANCIÈRE DBG SERVISAIR SAS	DERICHEBOURG ENVIRONNEMENT
Chairman abroad	DERICHEBOURG RECYCLING USA, Inc.	
Director	CFER	PARIS SUD HYDRAULIQUE
Managing Director in Belgium	DBG FINANCES	TBD FINANCES
Director abroad	DERICHEBOURG RECYCLING MEXICO SERVISAIR PLC DERICHEBOURG RECYCLING USA, Inc.	SERVISAIR UK Ltd CFF UK Ltd
Manager	SCI LES CHÊNES SCI LE POIRIER DE PISCOP SCI HEBSON SCI DERO IMMO SCI DU PARC CHANTERAINES SCI DE FONDEYRE	SCI FINANCIÈRE DES EAUX SCI FINANCIÈRE DES SOURCES DBG SCI DES DEMUEYES SCI BERNES & BRUYÈRES SCEA DU CHÂTEAU GUITERONDE
Legal representative	SCI HEBSON (SCI LES BUIS DE CHATEAUVIEUX, SCI LES ARRAYANES, SCI LES LAURIERS, SCI LES ARBOUSIERS, SCI LES NOISETIERS, SCI LES MURIERS)	Of STÉ DES DEMUEYES (SCI LES COQUETIERS)
Permanent representative abroad	DERICHEBOURG SA (Selmar SA)	

Other offices held during the last five years, i.e. since January 1, 2007

Chairman and Chief Executive Officer of CFF Recycling and JCP Participations.
Chairman of the Management Board of DJC.
Chairman of Derichebourg Multiservices.
Director of C.A.B. Corrèze Limousin.

Mr. Bernard VAL, Independent director
Mr. Bernard VAL, an independent director within the meaning of the Bouton Report, holds no other position within the Company or with any other Group company. Mr. VAL holds or has held the offices listed in the tables below.

Offices and/or positions held with another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2011

Director	Société des Autoroutes Esterel, Côte-d'Azur, Provence, Alpes (ESCOTA)	Autoroutes du Sud de la France (ASF)
Member of the Supervisory Board	GINGER	

Other offices held during the last five years, i.e. since January 1, 2007

Chairman and director of ASF
Non-voting member (censeur) of the SMTPC
Director of Vinci, Vice-Chairman of Vinci
Director of Vinci-Concessions, chairman of Vinci-Concession
Vice-Chairman of Ginger

Mr. Matthieu PIGASSE, Independent director
Mr. Matthieu PIGASSE, an independent director within the meaning of the Bouton Report, holds no other position within the Company or with any other Group company. Mr. PIGASSE holds or has held the offices listed in the tables below.

Offices and/or positions held with another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2011

Managing partner and Deputy managing director	LAZARD France	
Vice-Chairman	LAZARD Europe	
Chairman of the Board of Directors	Éditions Indépendantes	
Director	Groupe Lucien Barrière Relaxnews	Théâtre du Châtelet

Other offices held during the last five years, i.e. since January 1, 2007

Member of the Supervisory Board of Le Monde SA (LMSA)

Mr. Boris DERICHEBOURG, Director

Offices and/or positions held with another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2011

Chairman and Chief Executive Officer	DERICHEBOURG ÉNERGIE	SERVISAIR FRANCE
Chairman	DERICHEBOURG ESPACES VERTS DERICHEBOURG MULTISERVICES DERICHEBOURG PROPRETE	DERICHEBOURG TECHNOLOGIES ULTEAM
Director	CFER	DERICHEBOURG ÉNERGIE SERVISAIR FRANCE
Managing partner	BORIS COURSE ORGANISATION	
Manager	MIROIR 2000 PSIMMO CIVITAS SCI LES CHÂTAIGNIERS SCI LES CYPRÈS DE MONTMORENCY	SCI LES SOPHORAS SCI LES PEUPLIERS SCI HAUTE-GARONNE SCI CFF BETA
Chairman of foreign subsidiaries	DERICHEBOURG MULTISERVICES Ltd (UK) DERICHEBOURG MULTISERVICES Ltd (Ireland) DERICHEBOURG MULTISERVICES Ltd (Manx) INFLIGHT CATERING SERVICES Ltd INFLIGHT CATERING SERVICES (Guernsey) Ltd INFLIGHT CLEANING SERVICES Ltd	INFLIGHT COMMERCIAL SERVICES Ltd INFLIGHT CUSTOMER SERVICES Ltd INTER COMPANY SERVICES Ltd KNIGHTS CLEANING SERVICES Ltd DERICHEBOURG MC
Director of foreign companies	DERICHEBOURG MULTISERVIZI SPA SAFIRA	SELMARSA

Other offices held during the last five years, i.e. since January 1, 2007

Managing Director of Derichebourg Multiservices
Managing Director of Derichebourg Sécurité and Derichebourg Sûreté
Member of the Management Board and Managing Director of DJC
Director of: CFF Recycling, JCP Participations, AUBNET, CABCL, Derichebourg Sécurité, AGYR LUXEMBOURG

Permanent representative:
of CFF Recycling (Derichebourg),
of JCP Participations (Agyr and Derichebourg Énergie),
of Derichebourg Multiservices (Derichebourg Atis Aéronautique and Derichebourg Énergie),
of Derichebourg (Derichebourg Intérim and Servisair France), of Servisair France (Derichebourg Atis Aéronautique, Derichebourg Sûreté), of Derichebourg Propreté (Derichebourg Sécurité, SAM Derichebourg MC)

Manager of Derichebourg Prévention Sécurité Formation, AGS, Proverre, Ulteam and Derichebourg Espaces Verts.

Chairman of Derichebourg Intérim Aéronautique, Héraclès, Derichebourg Intérim, Derichebourg Services Industries, Derichebourg Home Services, Derichebourg Atis Aéronautique.

Mr. Thomas DERICHEBOURG, Director

Offices and/or positions held with another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2011

Chairman and Chief Executive Officer	POLYURBAINE	
Chairman	LIEN ENVIRONNEMENT POLYURBAINE NORMANDIE ECO-PHU ECO-PHU HOLDING POLYANCE	POLYCEO POLYSEANE POLYCEJA POLYSOTIS POLYTIANE
Director	POLYURBAINE	
Manager	POLYURBAINE 13 POLYURBAINE MENTON POLYURBAINE 34	SCI LES CYPRÈS DE MONTMORENCY SCI LES CHARMES
Permanent representative	TBD FINANCES (Paris Sud Hydraulique)	

Other offices held during the last five years, i.e. since January 1, 2007

Director of CFF Recycling
Member of the Supervisory Board of DJC
Deputy Managing Director and director of SERVISAIR ASSISTANCE PISTE ORLY
Deputy Managing Director of SERVISAIR France

4.4.1.3 Director elected by the employees and non-voting Board member

None

4.4.1.4 Conflicts of interest at the level of the Board of Directors, management and supervisory bodies and the executive management

Except for the lease described in section 3.2.1.4 between SCI des Demuyes, which is owned by the Derichebourg family and managed by Mr. Daniel Derichebourg, the administrative, financial and commercial assistance agreement that Derichebourg Environnement entered into with Financière DBG, the agreement to use the Derichebourg trademark in exchange for royalties concluded with TBD Finances, both of these companies being controlled by the Derichebourg family, there are no other conflicts of interest between the duties of any member of the Board of Directors and their private interests or other duties.
In addition to the applicable provisions of the French Commercial Code concerning regulated agreements, all directors are required to inform the Board of all conflict of interest situations, even if such conflict is potential only, and must abstain from voting on any decision of the Board of Directors for which the existence of a conflict of interest situation would be presumed. There have been no arrangements or agreements made with the principal shareholders, or with customers or suppliers, pursuant to which a member of the Board has been appointed a director of the Company.

Independent directors sit on the company's Board of Directors. The company feels there is no risk of the abusive control referred to in section 4.5.9.

4.4.1.5 Agreements providing for compensation for members of the Board of Directors if they resign or are dismissed without material causation in fact or if their employment ends due to a public offering

The company has no liability in respect of any of its Board members in terms of compensation for directors who resign or are dismissed without material causation in fact or if their employment ends due to a public offering.

Likewise, no director is entitled to a supplementary pension plan or would receive compensation or other benefit for assuming, changing or terminating duties, nor is entitled to any compensation under a no-competition clause.

4.4.2 Remuneration and benefits

4.4.2.1 Remuneration and benefits in kind

Below we present the total compensation and benefits of all kinds paid by your company, as well as the amounts declared by the subsidiaries and the controlling company, during the fiscal year to each corporate officer in office at the end of the fiscal year.

In euros	2010-2011	2009-2010
Mr. Daniel DERICHEBOURG		
Fixed compensation		0
Variable compensation		0
Share of profits	228,000	228,000
Attendance fees	9,000	8,500
Total	**237,000**	**236,500**

Le montant des tantièmes versés a été communiqué par la société DBG Finances.

In euros	2010-2011	2009-2010
Mr. Boris DERICHEBOURG		
Fixed compensation	130,500	111,000
Variable compensation	15,000	0
Attendance fees	9,000	8,500
Total	**154,500**	**119,500**

In euros	2010-2011	2009-2010
Mr. Thomas DERICHEBOURG		
Fixed compensation	130,500	99,000
Variable compensation	15,000	0
Attendance fees	9,000	8,500
Total	**154,500**	**107,500**

In euros	2010-2011	2009-2010
Mr. Matthieu PIGASSE		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	0	0
Total	**0**	**0**

In euros	2010-2011	2009-2010
Mr. Bernard VAL		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	9,000	8,500
Total	**9,000**	**8,500**

Attendance fee data relates to fees paid for fiscal year 2010-2011.

All directors receive the same attendance fees, which are adjusted pro rata temporis when necessary. The fees to which Mr. Matthieu Pigasse was entitled were paid to an association at his request.

No member of the Board receives options to purchase or subscribe for shares, performance shares or bonus shares.

4.4.2.2 Amounts booked or recorded elsewhere

None

4.4.2.3 Stock options or purchase options

The Derichebourg group has no stock option plan.

4.4.2.4 Transactions in the company's securities reported by the directors and corporate officers

None for fiscal year 2010-2011.

4.5 Legal information relating to capital securities that carry the right to acquire share capital, voting rights

4.5.1 Share capital: amount of subscribed capital

The share capital is set at €42,020,507.50 (forty two million and twenty thousand five hundred and seven euros and fifty cents). It is divided into 168,082,030 shares with a par value of €0.25 each, all fully subscribed and paid up.

4.5.2 Authorized capital not issued

The shareholders' general meeting held on February 10, 2011 approved two resolutions delegating authority to the Board of Directors for a period of 26 months to issue all securities that give access to a share of the Company's capital immediately or in the future, either maintaining or eliminating preemptive subscription rights:

– the nominal amount of capital increases that may be realized is €50 million;
– the nominal amount of debt securities that may be issued is €300 million.

4.5.3 Non-equity securities

None

4.5.4 Securities giving access to the company's share capital

4.5.4.1 Stock options

There are no share subscription options outstanding

4.5.4.2 BSARs (Redeemable share subscription warrants)

125,000 OBSAR bonds maturing in January 2011 and with a face value of €1,280 were issued by Penauille Polyservices on March 10, 2004, under ISIN code FR0010062927, for a total amount of €160,000,000.
These bonds were partially redeemed on May 13, 2005, and then redeemed in full on July 2, 2007. The redemption price was determined in accordance with the contractual terms. There are no more bonds outstanding.
Each of the 125,000 bonds (OBSARs) issued on March 10, 2004 carries 26 class A BSARs, 17 class B BSARs and 15 class C BSARs. As a result, 3,250,000 class A bearer BSARs, 2,125,000 class B bearer BSARs and 1,875,000 class C bearer BSARs were issued under ISIN codes FR0010062935 in the case of the class A BSARs, FR0010062950 in the case of the class B BSARs and FR0010062968 in the case of the class C BSARs. The only right that these BSARs carried, subject to specified adjustments, was the right to subscribe at any time until December 31, 2010 for one new share of the Company for each BSAR, at a price of €16 in the case of class A, €25 in the case of class B and €32 in the case of class C, payable in cash or by a set-off against receivables.

As at December 31, 2010, 26 class A BSARs had been exercised, giving rise to the creation of 26 new shares.
There are no more BSARs outstanding as at September 30, 2011.

4.5.4.3 BSAs (Share subscription warrants)

On May 13, 2005, pursuant to a delegation of powers granted by the shareholders' combined general meeting held on February 28, 2005, the Board of Directors issued 12,738,854 common shares of the Company with share subscription warrants (hereinafter jointly referred to as "ABSAs"), which were fully subscribed, by a set-off against receivables, by the class of persons to which the subscription was entirely reserved, i.e. the class of persons made up of lenders (and their successors in interest) under two credit agreements concluded by PENAUILLE POLYSERVICES, which were repaid in July 2007.
The shareholders' combined general meeting held on February 28, 2005 decided that the BSAs would be subject to inter alia the following principal terms and conditions:
– the BSAs cannot be exercised during the first two years following the issue thereof, but can be exercised thereafter for a period of three years and six months. However, if the BSAs have not been exercised at the end of this period of five years and six months, the BSAs will become void automatically;
– 455 BSAs confer the right to subscribe for 128 new common shares at a price of €6.70 each (including the issue premium);
– the BSAs shall be detachable from the shares at the time the ABSAs are issued and can be kept or transferred separately from the ABSAs;
– BSA holders shall be organized into an entity of holders in accordance with the provisions of the French Commercial Code and shall be responsible for acquiring the number of BSAs necessary to subscribe for a whole number of shares. The Company shall not compensate the holders of BSAs that result in fractional shares;
– an application to admit the BSAs for transactions on Euroclear France shall be filed, as well as an application requesting the admission to trading thereof on a regulated French market in order that the BSAs may be admitted to trade on such a market at the end of the two-year period following the issue date of the ABSAs;
– the total number of BSAs shall allow the subscription of a maximum of 3,583,616 of the Company's shares, to which shall be added, if necessary, an additional number of shares to be issued in order to maintain the rights of BSA holders, in accordance with provisions to be decided by the Board of Directors. The decision to issue the ABSAs shall be deemed a waiver, in favor of the BSA holders, by the shareholders of their preemptive right to subscribe for those of the Company's shares that may be subscribed by exercising the BSAs.
At its meeting of March 22, 2005, the Board of Directors decided additional terms and conditions applicable to the issue of ABSAs, in particular terms and conditions governing transfers of BSAs, measures to protect the rights of BSA holders, as well as the circumstances in which the exercise of the subscription rights attached to the BSAs could be suspended and the rights of BSA holders protected in the event of transactions concerning the Company's capital.
After the proposed merger between CFF RECYCLING, PENAUILLE POLYSERVICES, JCP PARTICIPATIONS and DJC was made public, contact was made with PENAUILLE POLYSERVICES' lending banks to obtain from them all

authorizations required to complete the proposed merger. PENAUILLE POLYSERVICES' lending banks conditioned their approval of this merger on:

– extending the period for exercising the BSAs until March 13, 2017;

– CFER, CFF RECYCLING's leading shareholder, and now DERICHEBOURG SA's leading shareholder, assuming the obligations of the promises to buy these BSAs which had been made exclusively in favor of the banks.

CFER also agreed to extend the promise to buy made in favor of the banks, which they are entitled to enforce in the event the market is illiquid, until March 13, 2017, and also to extend the promises to buy on phased dates by five months, making them available henceforth in December (2008, 2009 and 2010).

The shareholders' general meeting held on July 18, 2007 extended the date for exercising the BSAs until March 13, 2017. BSAs should, ordinarily, have been admitted to trading on Eurolist by NYSE-Euronext Paris on May 14, 2007. In order to avoid unequal treatment of successive holders who may have acquired these BSAs before the exercise date thereof is extended until March 13, 2017, in agreement with the BSA holders, it was requested that their admission to trade be postponed sine die.

4.5.5 Potential share capital: impact of issues on the equity interest in Derichebourg SA of a shareholder who holds 1% of the share capital and who does not subscribe said issues

	Shares issued	Total number of shares	Number of shares held	%
Share capital on September 30, 2011	168,082,030	168,082,030	1,680,820	1.00%
After exercise of warrants attached to shares	3,583,616	171,665,646	1,680,820	0.98%

4.5.6 Table showing changes in share capital during the last three fiscal years

Date	Transaction	Number of shares created	Number of shares canceled	Number of shares comprising the share capital	Share capital movements €	Share capital balance €	Changes in merger, issue and capital contribution premiums €	Merger, issue or capital contribution premium balance €
September 30, 2008				170,395,882		42,598,970.50		39,682,201.59
December 31, 2010	Creation of 26 shares following exercise A BSARs	26		170,395,908	6.50	42,598,977.00	409.50	39,682,611.09
July 28, 2011	Cancellation of 2,313,878 own shares		2,313,878	**168,082,030**	–578,469.50	**42,020,507.50**	–12,117,779.09	**27,564,832.00**

4.5.7 Shares held by the issuer or by its subsidiaries

As at September 30, 2011, Derichebourg SA held 159,863 of its own shares, representing 0.10% of the share capital. These securities were purchased at a cost of €477,329.80. Their net carrying amount in the company's accounts is the same.

Furthermore, the shareholders' general meeting of July 13, 2011 authorized the company, for an 18-month period, to trade in own shares up to a maximum of 10% of its share capital, for the purposes of:

– stimulating the market or market liquidity through a liquidity contract with an investment services provider, in compliance with the code of ethics approved by the AMF, the French securities regulator,

– to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit-sharing or company savings plan,

– to purchase shares for subsequent use in exchange or payment for acquisitions,

– the cancellation of shares thus purchased.

The same shareholders' general meeting authorized the Board of Directors to reduce share capital, in one or more transactions, by canceling shares thus purchased up to a maximum of 10% of the share capital per 24-month period.

4.5.8 Company's shareholding structure and thresholds exceeded

The following table summarizes information about the known shareholders of the Company as at September 30, 2011, the closing date of its most recent fiscal year:

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
CFER*	85,411,102	50.82	162,274,350	66.20
FINANCIÈRE DBG*	65,894	0.04	65,894	0.02
Employees	3,767,779	2.24	3,767,779	1.54
Own shares	159,863	0.09	0	0
Free float	78,677,392	46.81	79,029,630	32.24
Total	**168,082,030**	**100.00**	**245,137,653**	**100.00**

** Mr. Daniel Derichebourg's family has ultimate control of CFER and Financière DBG.*

As at September 30, 2010 the capital ownership structure was as follows.

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
CFER*	85,411,102	50.12	162,274,350	65.73
FINANCIÈRE DBG*	65,894	0.04	65,894	0.03
Employees	3,982,091	2.34	3,982,091	1.61
Own shares	794,967	0.47	0	0
Free float	80,141,828	47.03	80,542,999	32.63
Total	**170,395,882**	**100.00**	**246,865,334**	**100.00**

** Mr. Daniel Derichebourg's family has ultimate control of CFER and Financière DBG.*

As at September 30, 2009 the capital ownership structure was as follows.

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
CFER*	85,411,102	50.13	162,274,350	65.74
FINANCIÈRE DBG*	65,894	0.04	65,894	0.03
Employees	4,100,091	2.40	4,100,091	1.66
Own shares	804,798	0.47	0	0
Free float	80,013,997	46.96	80,417,131	32.57
Total	**170,395,882**	**100.00**	**246,857,466**	**100.00**

** Mr. Daniel Derichebourg's family has ultimate control of CFER and Financière DBG.*

4.5.9 Voting rights

The voting rights attached to shares are proportional to the amount of capital that they represent. For an equal amount of the nominal value, each share of the capital carries the right to one vote. Nevertheless, a double voting right is attributed to all fully paid shares held in registered form for five years or more in the name of the same shareholder. At September 30, 2011, the share capital comprised 168,082,030 shares with a nominal value of €0.25 each, including 77,215,486 shares with double voting rights. The number of voting rights at September 30, 2011 amounted to 245,137,653.

At September 30, 2011, Mr. Daniel Derichebourg's family held, through CFER and Financière DBG, 50.86% of the share capital of Derichebourg SA and 66.22% of the voting rights.

4.5.10 Statutory 2% threshold

Any physical person or legal entity acting alone or in concert who comes to own the number of shares or voting rights that exceeds the thresholds laid down in the regulations in force must provide the information specified in the latter. The same information is required whenever the holder's share of the capital or voting rights falls below the thresholds laid down in the regulations in force.

Article 10 of the bylaws stipulates that any physical person or legal entity acting alone or in concert who comes to possess a number of shares representing 2% or more of

the Company's share capital must inform the Company of the number of shares held within 15 days whenever this percentage is exceeded. If the number or percentage of the voting rights held is not the same as the number or percentage of the shares held, the percentage referred to above is calculated in terms of voting rights. Shareholders who fail to comply with these bylaws may be deprived of their voting rights attached to any shares that were not declared.
Article 10 of the bylaws stipulates that the Company may at any time request from the organization responsible for the registration of securities the information provided for by law relating to the identity of the owners of securities which give an immediate or deferred right to vote in shareholders' general meetings. The Company also has the right to request, under the conditions laid down by the French Commercial Code, the identity of the beneficial owners of shares if it considers that certain shareholders, whose identities have been revealed to it, hold the shares concerned for the account of third parties.
The Company may request any legal entity holding more than 2.5% of the share capital or voting rights to inform it of the identity of any persons holding directly or indirectly more than one third of the share capital or voting rights of said legal entity.

4.5.11 Restrictions on voting rights and share transfers provided for in the company bylaws

None

4.5.12 List of owners of any securities containing any special rights of control

The voting rights attached to shares are proportional to the amount of capital that they represent. For an equal amount of the nominal value, each share carries the right to one vote. Nevertheless, a double voting right is attributed to all fully paid shares held in registered form for five years or more in the name of the same shareholder. At September 30, 2011, the share capital comprised 168,082,030 shares with a nominal value of €0.25 each, including 77,215,486 shares with double voting rights. The number of voting rights at September 30, 2011 amounted to 245,137,653.

4.5.13 Employee shareholdings

At September 30, 2011, employees owned 2.24% of the share capital and 1.54% of the voting rights of Derichebourg SA.

4.5.14 Shareholder agreements

To the issuer's knowledge, there are no shareholders' agreements or agreements whose implementation could lead to a change in control.

4.5.15 Rules on appointing or replacing members of the Board of Directors as well as amending company bylaws

4.5.15.1 Appointment and replacement of members of the Board of Directors

Composition of the Board of Directors (Article 14)
"The Company shall be managed by a Board of Directors made up of at least three and no more than 18 members. However, in the event of a merger, this threshold of 18 persons may be exceeded in accordance with the requirements and limits prescribed by the French Commercial Code.
Directors shall be appointed by a shareholders' ordinary general meeting, which may dismiss them at any time. In the event of a merger or demerger, they may be appointed by a shareholders' extraordinary general meeting. Legal entities that are appointed directors shall designate a permanent representative, who shall be subject to the same requirements and obligations as if he/she were a director in his/her own name.
An employee of the Company may be appointed as a director only if his/her employment contract is for an actual position.
The number of directors bound to the Company by an employment contract shall not exceed one third of the directors in office."

Term of office - Age limit (Article 15)
"The term of office of directors shall be six (6) years, which shall expire at the conclusion of the shareholders' ordinary general meeting that votes on the financial statements for the previous fiscal year and that is held during the year in which the term of office expires. All directors whose term of office expires shall be eligible for reappointment. The number of directors having reached the age of seventy-five (75) years shall not exceed one third of the number of members of the Board of Directors. If this limit is reached, the oldest directors shall be deemed to have resigned automatically."

Chairmanship of the Board (Article 16)
"From among its members, the Board shall elect a Chairman, who shall be required to be an individual. The Chairman's term of office shall not exceed his/her term of office as director. The Board shall establish the Chairman's compensation.
The Board of Directors may dismiss the Chairman at any time. The Chairman of the Board must be less than seventy-five (75) years of age.
When the Chairman reaches this age, he/she shall be deemed to have resigned automatically.
The Chairman of the Board of Directors shall organize and manage the work of the Board of Directors, and report thereon to the shareholders' general meetings. The Chairman shall ensure the proper operation of the Company's governing bodies and, in particular, shall ensure that the directors are capable of performing their duties. If it deems necessary, the Board may appoint one or more Vice-Chairmen, whose duties shall consist exclusively of chairing Board meetings and shareholders' general meetings in the absence of the Chairman.
In the absence of the Chairman and of the Vice-Chairmen, the Board shall designate a director present to chair its meeting. At each meeting, the Board may appoint a secretary, who shall not be required to be a shareholder."

4.5.15.2 Amendment of company bylaws

(Article 35)
"A shareholders' extraordinary general meeting alone shall have the power to amend any provision of the bylaws. However, such meeting may not increase the obligations of shareholders, except in the event of a consolidation of shares that has been properly carried out or for the negotiation of securities granting rights to fractional shares in the case of transactions such as capital increases or decreases. Furthermore, it may not change the Company's nationality except if the host country has concluded a special convention with France allowing the Company to acquire its nationality and transfer its registered office to its territory, and retain its legal personality. As an exception to the exclusive power of a shareholders' extraordinary general meeting to make all amendments to the bylaws, the Board of Directors may amend the provisions concerning the amount of capital and the number of shares that represent the capital, provided such amendments actually correspond to the results of a capital increase, decrease or redemption."

(Article 37)
"Shareholders' special meetings can be validly conducted pursuant to a first notice only if the shareholders present, voting by mail or represented hold at least one half, and pursuant to a second notice, one quarter of the shares having the right to vote and whose rights are subject to modification at such meeting. If the latter quorum is not attained, the second meeting may be deferred to a subsequent date no later than two months after the date on which it was convened. The decisions of these meetings shall be made by a two-thirds vote of the shareholders present, voting by mail or represented."

4.5.16 Rules on convening shareholders' general meetings

Convening shareholder meetings (Article 25)
"Shareholders' meetings shall be convened by the Board of Directors. Failing this, they may be convened by the persons designated by the French Commercial Code, in particular, by the independent auditor(s), a trustee appointed by the Presiding Judge of the Commercial Court ruling in summary proceedings on a petition filed by shareholders representing at least 5% of the Company's capital or, in the case of a shareholders' special meeting, one tenth of the shares of the relevant class.
Shareholders' meetings shall be held at the registered office or at any other place indicated in the notice of meeting."

(Article 26)
"At least 30 days before the date of the meeting, the Company shall publish a notice of the meeting in the Bulletin des annonces légales obligatoires, specifying the meeting's agenda and containing the text of the draft resolutions presented to the shareholders' meeting by the Board of Directors, as well as the procedures for proving to the Company that bearer shares have been recorded in a securities account and that they are unavailable until the date of the meeting. It shall also state the time period for sending requests to include on the agenda draft resolutions proposed by shareholders.
Notices of meetings shall be given by a notice published in a newspaper authorized to publish legal notices in the department where the registered office is located, as well as in the Bulletin des annonces légales obligatoires, in accordance with the law.
Holders of registered shares for at least one month prior to the date of the publication of the notice of the meeting shall also be given notice in accordance with the requirements prescribed by the statutes and regulations in force.
All co-owners of jointly owned shares registered in such capacity during the period specified in the preceding paragraph shall hold these same rights. In the event of a division of the ownership rights in a share, the foregoing rights shall be held by the shareholder that holds the right to vote.
In the event a meeting is unable to deliberate validly because the required quorum is not present, a second meeting shall be convened in the same manner as the first meeting and the notice of meeting shall restate the date of the first meeting. The same requirement shall apply to the notice of a meeting deferred in accordance with the provisions of the French Commercial Code.
The time period between the date of publication of the notice of the meeting and the mailing of letters and the date of the meeting shall be at least 15 days in the case of the first notice and six days in the case of a notice thereafter."

Agenda (Article 27)
"The agenda for a meeting shall be drawn up by the party convening the meeting or by the court order appointing the trustee charged with convening the meeting. One or more shareholders representing the share of capital set in the statutory and regulatory provisions shall have the right to require that draft resolutions be added to the meeting's agenda. The works council ("comité d'entreprise") shall have the same right. A shareholders' meeting shall not deliberate on a matter of business that is not included in the agenda, and such agenda may not be amended in the event that a

meeting is convened a second time. However, the meeting can in all circumstances dismiss one or more directors and appoint their replacements."

Admission to meetings - Vote by mail (Article 28)

"Every shareholder shall be entitled to attend shareholders' general meetings or to be represented thereat, regardless of the number of shares he/she/it holds, provided that all amounts payable on his/her/its shares are fully paid up.
All shareholders may be represented by another shareholder or by their spouse. A proxy can be granted for a single meeting only. A proxy can be granted for two meetings, one ordinary and one extraordinary, if they are both held on the same day or within a period of 15 days of each other. The proxy shall be valid for all successive meetings convened with the same agenda. All shareholders shall be entitled to vote by mail, in accordance with the requirements set by the statutes and regulations in force. The Company shall include the information required by the laws in force with all proxy forms and mail ballots that it sends to shareholders.
The owners of shares that are not domiciled in France may be represented by an intermediary registered in accordance with the requirements prescribed by the statutes and regulations in force.
In the event of a division of the ownership rights in a share, the holder of the right to vote may attend or be represented at the meeting without prejudice to the right of the beneficial owner to participate at all shareholders' general meetings. Holders of jointly owned shares shall be represented as specified in Article 12.
However, the right to participate in shareholders' general meetings shall be conditioned on the registration of the shareholder or of the registered intermediary described herein above in the registered share accounts maintained by the Company or its agent, or on forwarding to the place indicated in the notice of the meeting a certificate certifying that bearer shares held in a securities account are unavailable until the date of the meeting. These formalities shall be carried out in accordance with the requirements prescribed by the laws and regulations in force at least three days before the shareholders' meeting.
Every shareholder who owns shares of a particular class shall be entitled to participate in the shareholders' special meetings for such class, in accordance with the requirements specified herein above.
For the purposes of calculating the quorum and the majority, shareholders who participate in the shareholders' meeting by video conference or by means of telecommunications allowing them to be identified and in accordance with the laws and regulations in force shall be considered present, provided the Board of Directors has decided on the use of such means of participation before the shareholders' general meeting was convened."

Selection of officers (Article 29)

"The meeting shall be chaired by the Chairman of the Board of Directors or, in his/her absence, by a Vice-Chairman or by the director temporarily appointed to act as chairman. Failing all of the above, the shareholders' meeting shall elect its chairman. In the event the meeting is convened by the independent auditors, a court-appointed trustee or by the liquidators, the meeting shall be chaired by the person or one of the persons who convened the meeting.
The duties of scrutinizer shall be performed by the two shareholders who are present and hold the highest number of votes, and who agree to perform such duties. The officers thus selected shall appoint a secretary for the meeting, who need not be a shareholder.
An attendance sheet containing the information required by the laws in force shall be kept for each meeting. It shall be signed by the shareholders present and by the proxies, and shall be certified as accurate by the officers of the meeting. It shall be filed at the registered office and must be provided to any shareholder who makes a request therefore.
The officers ensure the proper functioning of the meeting but, at the request of any shareholder present, their decisions may be submitted to a vote of the meeting, which shall be decisive."

Voting (Article 30)

"The voting rights attached to equity or dividend shares shall be proportional to the share of capital they represent and each share entitles the holder thereof to at least one vote.
The Company may not validly vote shares that it has purchased itself. In addition,
shares for which all amounts due and payable have not been paid, the shares of potential subscribers at shareholders' meetings convened to vote on the elimination of preemptive subscription rights, and shares held by a party to the procedure described in Article 21 shall also not be entitled to vote.
Double voting rights to those granted to other shares, in terms of the share of capital they represent, shall be attributed to all fully paid-up shares that have been held in registered form for at least five (5) years in the name of the same shareholder.
In the event of a capital increase by capitalization of reserves, earnings or issue premiums, such rights shall also be conferred, from issuance, on registered shares allotted free of charge to shareholders in respect of existing shares that benefit from such rights.
Registered shares with double voting rights that are converted to bearer shares for any reason whatsoever shall lose their double voting rights."

Shareholders' ordinary general meetings (Article 33)

"A shareholders' ordinary general meeting is entitled to make all decisions that exceed the powers of the Board of Directors and that are not within the jurisdiction of a shareholders' extraordinary general meeting. Such meetings shall be held at least once a year, within six months of the end of the fiscal year, to vote on all matters regarding the financial statements for the fiscal year. This time period may be extended at the request of the Board of Directors by an order of the Presiding Judge of the Commercial Court ruling ex parte."

Quorum and majority vote at shareholders' ordinary general meetings (Article 34)

"A shareholders' ordinary general meeting can be validly conducted pursuant to a first notice only if the shareholders present, voting by mail or represented hold at least one quarter of the shares having the right to vote. No quorum is required for a meeting convened pursuant to a second notice. Decisions shall be made by a majority of the votes held by the shareholders present, voting by mail or represented."

Shareholders' extraordinary general meetings (Article 35)

"A shareholders' extraordinary general meeting alone shall have the power to amend any provision of the bylaws. However, such meeting may not increase the obligations of shareholders, except in the event of a consolidation of shares that has been properly carried out or for the negotiation of securities granting rights to fractional shares in the case of transactions such as capital increases or decreases. Furthermore, such meeting may not change the Company's nationality except if the host country has concluded a special convention with France allowing the Company to acquire its nationality and transfer its registered office to its territory, and retain its legal personality.
As an exception to the exclusive power of a shareholders' extraordinary general meeting to make all amendments to the bylaws, the Board of Directors may amend the provisions concerning the amount of capital and the number of shares that represent the capital, provided such amendments actually correspond to the results of a capital increase, decrease or redemption."

Quorum and majority vote at shareholders' extraordinary general meetings (Article 36)

"Subject to the exceptions specified in the case of certain capital increases and of conversions into another type of company, a shareholders' extraordinary general meeting can be validly conducted pursuant to a first notice only if the shareholders present, voting by mail or represented hold at least one third of the shares having the right to vote, and pursuant to a second notice, one quarter of the shares having the right to vote. If the latter quorum is not attained, the second meeting may be deferred to a subsequent date no later than two months after the date on which it was convened. Subject to the same exceptions as above, the decisions of a shareholders' extraordinary general meeting shall be made by a two-thirds vote of the shareholders present, voting by mail or represented.
If the meeting has been convened to deliberate on the approval of a contribution in kind or the granting of a specific benefit, the contributor or beneficiary, whose shares shall not be counted in calculating the quorum or the majority, may not participate in the vote, either on his/her own behalf or as a proxy."

4.5.17 Powers of the Board of Directors, in particular, the issue or redemption of shares

The table in 4.5.20 shows the delegations of power to employees in terms of share issues.

Sections 7.1 and 7.2 show the powers of the Board of Directors to redeem shares.

4.5.18 Agreements entered into by the company which are amended or ended due to a change of control

Significant agreements that would be likely to come to an end in the event of a change of control at the company are as follows:
– the 2007 syndicated loan agreement

4.5.19 Dividends

4.5.19.1 Dividend distribution policy

Without being interpreted as a commitment for the future, prior to the 2008-2009 financial crisis, it was Group practice to distribute an amount corresponding to around 20% of consolidated net income in the form of dividends. Given the drop in its EBITDA during the crisis, the Group did not pay dividends for fiscal years 2008-2009 and 2009-2010.

4.5.19.2 Dividends paid over the last three fiscal years

The dividends distributed by Derichebourg SA for the last three fiscal years are as follows:

	2007-2008	2008-2009	2009-2010	2010-2011*
Dividend per share	0.08	0.00	0.00	0.09
Total dividend (in € million)	13.6	0.0	0.0	15.1

** Subject to approval by the annual shareholders' meeting.*

4.5.20 Summary table of delegations of authority and powers granted by the shareholders' general meeting to the Board of Directors with regard to increasing share capital

Table summarizing delegations of authority granted by the shareholders' meeting to the Board of Directors in connection with capital increases (Article L.225-100) and debt security issues, that were valid during the fiscal year ending September 30, 2011.

Date of meeting at which the authorities were delegated	Amount authorized in €	Period of validity of such delegations of authority	Use made of such delegations of authority over the fiscal year
February 10, 2011	€50,000,000, for the issue of securities that give access to the company's share capital (either maintaining or eliminating preemptive subscription rights	26 months from the date of the shareholders' meeting, i.e. until February 9, 2013	None
February 10, 2011	€50,000,000 (through the incorporation of reserves, profits, premiums and any other sums that require capitalization)	26 months from the date of the shareholders' meeting, i.e. until February 9, 2013	None
February 10, 2011	€300,000,000, for the issue of debt securities (either maintaining or eliminating preemptive subscription rights)	26 months from the date of the shareholders' meeting, i.e. until February 9, 2013	None

4.5.21 Information concerning the DERICHEBOURG share price (ISIN code: FR0000053381) and share volumes.

In euros Month	Opening price for the month	Highest	Lowest	Closing price for the month	Volume
October 2008	3.17	3.32	2.05	2.45	23,960,542
November 2008	2.46	2.48	1.81	2.23	18,009,279
December 2008	2.24	2.25	1.51	1.61	13,676,619
January 2009	1.62	2.17	1.52	1.73	16,471,292
February 2009	1.73	1.80	1.50	1.51	10,542,662
March 2009	1.50	1.85	1.26	1.65	16,802,524
April 2009	1.67	1.97	1.62	1.79	11,450,033
May 2009	1.79	1.92	1.63	1.66	6,526,406
June 2009	1.71	2.23	1.62	1.88	13,069,204
July 2009	1.88	2.10	1.63	2.06	6,629,826
August 2009	2.09	3.19	2.05	2.86	17,740,712
September 2009	2.89	3.86	2.65	3.81	14,070,161
October 2009	3.84	4.13	3.05	3.35	13,620,871
November 2009	3.30	3.58	2.66	2.94	9,678,536
December 2009	2.85	3.20	2.74	3.11	8,278,540
January 2010	3.13	3.66	3.12	3.25	8,026,136
February 2010	3.25	3.59	2.71	2.90	6,709,270
March 2010	2.88	3.49	2.82	3.44	7,909,007
April 2010	3.45	3.60	3.16	3.36	6,313,029
May 2010	3.34	3.45	2.60	3.15	9,723,823
June 2010	3.14	3.46	2.84	2.93	8,840,758
July 2010	2.88	3.30	2.84	3.20	5,356,795
August 2010	3.20	3.67	3.15	3.45	8,937,550
September 2010	3.49	3.58	3.23	3.25	4,895,706
October 2010	3.28	3.74	3.10	3.55	8,240,688
November 2010	3.55	3.90	3.35	3.55	8,879,927
December 2010	3.56	5.39	3.54	5.21	17,788,689
January 2011	5.27	6.47	5.01	6.17	16,987,544
February 2011	6.30	6.59	5.53	6.00	17,450,026
March 2011	6.05	6.19	5.36	6.05	11,467,639
April 2011	6.03	6.40	5.90	6.40	4,711,681
May 2011	6.41	6.66	6.03	6.07	7,285,814
June 2011	6.08	6.13	5.00	5.37	7,056,195
July 2011	5.36	5.64	4.55	4.62	6,708,192
August 2011	4.80	4.89	3.00	3.70	23,230,401
September 2011	3.74	3.82	2.33	2.75	19,536,366
October 2011	2.65	3.25	2.32	2.90	18,432,275
November 2011	2.75	2.98	1.85	2.41	18,619,490

4.6 Social and environmental information

For the first time, the Derichebourg Group is publishing employee and environmental information relating to the group, covering nearly all revenues. Any exceptions are shown indicator by indicator. Likewise, retrospective data for fiscal year 2010 were determined at the end of fiscal year 2011. All fully and proportionally consolidated companies are covered by this report.
Since this is the first year of publication on a broader level, and in spite of all the care taken in gathering the data, which in itself is difficult to monitor and comes from very diverse sources, the Group cannot, given the multiplicity of legislations applicable and the widespread nature of the sites, guarantee the accuracy of all the information supplied. This data has not been audited or examined by any third parties. This information was prepared by the Group with the aim of presenting an accurate picture of the situation.

4.6.1 Social information

4.6.1.1 Structure of the workforce

On September 30, 2011, the Group employed 42,132 people, representing an increase of 0.1% over the previous year.

4.6.1.1.1 Headcount breakdown by country and by business

Headcount breakdown by business and by country is as follows:

Headcount	2011					2010
	Environmental Services	Airport Services	Business Services	Holding companies	Total	Total
France	3,404	133	15,805	117	19,459	20,072
United Kingdom		6,632	852		7,484	7,538
Ireland		567	310		877	1,024
Other European countries	1,398	1,130	4,153	1	6,682	5,916
Europe	**4,801**	**8,462**	**21,120**	**118**	**34,502**	**34,549**
United States	120	4,321			4,441	4,530
Canada		1,791			1,791	1,362
Other American countries	75	1,323			1,398	1,351
Americas	**195**	**7,435**	**0**	**0**	**7,630**	**7,243**
Total	**4,996**	**15,897**	**21,120**	**118**	**42,132**	**41,792**

It should be mentioned that the 2010 data published in the 2009-2010 document did not include Derichebourg Intérim and Derichebourg Intérim Aéronautique temporary employees. For the sake of uniformity, the 2010 data have been restated to include these figures (1,740 people).

4.6.1.1.2 Workforce by gender and age range

Employees	2011					2010
	< 25	26-45	46-54	55 and over	Total	Total
Managers	**39**	**876**	**407**	**246**	**1,569**	**1,427**
Men	28	615	322	189	1,154	1,061
Women	11	262	85	56	415	366
Non-Managers	**5,180**	**18,662**	**10,809**	**5,912**	**40,563**	**40,365**
Men	2,996	10,606	5,264	2,971	21,838	21,503
Women	2,184	8,056	5,545	2,941	18,725	18,862
Total	**5,219**	**19,538**	**11,216**	**6,158**	**42,132**	**41,792**

4.6.1.2 Employment policy

Please note that household waste collection (Environmental Services), Propreté, and Servisair are subject, both in France and abroad, to regulations which specify very precise procedures for transferring employees inherited by new employers.

4.6.1.2.1 Recruitment by contract type

Employees	2011					2010
	Environmental Services	Airport Services	Business Services	Holding companies	Total	Total
Permanent hires	1,279	2,188	3,525	20	7,012	8,410
Fixed-term hires	251	1,642	24,662	13	26,568	23,586
Work-and-study	73	53	2,590	0	2,716	2,770
Total own employees	**1,603**	**3,883**	**30,777**	**33**	**36,296**	**34,766**

4.6.1.2.2 Reasons for departure by type and by business

Employees	2011					2010
	Environmental Services	Airport Services	Business Services	Holding companies	Total	Total
Standard end of contract(1)	72	947	24,061	3	25,083	22,701
Resignation	108	1,743	1,777	5	3,633	2,973
Redundancy	27	542	111	0	679	701
Other types of redundancy	84	422	882	4	1,392	1,408
Other reasons	419	392	4,270	28	5,109	5,181
Total	**709**	**4,045**	**31,100**	**40**	**35,895**	**32,964**

(1) End of fixed-term contracts, work-and-study and retirement.

4.6.1.2.3 Remuneration and social charges

In thousands of euros	2011					2010
	France	Europe (excluding France)	North America	Other countries	Total	Total
Average total annual earnings	16.1	18.6	14.7	5.6	16.5	15.9
Average annual earnings men	22.1	19.2	15.5	5.6	19.2	19.1
Average annual earnings women	9.7	17.5	12.7	5.6	12.4	11.6
Social charge rates as a %	**35.2%**	**18.6%**	**27.6%**	**6.7%**	**27.7%**	**26.7%**

Please note the characteristics specific to the Propreté business in France. In fact, the significance of this business in terms of workforce is such that it tends to conceal the diversity of the other business sectors.
Thus, a comparison between the ratio of Men to Women in this business in 2010 throws into sharp relief the fact that, out of a workforce of around 12,000 people, 76% were working part-time. Women totaled nearly 75% of the workforce, mainly working part-time in jobs requiring the least qualifications.
On September 30, 2011, women working part-time in the cleaning business accounted for nearly 38% of the total workforce in France, whilst the rate of employment of women aged between 15 and 64 years of age in France was around 29.8% (31.4% in the EU27 zone; source Eurostat survey June 2011).
The impact of this type of workforce structure does, of course, tend to bring down the average wage for women in France.
Beyond the structural nature of the part-time organization of the cleaning business, all French companies have taken the stance of promoting the reduction of inequality between men and women by negotiating collective agreements or plans of action between Management and labor.
The main focus tends to be to promote changed attitudes and challenge stereotypes, a necessary precursor to the success of such an initiative.

Local initiatives include individual supervision thereby making it possible to detect those with potential so as to foster promotion to full-time jobs, greater consideration of individual lifestyle constraints by scheduling meetings at more suitable times, consideration of the work/life balance, etc., during yearly interviews.

4.6.1.3 Organization of working hours

4.6.1.3.1 Hours worked and overtime

In thousands of hours	2011					2010
	Environmental Services	Airport Services	Business Services	Holding companies	Total	Total
Total hours worked by permanent employees*	7,742	21,734	13,438	180	43,094	44,448
Of which overtime*	365	1,202	314	1	1,882	1,580
Total hours worked by part-time employees**	218	4,835	8,761	7	13,821	12,806
Number of part-time employees	174	6,957	10,773	6	17,910	18,180

** Excluding Ireland (Airport Services).*

*** Excluding Ireland and United Kingdom (Airport Services).*

At September 30, 2011, Derichebourg Propreté employed around 76% of its workforce on a part-time basis. The high level of part-timers in the cleaning business is due to the fact that cleaning services are often provided outside customer's employees' normal working hours. In addition, workers in this profession are often employed by more than one employee. Derichebourg Propreté aims, wherever possible, to enable its employees to increase their working hours in line with market opportunities.

4.6.1.3.2 Absenteeism by business

Number of days absence	2011					2010
	Environmental Services	Airport Services*	Business Services	Holding companies	Total	Total
Non-occupational illness	45,584	14,551	302,617	600	363,352	304,812
Work accidents	21,522	4,519	39,388	8	65,437	73,295
Occupational illness	487	2,261	13,585	0	16,333	15,169
Maternity/paternity leave	2,236	2,076	37,529	136	41,977	35,610
Other causes	11,755	10,850	86,502	175	109,282	95,193
Total	**81,584**	**34,257**	**479,622**	**919**	**596,381**	**524,078**

** Excluding United Kingdom.*

4.6.1.4 Labor relations

4.6.1.4.1 Social Dialogue by business

Number	Environmental Services	Airport Services	Business Services	Holding companies	Total
Union presence (number)	33	65	47	1	146
Number of offices held by workers' representatives	224	2,237	710	11	3,182
Number of meetings of bodies representing workers	172	240	902	15	1,329

4.6.1.4.2 Report on collective agreements by topic and business

Number	Environmental Services	Airport Services	Business Services	Holding companies	Total
Remuneration	23	89	8	1	121
Social Dialogue	5	15	9	1	30
Organisation of working hours	4	14	11	1	30
Health and safety	4	14	5	0	23

4.6.1.5 Health and Safety conditions

						2010
	Environmental Services	Airport Services	Business Services	Holding companies	Total	Total
Lost-time accident frequency rate	59.9	25.2	110.5	5.6	57.9	43.7
Lost-time accident severity rate	4.0	0.2	2.4	0.0	1.6	1.4
Number of safety-trained employees	956	7,723	3728	14	12,421	10,349

In France, Group companies are equipped with safety management systems, supported by the CHSCT and the safety committees responsible for deploying safety and audit procedures.

4.6.1.6 Training

In training hours	2011	2010
Technical	135,025	135,683
Safety/environment	44,964	34,080
Management	3,675	4,280
IT	3,490	4,875
Administration/accounting/policy/legal/HR	7,303	4,042
Languages	1,569	2,079
Other	116,565	108,563
Total	**312,590**	**293,602**

In addition to an active training policy conducted by its businesses, the Derichebourg Group also provides training services through its Derichebourg Évolution Formation subsidiary.
This school specializes in aeronautics-related sectors and aims to deal with the following issues:
– continually growing needs and urgent creation of labor pools = customers' ramp-up in production
– insufficient control over planning of training programs = strong dependence on external training organizations
This school is located in the Toulouse region, near our major customers and the resources required in terms of trainers, both in production (particularly fitters), and for more traditional training programs including Human Factors, Fuel Circuit Safety, Safety, and Chemical Risks.

Due to the highly industrial nature of the Group and given the known requirements of the aeronautics sector, two main areas of training are to be developed:
– certification training, such as a CQPM, "Validation des acquis et de l'expérience" (VAE) [accreditation of prior experiential learning]
– regulatory compliance training: PART 145 and PART 21 (aeronautical sector), Safety, Health, Security, Standards, Legislation.

The Derichebourg Group is developing a training policy based on enhancing internal resources through skills development, improving the professionalism of our teams so as to contribute to developing our businesses and related techniques, optimizing autonomy and employee loyalty, as well as raising sector profiles in respect of young people and referencing committed and effective training providers.

4.6.1.7 Equal opportunities and diversity

4.6.1.7.1 Percentage of women in management roles

Number	Managers	Non-Managers	Total
Environmental Services	38	427	466
Airport Services	162	5,142	5,305
Business Services	189	13,144	13,333
Holding companies	25	11	36
Total	**415**	**18,725**	**19,140**

Within Derichebourg Propreté, women hold around 76% of the jobs, a much higher percentage than in the economy as a whole (around 64.9% for women aged between 20 and 64 - source Eurostat survey June 2011), but consistent with the rest of the profession. Women performed around 26% of the Group's management roles, up by one point on 2010.

4.6.1.7.2 Disabled employees

Number	Managers	Non-Managers	Total
Environmental Services	8	100	108
Airport Services	0	31	31
Business Services	6	503	509
Holding companies	0	1	1
Total	**14**	**635**	**649**

In 2008, Derichebourg set up its "disability program", which described, in concrete terms, an ambitious plan of action aiming to commit the company wholeheartedly to a contractual labor policy supporting the professional integration of disabled employees, in particular by:
– increasing the employment rate of disabled workers in its cleaning division alone to 7%, which exceeds the legal requirement;
– developing an active and proactive policy of integrating disabled employees;
– developing measures aimed at fostering the retention of disabled employees as well as employees who become disabled during their working life;
– taking measures to provide disabled employees with the same career opportunities as other employees;
– strengthening relationships with, and outsourcing more services to, the sheltered employment sector;
– pursuing an active training policy;
– improving communications to help change attitudes about disabled workers.

The project uses ten regional liaison workers, all volunteers for the role, who have received training on this issue and are responsible for orienting, integrating and helping retain disabled workers in the company.

Building on its experience, the project has taken on a new dimension by setting up as an association (ADMH) aiming to assist and support other Group companies by extending the same principles to other divisions, with sector-specific adaptations.
This initiative was singled out for a prestigious prize which was awarded jointly to Intérim Aéronautique and the Group's aeronautical services training center, for their approach to recruiting, training and integrating disabled people to work on projects for Eurocopter.

4.6.1.7.3 Employment of seniors

The table below details employees aged over 55:

En nombre	Managers	Non-Managers	Total
Environmental Services	43	655	698
Airport Services	119	1,897	2,016
Business Services	61	3,359	3,420
Holding companies	22	1	23
Total	**246**	**5,912**	**6,158**

Numerous agreements and action plans have been set up within the Group's French companies to increase the rate of employment of seniors, in particular, by the deployment of second-stage career interviews (from 45 years of age onwards), promoting access to training designed to continue the development of professional skills throughout the employee's career and to expand the employability of the Group's employees.
In addition, the Group is continuing its skills mapping initiative so as to enable each individual's potential to be optimized and thereby encourage the development of cross-functional careers by matching skills to jobs via the implementation of a human resources planning policy.
The Derichebourg Group intends to recommit to values of diversity. This undertaking is a corporate commitment which it promotes within its businesses by adopting charters outlining its values for both employees and customers.
The Derichebourg Group thus reaffirms its respect for the principles held by the International Labor Organization and, in particular, the abolition of child workers and the elimination of any form of forced or mandatory labor.
The Derichebourg Group undertakes to adhere to employment regulations and any regulations specific to its activities and, in particular, to:
– Refrain from discrimination in the recruitment and management of personnel and to promote equal opportunities policies.
– The creation of the Association Derichebourg Mission Handicap (ADMH) as well as the Société d'insertion Lien Environnement [social reintegration company] are part of this shared aim.
– Fighting against corruption; demanding integrity
– Refraining from the use of mental or physical coercion
– Adhering to current legislation on working hours, pay, training, rights of association and health and safety
– Acknowledging its employees' right to free expression
– Guaranteeing respectful dialog between management and labor.

The Derichebourg Group has launched an initiative to prevent risks relating to safety at work, which is one of its major concerns in terms of operations, by committing to reducing the number of accidents at work within the context of a safety management system.

4.6.2 Environmental information

The data covers 99% of the Group's revenues.

4.6.2.1 General environmental policy

Due to the very nature of its Environmental Services operations, which involve recycling metals, the Derichebourg Group is helping to preserve the planet's natural resources (iron ore, copper, bauxite, etc.). Recycling metals saves a significant quantity of energy compared with the primary production of such metals (up to 95% for aluminum). In this way, the Group is helping to reduce greenhouse gas emissions.

Environmental Services division operations use a number of industrial resources (shredders, shears, trucks, etc.) which consume energy, water and raw materials. The Group is very aware of the environmental consequences of its operations. For almost ten years now, each regional subsidiary has had an Environmental Contact Person, who liaises with the relevant authorities (DREAL, etc.) in order to:
– check that the Group's activities are conducted in accordance with current legislation and regulations (operating licenses), as poorly managed recycling activities can result in pollution,
– and to train and inform colleagues about good practice.
Likewise, as explained in 4.3.1.2, operations are carried out on land which has an industrial past and for which the history is not always available.

This year, the Group has chosen to extend the publication of environmental indicators to its French subsidiaries, to foreign Environmental Services entities and to both of the Group's other businesses: Servisair and Derichebourg Multiservices. These are, however, service industries where the environmental impact is, as a rule, not so great. Since this is the first year that this information has been collected for all Group companies, the Group cannot guarantee the accuracy of all the data supplied but it believes all the information provided to be honest and truthful.

The table below details the number of employees trained in good environmental practice.

Number	Number of employees trained in, and made aware of, good environmental practice	
	2011	2010
Environmental Services	243	180
Airport Services	0	0
Business Services	0	0
Holding companies	0	0
Total	**243**	**180**

4.6.2.2 Prevention of environmental risks and pollution, provisions for environmental risks

Provisions for environmental risks changed as follows:

In millions of euros	2011	2010
Environmental Services	6.5	6.9
Airport Services	0.0	0.0
Business Services	0.0	0.0
Holding companies	2.8	2.8
Total	**9.2**	**9.6**

Paragraph 4.3.1.2 contains further explanations.

4.6.2.3 Pollution and waste management

With its Environmental Services division, the Group, in line with its ongoing policy of preventing soil pollution, aims to equip all its sites with the necessary facilities by gradually laying concrete slabs on bare stretches of ground and installing equipment to recover and process runoff water. It believes these measures are sufficient to limit soil pollution.

4.6.2.3.1 Environmental-related investment

The tables below summarize environmental investment and expenditure for almost all Environmental Services activity.

In millions of euros	2011	2010
Soil protection	2.9	2.1
Waste management	8.3	0.8
Treatment of waste water and rain water	0.4	0.6
Fire prevention	0.6	0.2
Noise reduction	1.1	0.8
Radiation protection	0	0.1
Creation of green spaces	0	0
Air protection	0.2	0.2
Total	**13.7**	**4.8**

Soil protection involved resurfacing and re-equipping new concreted areas at our processing centers.

Waste management, very much on the increase, reflects the significant investment put into processing heavy and light shredding residues over the Group's three industrial platforms.

Treating waste water and rainwater involved improving equipment at four sites.

Fire prevention involved six sites.

Noise reduction involved the erection of noise-abatement walls.

Radiation protection involved the replacement of two portal radiation monitors.

Developing **greens areas** contributes to the improvement of industrial landscapes.

Air protection mainly involved improving devices relating to one of the ile de France shredders.

4.6.2.3.2 Environmental-related expenditure

The table below details expenditure on the environment:

In millions of euros	2011	2010
Analysis of waste generated or re-sold	0.1	0.0
Analysis of environmental pollution	0.3	0.3
Maintenance of environmental protection equipment	0.6	0.3
Other environmental-related expenditure	0.6	0.3
Total	**1.6**	**0.9**

Waste analyses were mainly conducted on shredding residue and on products entering and leaving a specific site.

Analyses of environmental pollution essentially concerned the analysis of water discharged to the environment after treatment and some air and soil analyses.

Maintenance of environmental protection equipment mainly involved emptying sludge and oil removers, cleaning gas-emissions filters, testing portal radiation monitors and servicing fire-extinguishers.

Other environmental-related expenditures include, for example, health and acoustics studios and the upkeep of green spaces.

The significant rise in these expenditures reflects increasingly strict government regulation and monitoring of environmentally sensitive facilities.

95% of this expenditure was made in relation to the Environmental Services division and the remainder in relation to Business Services.

4.6.2.3.3 Waste management

At the moment, some by-products of the process of recycling metal ends by means of mechanical shredding are not recycled and constitute waste. These are shredding residues (fluff), which are sent to engineered landfills. These tonnages may be up to 20% of the weight of an end-of-life vehicle. Together with its partners, the Group is endeavoring to find technical solutions for the recovery of these residues in calorific form and, more recently, for the subsequent sorting of such residues into uniform categories (plastics, textiles, glass, final metal residues) that can be recovered separately.

The table below details the production of shredder residues and where they end up:

In thousands of tonnes	2011	2010
Volume of fluff produced	446.1	473.5
Percentage of fluff sent to landfill	457.0	480.9

4.6.2.4 Sustainable use of resources

The table below details the Group's main uses of resources.

4.6.2.4.1 Water consumption

In thousands of cubic meters	2011	2010
Environmental Services	201.7	190.3
Airport Services	34.6	27.3
Business Services	13.2	11.7
Holding companies	1.1	1.3
Total	**250.5**	**230.5**

Water is mainly used for:
– post-shredding sorting activities, concreting works at certain sites, cleaning worksite equipment and supplying fire-water tanks for Environmental Services operations
– washing and de-icing aircraft at Servisair

4.6.2.4.2 Use of other fluids

	Fuel consumption (in millions of liters)		Oil consumption - lubricants (in thousands of liters)		Gas consumption (in millions of cubic meters)		Consumption of glycol (in millions of liters)	
	2011	2010	2011	2010	2011	2010	2011	2010
Environmental Services	25.5	20.9	861.9	754.4	5.6	5.4		
Airport Services	24.0	23.4	141.3	195.9	6.8	6.5	17.8	18.4
Business Services	2.4	2.8	0.3	0.3	0.1	0.1		
Holding companies	0.0	0.1	0.0	0.0	0.0	0.0		
Total	**52.1**	**47.1**	**1,003.5**	**950.6**	**12.4**	**11.9**	**17.8**	**18.4**

Fuel is mainly used:
– in the Environmental Services division for worksite vehicles and equipment and trucks used to collect end-of-life products and deliver secondary raw materials. The increase can be explained by the growth in the business of certain subsidiaries and the inclusion of POLYURBAINE.
– at Servisair, for handling equipment.

Oil and lubricant consumption concerns worksite vehicles and equipment and hydraulic presses and shears in particular.

Gas is mainly used:
– in the Environmental Services division for operation of the aluminum refinery and Natural Gas for Vehicles (NGV) is used by POLYURBAINE and the increase is due to the inclusion of this subsidiary. For information purposes, conversion into GWh is shown on the basis of 10.35 kWh/m3. The conversion factors for different types of gas will be dealt with in greater detail when the data for the next fiscal year is published.
– at Servisair, gas consumption mainly relates to fork lift trucks in the Cargo business.

Glycol consumption mainly concerns aircraft de-icing at Servisair, for the most part in the United Kingdom, Ireland, Canada and the USA.

4.6.2.4.3 Electricity consumption

Electricity consumption (in GWh)	2011	2010
Environmental Services	123.8	114.8
Airport Services	13.4	12.5
Business Services	3.1	4.4
Holding companies	0.6	0.6
Total	**140.8**	**132.2**

Electricity consumption is significant for shredding, shearing and operating the aluminum refinery. It grows as the business expands.

4.6.2.4.4 Consumption of raw materials

The 2,600 tonnes of raw materials consumed included silicon purchased to make aluminum and special materials used to obtain the flotation density required to separate non-ferrous metals in post-shredding separation units.

4.6.2.5 Certification efforts

The DERICHEBOURG ENVIRONNEMENT business remains committed to the certification of its logistical and industrial recycling sites. The position at end 2010/2011 was as follows:
ISO 9001: 90 sites certified, 34 in progress;
ISO 14000: 8 sites certified, 11 in progress;
– end-of-life vehicle approvals: 73 sites approved, four in progress.
– Heading 2711 (WEEE): 42 sites approved, 28 in progress
Coolant recovery training: 37 sites
QUALICERT certification for tires: 3 sites certified, 2 in progress.

The Group does not have any precise information about greenhouse gas emissions arising from its operations, nor on those saved by its recycling work.

4.6.3 Corporate commitments to sustainable development

These Group undertakings should be noted:
– the workload generated for reintegration associations, within the context of WEEE-related service contracts, as well as on some household waste collection contracts.
– the disability policy detailed in 4.6.1.7.2

In addition, when it comes to transport, the Group has, for some years now, favored transport by sea or waterway which offers the best price and helps to protect the environment. In recent times, new worksites have been positioned near waterways: Houston (New Terminal), Nantes Cheviré, etc.

4.7 Draft agenda and text of resolutions proposed to the shareholders' combined general meeting

Agenda

ORDINARY RESOLUTIONS
– management report by the Board of Directors on the financial statements for the fiscal year ending September 30, 2011;
– independent auditors' report on the financial statements for the fiscal year ending September 30, 2011 and the performance of their duties;
– independent auditors' report on the consolidated financial statements for the fiscal year ending September 30, 2011;
– independent auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code;
– independent auditors' report on the report of the Chairman of the Board of Directors on the work of the Board and on internal control procedures;
– approval of the Company's financial statements for the fiscal year ending September 30, 2011 and full discharge to be granted to the directors;
– approval of the consolidated financial statements for the fiscal year ending September 30, 2011;
– allocation of results for the fiscal year;
– approval of the agreements referred to in Article L.225-38 of the French Commercial Code;
– authorization to be given to the Board of Directors to trade in Company shares;

SPECIAL RESOLUTIONS
– authorization to be given to the Board of Directors to reduce the share capital by canceling shares;
– powers for formalities.

Text of resolutions

ORDINARY RESOLUTIONS

FIRST RESOLUTION

Approval of the Company's financial statements for the fiscal year ending September 30, 2011

The shareholders' general meeting, voting in compliance with the quorum and majority vote requirements for shareholders' ordinary general meetings, after having familiarized itself with the Board of Directors' report and the independent auditors' report, approves the financial statements for the fiscal year ending September 30, 2011 in the form in which they have been presented, said statements showing a net profit of €58,183,588.46.

It also approves the transactions reflected in said financial statements or summarized in said reports.

Consequently, the shareholders' general meeting grants a full discharge to the directors and independent auditors for the performance of their duties during the course of said fiscal year.

SECOND RESOLUTION

Approval of the consolidated financial statements for the fiscal year ending September 30, 2011

The shareholders' general meeting, voting in compliance with the quorum and majority vote requirements for shareholders' ordinary general meetings, after having familiarized itself with the Group management report (which is included in the Board of Directors' management report) and the independent auditors' report, approves the consolidated financial statements for the fiscal year ending September 30, 2011 in the form in which they have been presented, as well as the transactions reflected in said financial statements and summarized in said reports.

THIRD RESOLUTION

Allocation of results

The shareholders' general meeting, voting in compliance with the quorum and majority vote requirements for shareholders' ordinary general meetings, after having familiarized itself with the Board of Directors' report, decides to allocate the profit for the fiscal year, amounting to €58,183,588.46, as follows:

Origin	
Net profit for the year	€58,183,588.46
Profit brought forward	€62,299,161.32
Profit available for distribution	**€120,482,749.78**
Allocation	
Distribution of a total dividend of	€15,127,382.70
Carried forward	€105,355,367.08
Total	**€120,482,749.78**

Consequently, it sets the dividend at €0.09 for each share comprising the share capital and giving entitlement thereto. The coupon shall be detached on February 13, 2012 and shall be paid as of February 16, 2012.

Where necessary, the profit corresponding to unpaid dividends on own shares held within the context of the share redemption program shall be allocated to "Carried forward".

As required by Article 243 bis of the General Tax Code, please note that the following dividends were declared for the past three fiscal years.

Fiscal year	Total Dividend	Dividend per share
2007/2008	13,631,670.56 €	0.08 €
2008/2009	0 €	0 €
2009/2010	0 €	0 €

Please note that, in accordance with the law and more specifically Article 158-3 (2) of the General Tax Code, the dividends paid in respect of the last fiscal year entitled shareholders who are individuals and French tax residents to a 40% rebate.

FOURTH RESOLUTION

Approval of the agreements referred to in Article L.225-38 of the French Commercial Code

The shareholders' general meeting, voting in compliance with the quorum and majority vote requirements for shareholders' ordinary general meetings, after having familiarized itself with the Independent auditors' special report on the agreements referred to in Article L. 225-38 of the French Commercial Code, approves said report and the agreements described therein.

FIFTH RESOLUTION

Authorization to be given to the Board of Directors to trade in Company shares

The shareholders' general meeting, voting in compliance with the quorum and majority vote requirements for shareholders' ordinary general meetings, after having familiarized itself with the Board of Directors' report:

1. Authorizes the Board of Directors, in accordance with Article L. 225-209 of the French Commercial Code, to acquire Company shares within the limit of 10% of the number of shares comprising the share capital, as calculated at the time the shares are bought back.
Shares may be purchased, sold or transferred at any time, including during a public offering, in one or more transactions and by any means, on the market or over-the-counter, including by the sale or transfer of blocks of shares (of an unlimited number), in compliance with the current regulations.
Transactions may take place at any time, other than during the no-trading periods provided by the laws or regulations.

2. Resolves that Company shares may be purchased, within the limits stipulated above, in order to:
– improve the liquidity of Derichebourg shares by organizing orderly trading under a liquidity contract with a provider of investment services, in compliance with AMAFI's code of ethics, which is recognized by the AMF, the French securities regulator.
– to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit-sharing or company savings plan,
– to purchase shares for subsequent use in exchange or payment for acquisitions,
– the cancellation of shares thus purchased, within the context of the company's financial policy, subject to the adoption of the sixth resolution submitted to this meeting.

3. Resolves that the maximum purchase price per share is €15, excluding acquisition costs. As a result, the maximum amount the Company might pay in the event of purchases at the maximum €15 price is €252,123,045, based on the share capital on September 30, 2011.

4. Resolves that the share purchase price shall be adjusted by the Board of Directors in the event of financial transactions involving the Company, in accordance with the conditions laid down in the current regulations;

5. Resolves that this authorization is granted for 18 months from the date of this general meeting. It invalidates and replaces the authorization given by the shareholders' combined general meeting of July 13, 2011, in its first resolution.

SPECIAL RESOLUTIONS

SIXTH RESOLUTION

Authorization to be given to the Board of Directors to reduce the share capital by canceling shares

The shareholders' general meeting, voting in compliance with the quorum and majority vote requirements for shareholders' extraordinary general meetings, after having familiarized itself with the Board of Directors' report and the independent auditors' special report, and voting in accordance with Article L. 225-209 of the French Commercial Code, authorizes the Board of Directors, at its sole discretion, to reduce the share capital, in one or more transactions, by a maximum of 10% of the Company's share capital every 24 months, by canceling shares that the Company holds, or may come to hold further to purchases made within the context of the share purchase programs authorized by the fifth resolution submitted to this meeting or even share purchase programs authorized before, or after, the date of this meeting.

The shareholders' general meeting gives the Board of Directors full authorization, with the option of delegation pursuant to legal requirements, to conduct these transactions at the times and in the proportions to be determined by it, to set the terms and conditions thereof, to post the necessary charges to any reserves, profits or premiums, to record said charges in the accounts, to make any related amendments to the bylaws and, generally speaking, take any decisions and effect any formalities.

This authorization is granted for 18 months from the date of this general meeting.

SEVENTH RESOLUTION

Powers for formalities
The shareholders' general meeting grants full powers to the bearer of an original, excerpt or copy of these minutes in order to carry out all filing, publication and other formalities required by law.

4.8 Parent company's financial results over the last five fiscal years

In euros	09-30-07	09-30-08	09-30-09	09-30-10	09-30-11
SHARE CAPITAL AT YEAR-END					
Share capital	45,808,829	42,598,971	42,598,971	42,598,971	42,020,508
Total number of ordinary shares(2)	170,395,882	170,395,882	170,395,882	170,395,882	168,082,030
OPERATIONS AND NET PROFIT OR LOSS FOR THE YEAR					
Gross revenue before sales tax	5,440,144	4,503,732	3,621,532	5,066,324	5,115,264
Profit or loss before tax, employee profit sharing, depreciation and provisions(1)	(25,008,165)	44,824,182	141,638,692	(16,702,986)	(1,603,179)
Corporate income tax	(39,087,414)	(39,914,872)	(4,907,648)	(25,556,335)	(32,507,864)
Profit or loss after tax, employee profit sharing, depreciation and provisions	49,469,995	44,654,442	(51,349,966)	51,176,605	58,183,588
Earnings distributed	15,335,629	13,631,671	0	0	15,127,383*
EARNINGS PER SHARE (in euros)					
Profit or loss after tax and employee profit sharing, but before depreciation and provisions(1)	0.08	0.49	0.86	0.05	0.18
Profit or loss after tax, employee profit sharing, depreciation and provisions	0.29	0.26	(0.30)	0.30	0.35
Net dividend per eligible share	0.09	0.08	0.00	0.00	0.09*
PERSONNEL					
Average number of salaried employees during the year	4	4	3	3	3
Total salaries and wages for the year	1,045,037	256,570	991,650	233,960	485,150
Employer contribution to employee benefits and social charges (social security, company benefit plans, etc.)	289,701	103,615	121,523	107,003	155,378

(1) This calculation is made using the total number of shares.
(2) The total number of shares at September 30, 2007 was 183,235,315.
** Subject to approval by the shareholders' general meeting.*

5. Financial statements

Contents

5.1 Consolidated financial statements for the year ended September 30, 2011, in compliance with IFRS

5.1.1 Consolidated balance sheet as of September 30, 2011

In millions of euros

ASSETS	Note	09-30-11	09-30-10
Goodwill	4.1	471.1	462.5
Intangible assets	4.1	5.4	5.0
Property, plant and equipment	4.2	530.5	501.8
Financial assets	4,3	28.6	46.5
Investments in associates	4.4	21.6	19.3
Deferred tax assets	4.22	58.8	70.7
Other non-current assets	4.5	0.1	0.1
TOTAL NON-CURRENT ASSETS		**1,116.2**	**1,105.9**
Inventories	4.6	88.8	111.2
Trade receivables	4.7	570.3	535.0
Tax receivables		14.2	14.1
Other current assets	4.7	77.7	80.8
Current financial assets	4.7	7.3	5.2
Cash and cash equivalents	4.8	82.1	65.4
Financial instruments, assets	4.12	2.7	0.9
TOTAL CURRENT ASSETS		**843.2**	**812.5**
Discontinued and assets held for sale		**0.0**	**83.5**
TOTAL ASSETS		**1,959.4**	**2,001.9**

In millions of euros

LIABILITIES	Note	09-30-11	09-30-10
Share capital	4.9	42.0	42.6
Share premiums		27.6	39.7
Own shares		(1.4)	(3.5)
Reserves		210.5	150.7
Net profit for the year		96.3	61.4
Group shareholders' equity		**375.0**	**290.9**
Non-controlling interests	4.10	1.0	1.0
TOTAL SHAREHOLDERS' EQUITY		**375.9**	**291.9**
Loans and financial debts	4.11	548.8	544.9
Provision for pensions and similar benefits	4.13	39.2	34.6
Other provisions	4.13	29.3	29.9
Deferred tax liabilities	4.22	36.1	35.8
Other long-term liabilities	4.16	0.5	0.3
TOTAL NON-RECURRING LIABILITIES		**654.0**	**645.5**
Short-term debt and bank overdrafts	4.11	282.4	364.0
Provisions	4.14	14.2	9.3
Trade payables	4.15	362.8	361.4
Current tax liabilities		22.9	20.6
Other current liabilities	4.15	232.6	201.3
Financial instruments, liabilities	4.12	13.0	27.3
TOTAL RECURRING LIABILITIES		**928.0**	**983.8**
Discontinued and liabilities held for sale		**1.4**	**80.7**
TOTAL LIABILITIES		**1,959.4**	**2,001.9**

5.1.2 Consolidated income statement as of September 30, 2011

In millions of euros

	Notes	2011	2010
Revenue	4.17	3,719.9	3,119.8
Other revenues from operations		6.1	3.3
Cost of raw materials		(1,884.5)	(1,401.0)
External costs		(487.0)	(462.9)
Personnel expenses	4.28	(1,036.2)	(975.2)
Taxes and duties		(45.2)	(43.8)
Depreciation		(98.1)	(105.4)
Change in provisions	4.18	(14.1)	(15.1)
Change in inventory: work-in-progress and finished products		(1.4)	1.3
Other operating expenses	4.19	(12.8)	(15.8)
Other operating income	4.19	26.6	33.4
Recurring operating profit		**173.2**	**138.7**
Other non-recurring expenses	4.20	(5.9)	(14.5)
Other non-recurring income	4.20	0.3	5.5
Gain/loss on disposal of consolidated companies		0.0	0.0
OPERATING PROFIT		**167.7**	**129.7**
Net financial expenses	4.21	(37.3)	(50.3)
Fair value of financial instruments		5.2	(3.1)
Foreign exchange and other gains and losses	4.21	(3.2)	(6.5)
Profit before tax		**132.3**	**69.8**
Income tax	4.22	(41.4)	(9.9)
Income from associates	4.4	5.6	3.2
Net profit (loss)		**96.5**	**63.2**
Income net of tax from discontinued activities	4.23	(0.1)	(1.6)
CONSOLIDATED NET INCOME		**96.4**	**61.5**
Net profit			
– attributable to equity holders of the parent		96.3	61.4
– attributable to non-controlling interests		0.1	0.1
Earnings per share: net profit attributable to shareholders of the company (in €/share)	4.24		
– basic		0.57	0.37
– diluted		0.57	0.37
Earnings per share: earnings attributable to company shareholders after net profit of discontinued or held-for-sale activities (in €/share)			
– basic		0.57	0.36
– diluted		0.57	0.36

Consolidated statement of comprehensive income

In millions of euros

	2011	2010
CONSOLIDATED NET INCOME	**96.4**	**61.5**
Cash flow hedging	(1.4)	(1.5)
Taxes on other comprehensive income	0.4	0.4
Foreign currency translation	(0.7)	11.1
Deferred taxes recognized directly in equity	0.0	10.8
COMPREHENSIVE INCOME FOR THE PERIOD	**94.7**	**82.3**
Of which		
– attributable to equity holders of the company	94.6	82.2
– attributable to non-controlling interests	0.1	0.1

5.1.3 Consolidated cash flow statement

In millions of euros

	Notes	2011	2010
Consolidated net profit (loss)		96.4	61.5
Adjustments for:			
Elimination of profit (loss) from equity consolidated companies		(5.6)	(3.2)
Provisions and depreciation		102.8	108.5
Fair value gains (losses)		(17.7)	2.8
Elimination of gains (loss) on asset disposals		3.3	(0.3)
Elimination of profit (loss) from dividends		(0.1)	(0.1)
Other non-cash income and expenses			
Operating cash flow after financing costs and income tax		**179.1**	**169.3**
Net interest expense		38.1	51.2
Income tax		41.4	9.9
Operating cash flow before financing costs and income tax		**258.6**	**230.4**
Changes in working capital requirement related to operations		8.2	(8.3)
Income tax paid		(24.3)	(11.3)
NET CASH FLOW FROM OPERATING ACTIVITIES		**242.5**	**210.8**
Acquisition of consolidated subsidiaries, net of cash acquired		(8.4)	(1.2)
Acquisition of tangible and intangible assets		(87.6)	(69.0)
Acquisition of financial assets		(1.0)	(0.0)
Change in loans and advances granted		17.5	9.2
Disposal of tangible and intangible assets		3.2	6.8
Disposal of financial assets		0.0	0.6
Dividends received		3.1	3.4
NET CASH FLOW FROM INVESTMENT ACTIVITIES		**(73.2)**	**(50.3)**
Proceeds from borrowings		100.1	10.4
Repayment of borrowings		(215.0)	(226.1)
Net financial interests paid		(32.2)	(52.1)
Dividends paid to Group shareholders			0.0
Dividends paid to non-controlling interests		(0.1)	(0.1)
Own shares		(10.6)	0.1
Factoring		(15.0)	97.5
NET CASH FLOW FROM FINANCE ACTIVITIES		**(172.8)**	**(170.3)**
Held-for-sale operations		1.7	(2.4)
Impact of foreign exchange rate fluctuations		0.5	1.8
CHANGE IN CASH AND CASH EQUIVALENTS		**(1.3)**	**(10.5)**
Cash and cash equivalents at beginning of the period	4.8	38.7	49.2
Cash and cash equivalents at close of the period	4.8	37.4	38.7
CHANGE IN CASH AND CASH EQUIVALENTS		**(1.3)**	**(10.5)**

5.1.4 Changes in consolidated shareholders' equity

In millions of euros

	Capital	Share premiums	Own shares	Reserves	Currency translation Reserves	Net profit for the year	Group shareholders' equity	Non-controlling interests	Total equity
BALANCE AT SEPTEMBER 30, 2009	**42.6**	**39.7**	**(3.5)**	**322.9**	**(14.2)**	**(178.9)**	**208.6**	**1.0**	**209.5**
Appropriation of prior-year profit				(178.9)		178.9	0.0		0.0
Dividends payment				0.0			0.0		0.0
Own shares			0.0				0.0		0.0
Net profit for the year attributable to the Group						61.4	61.4	0.1	61.5
Income and expenses recognized directly in equity				9.6	11.1		20.7		20.7
Other changes				0.1			0.1	(0.1)	0.0
BALANCE AT SEPTEMBER 30, 2010	**42.6**	**39.7**	**(3.5)**	**153.8**	**(3.1)**	**61.4**	**290.9**	**1.0**	**291.9**
Appropriation of prior-year profit				61.4		(61.4)	0.0		0.0
Dividends payment							0.0		0.0
Own shares	(0.6)	(12.1)	2.1				(10.6)		(10.6)
Net profit for the year attributable to the Group						96.3	96.3	0.1	96.4
Income and expenses recognized directly through equity				(1.0)	(0.7)		(1.8)		(1.8)
Other changes				0.1			0.1	(0.1)	0.0
BALANCE AT SEPTEMBER 30, 2011	**42.0**	**27.6**	**(1.4)**	**214.3**	**(3.9)**	**96.3**	**375.0**	**1.0**	**375.9**

Consolidated statement of comprehensive income recognized during the period

In millions of euros

	2011	2010
Foreign currency translation	(0.7)	11.1
Cash flow hedging		
– profit (loss) recognized through equity	(1.4)	(1.5)
Tax on income and expenses recognized directly through equity	0.4	0.4
Deferred tax recognized directly in equity		10.8
Income and expenses recognized directly in equity	**(1.8)**	**20.7**
Profit for the period	**96.4**	**61.5**
TOTAL COMPREHENSIVE INCOME	**94.7**	**82.3**
Of which – attributable to equity holders of the company	94.6	82.2
– attributable to non-controlling interests	0.1	0.1

5.1.5 Notes to the consolidated financial statements

Contents

1. Identity of the issuer

DERICHEBOURG is a public limited company created and domiciled in France with its registered headquarters at 119, avenue du Général Michel Bizot, 75012 PARIS. DERICHEBOURG is listed in compartment B of the Euronext market. The Group's main businesses are as follows:
– Environmental Services division;
– Business Services division;
– Airport Services division;
– Holding companies.

The consolidated financial statements for the period from October 1, 2010 to September 30, 2011 were presented to the Group's Board of Directors on December 7, 2011 and have been audited by statutory auditors.
They reflect the financial position of the company and its subsidiaries, and the Group's interests in associated companies.
The financial statements are presented in millions of euros unless otherwise indicated, and rounded off to the nearest 100,000 euros.
All companies close their annual accounts on September 30, except for SCEA du Château Guiteronde, SCI La Futaie, CFF Recycling Servicios, Derichebourg Recycling Mexico, Mattec, Plastic Recycling, Reyfra, Société Bourguignonne de Portefeuille, Valren, Safira, Heathrow Cargo Handling and Nice Aircraft Services and Support, and Ecorec who close their accounts on December 31.

2. Accounting policies, rules and methods

2.1 General policies

In application of European regulation 1606/2002 dated July 19, 2002 on international standards, the Derichebourg Group's financial statements as of September 30, 2011 have been prepared in accordance with the standards and interpretations published by the International Accounting Standards Board (IASB) and adopted by the European Union.

The above standards and interpretations are available on the European Commission's website (http://ec.europa.eu/internal_market/accounting/ias_fr) and include International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), and Interpretations issued by the Standing Interpretations Committee (SIC) and by the International Financial Reporting Interpretations Committee (IFRIC).

The accounting methods applied are consistent with those of the previous year.

Segment data for the preceding fiscal year is presented in accordance with the segment breakdown adopted since the merger of CFF Recycling and Penauille Polyservices in 2007.

The consolidated financial statements of the Derichebourg Group for the year ended September 30, 2011 are available upon request from the Company's registered headquarters located at 119, avenue Général Michel Bizot, Paris, or on its website, *www.derichebourg.com*.

2.1.1 Standards and interpretations applicable to the fiscal year opened on October 1, 2010

The standards and interpretations adopted by the European Union and which are required to be applied to the Derichebourg Group consolidated financial statements starting on or after October 1, 2010 are as follows:
The amendment to IAS 32, "Classification of Rights Issues", effective for fiscal years beginning on or after February 1, 2010.
IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments", effective for fiscal years beginning on or after July 1, 2010.
These standards do not have a significant impact on the Group.

2.1.2 Standards and interpretations published but not yet effective

The Group has undertaken no early application of any standards or interpretations that were not mandatory as of October 1, 2010:
IAS 24 "Related Parties", effective for fiscal years beginning on or after January 1, 2011.
The amendment to IFRIC 14, "Pre-payments of Minimum Funding Requirements", effective for fiscal years beginning on or after January 1, 2011.
IFRS 7 "Transfers of Financial Assets" effective for fiscal years beginning on or after July 1, 2011.
IFRS improvements effective for fiscal years beginning on or after January 1, 2011.

Their potential impact will be assessed during the year.

2.2 Accounting policies

2.2.1 Consolidation methods

Companies over which the Group directly or indirectly exercises majority control are fully consolidated. Companies which are less than 50% owned, but over which the Group exercises control, i.e. the power to direct financial and operational policies to its advantage, are consolidated using the same method.
Companies over which the Group exercises significant influence are consolidated using the equity method. Companies

over which the Group exercises joint control with other shareholders, whatever the percentage held, are consolidated using the proportional consolidation method.

2.2.2 Use of estimates
To prepare the Group's consolidated financial statements, its management must make judgments and estimates that could have a significant effect on some of the assets, liabilities, income and expense items presented in these statements and in the notes thereto. The Group regularly revises its judgments and estimates on the basis of past experience and other factors it deems relevant based on economic conditions. Given the uncertainty that underlies these judgments and estimates, actual business activity could require a significant adjustment to the amounts recognized for a given period.

Judgments
In preparing the financial statements for the period ending September 30, 2011, management exercised its judgment in particular regarding the following:
– Action to obtain reimbursement of an initial payment for an acquisition that was abandoned (see note 4.26);
– Possible consequences of the disposal of the Airport safety business (see note 4.26);
– Possible consequences of the company being investigated for a VAT diversion related to actions of CRS suppliers and so-called carousel operations (see note 4.26).

Estimates
The main estimates regarding future events and the other main sources of uncertainties as of the balance sheet date are:
– assessment regarding recovery of trade receivables (see note 4.7. – Trade receivables, other receivables and current financial assets), credit risk exposure and risk profile;
– provisions for risks and for employee benefits (see note 4.13 – Non-current provisions and provisions for commitments to employees, and note 4.14 – Current provisions);
– income tax charges and assessment of deferred tax assets (see note 4.22 – Income tax);
– potential impairment of goodwill and intangible assets (see note 4.1 – Intangible assets and goodwill).

2.2.3 Non-controlling interests
Non-controlling interests are presented separately from the Group's shareholder equity on the balance sheet.

When the share of the non-controlling interests in the losses of a fully consolidated Group company is more than their share in equity, the excess, and any further losses applicable to the non-controlling interests, are allocated against the majority interests, unless the minority shareholders have a binding obligation to cover these losses.

2.2.4 Translation of the financial statements of foreign companies and firms

In most cases, the functional currency of the Group's foreign companies and firms is the same as their local currency. The financial statements of foreign companies prepared in a currency different from that of the Group consolidated financial statements are translated in accordance with the "closing rate" method. Their balance sheets are translated at the exchange rates applicable on the closing date and their income statements are translated at the average rate for the period. The resulting translation differences are recognized as translation differences in consolidated reserves. Goodwill relating to foreign companies is considered as being part of the acquired assets and liabilities and, as such, is translated at the rate of exchange in effect on the closing date.

2.2.5 Transactions denominated in foreign currencies

Transactions denominated in foreign currencies are converted into euros at the exchange rate in effect on the transaction date. At year-end, trade receivables and payable accounts denominated in a foreign currency are converted into euros at the year-end exchange rate. The resulting gains and losses are recognized in the income statement for the year.

2.3 Valuation rules and methods

2.3.1 Income from ordinary activities (revenue)
Consolidated revenue represents, for the business and Airport services divisions, the amount of services invoiced to customers outside of the Group when the services are supplied.

For the Environmental Services division, revenue is recognized when the risks and inherent benefits of the ownership of the products manufactured are transferred, usually upon shipping.

It includes, after elimination of intra-Group transactions, the revenue of:
– fully consolidated companies;
– jointly controlled companies consolidated using the proportional method, for the share attributable to the Group.

2.3.2 Share-based payments
The methods for recognizing and measuring plans to subscribe for or to purchase shares are defined in IFRS 2 "Share-based Payment".
The grant of stock options represents a benefit in kind granted to the beneficiaries, and as such, is additional compensation paid for by the Group. As these transactions do not involve monetary transfers, the benefits granted are recognized as personnel expenses over the vesting period of the rights in exchange for an increase in shareholders' equity. They are measured based on the fair value of the equity instruments granted.

2.3.3 Deferred taxes
In accordance with the IAS 12 standard, deferred taxes are recognized on the timing differences between the carrying amounts of assets and liabilities and their tax values. In accordance with the liability method, they are calculated based on the expected tax rate for the period during which the asset will be realized or the liability settled. The effects of changes in tax rates from one period to another are recognized in the income statement for the period during which the change occurred.
Deferred taxes relating to items recognized directly in shareholders' equity are also recognized in shareholders' equity.

For timing differences relating to equity participations in companies consolidated using the proportional method, a deferred tax liability is recognized unless:
– the Group is in a position to control the date on which the timing difference will reverse; or
– the timing difference will not reverse in the foreseeable future.

Deferred tax assets resulting from timing differences, tax losses, and deferrable tax credits are limited to the estimated amount of tax recoverable.
This is evaluated at year-end, based on the profit forecasts of the tax entities concerned. Deferred tax assets and liabilities are not discounted.

2.3.4 Earnings per share
Basic earnings per share are defined as the Group share of net income, divided by the weighted average number of shares in issue during the year, after deduction of shares bought back.

To calculate diluted earnings per share, the average number of shares outstanding is adjusted to take into account the dilutive effect of equity capital instruments issued by the Group that are likely to increase the number of shares outstanding, such as options to subscribe for or purchase shares.

2.3.5 Intangible assets
Intangible assets that are identifiable or separately controlled by the Group are recognized as assets on the balance sheet. They mainly include computer software and are amortized on a straight line basis over their useful life, which is generally between one year and five years, depending on their significance. Intangible assets acquired are recognized on the balance sheet at their acquisition cost.

2.3.6 Goodwill
Goodwill represents the difference recognized, on the date a company enters into the consolidation scope, between the acquisition cost of its shares, and the Group's share of the fair value on the acquisition date of the assets, liabilities and contingent liabilities attributable to the company acquired on the date of purchase of the shares.

Positive goodwill is recognized as assets on the balance sheet under the heading "Goodwill". Negative goodwill is recognized directly in the income statement in the year of acquisition under the item "Other non-recuring expenses". Goodwill is not amortized.

2.3.7 Impairment of non-current assets other than financial non-recurring assets
Goodwill, intangible assets and property, plant and equipment are subjected to impairment testing in certain circumstances:
– for non-current assets whose useful life is indefinite (as in the case of goodwill), impairment testing is carried out at least once per year, and any time there is an indicator of impairment;
– for other non-current assets, testing is only carried out when there is an indicator of impairment.

Assets subjected to impairment tests are grouped into cash generating units (CGUs) which are groupings of similar assets whose utilization generates identifiable cash flows. When the recoverable amount of a CGU is less than its net carrying amount, an impairment provision is recognized against operating income. The recoverable amount of the CGU is the higher of the fair value less the costs to sell and the value in use. The value in use is determined by discounting the future cash flows likely to arise from an asset or a CGU. These future cash flows are estimated over a period of five years. Beyond that period, cash flows are extrapolated by applying a growth rate to infinity. The CGUs defined by the Group relate to the following businesses:
– Environmental Services,
– Business Services,
– Airport Services.

These impairment tests are conducted annually on September 30.

2.3.8 Property, plant and equipment

Property, plant and equipment are recognized at its acquisition or production cost, reduced by the cumulative depreciation and any potential impairment provisions.

Depreciation charges are normally applied on a straight line basis over the useful life of the asset; nevertheless, accelerated depreciation may be used where it appears more appropriate for the conditions in which the equipment is used.

The useful lives generally applied are as follows:

Buildings	10 to 30 years
Equipment and technical installations	3 to 10 years
Airport equipment	5 to 10 years
Other property, plant and equipment	4 to 10 years

Maintenance and repair costs are charged to income, with the exception of those incurred to increase productivity or prolong the useful life of an asset.

2.3.9 Investment grants

Investment grants are treated as deferred income. They are brought into income over the estimated useful life of the asset concerned.

2.3.10 Finance leases

Assets acquired under finance leases are recognized as property, plant and equipment when the lease agreements effectively transfer to the Group almost all the risks and benefits of ownership of these assets. They are recognized as assets at cost price at the date of acquisition and depreciated over their useful lives, with the corresponding debt being recognized as a liability.

The rental payments under the lease are divided between financial expenses and reduction of the debt related to the lease in such a way as to obtain a constant rate of interest on the balance of the debt remaining due.

Rental agreements which do not have the characteristics of finance leases are treated as simple operating lease agreements and only the rental payments are charged to income throughout the entire duration` of the agreement.

2.3.11 Equity participations in companies accounted for using the equity method

The Group's equity participations accounted for using the equity method are initially recognized at acquisition cost including any goodwill arising, where applicable. Subsequently, their carrying amount is increased or decreased to take into account the Group's share of profits or losses made after the acquisition date. When the losses are greater than the value of the Group's net investment in the entity, they are recognized only if the Group has a contractual commitment to recapitalize the entity or has made payments on its behalf. If there is any indication of impairment, the recoverable amount of the investments consolidated using the equity method is tested in accordance with the methods described in the note on impairment of noncurrent assets, other than financial assets.

2.3.12 Other non-current financial assets

This category includes receivables related to equity participations, loans and receivables and assets available for sale (mainly including investment securities).

In accordance with IAS 39 "Financial Instruments: Recognition and Measurement", equity interests in non-consolidated companies are considered by their nature to be assets available for sale and as such are recognized at their fair value.

Where the shares are listed, the fair value is the price quoted on the stock market. If the fair value cannot be determined reliably, the shares are recognized at cost price. Changes in fair value are recognized directly in shareholders' equity in an account created for this purpose.

Where there is an objective indication of impairment, an irreversible provision for impairment is recognized in the income statement. This provision may be reversed only when the relevant shares are sold.

Loans are recognized at amortized cost. An impairment provision may be recognized if there is an objective indication of such impairment. The amount corresponding to the difference between the net carrying amount and the recoverable amount is recognized in the income statement. It may be reversed if the recoverable amount increases subsequently.

2.3.13 Inventories and work in progress

Inventories of raw materials and goods purchased for resale are recognized using the weighted average cost method. The work in progress and finished goods of the Environmental Services division are valued at cost price, including the cost of materials and labor and other costs directly related to production.

At each closing date inventories are valued at the lower of cost or net realizable value.

2.3.14 Trade and other operating receivables

Trade and other operating receivables are recognized at nominal value, discounted when necessary, and adjusted for any impairment considering any potential risk of non-payment. Provisions for impairment are determined on a case-by-case basis.

A specific impairment provision is made for doubtful receivables.

2.3.15 Cash and cash equivalents

Cash includes demand deposits and current accounts, but excludes bank overdrafts which are included in financial liabilities. Cash equivalents include investments held with a view to meeting short-term cash commitments. Securities include cash deposits, money-market mutual funds and negotiable debt securities which can be realized or sold at any time. They are valued at their market value. Any change in the fair value of these assets is recognized in the income statement.

To be considered as a cash equivalent, they must be easily convertible and subject to only negligible risk of loss in capital.

2.3.16 Own shares held

Shares in the Company held by the Group itself are recognized as a deduction from shareholders' equity at the acquisition cost. Any profits or losses related to the purchase, sale, issue or cancellation of repurchased shares are recognized directly in shareholders' equity without impacting the income statement.

2.3.17 Pension commitments and other employee benefits

Commitments arising from defined benefit pension plans for both active and retired employees are indicated on the balance sheet. They are determined according to the projected unit credit method based on annual evaluations. The actuarial assumptions used to determine these commitments vary in accordance with the economic conditions of the country in which the plan is in effect.

For defined benefit plans managed externally (pension funds or insurance contracts), the excess or shortfall of the fair value of the assets when compared to the discounted value of the obligations is recognized as an asset or liability on the balance sheet, after deducting any cumulative actuarial differences as well as the past service cost not yet recognized. Surplus assets are only recognized on the balance sheet if that they represent a future economic benefit for the Group.

The past service cost represents benefits granted either when the business adopts a new defined benefit plan or when it modifies the level of benefits from an existing plan. Once new benefit rights are vested following the adoption of a new plan, the past service cost is immediately recognized in the income statement. Conversely, when the adoption of a new plan gives rise to the vesting of rights subsequent to its implementation date, the past service cost is recognized as an expense, on a straight line basis, over the average period left to run until the corresponding rights are fully vested.

Actuarial gains and losses result mainly from the effects of changes to the actuarial assumptions and adjustments related to experience (differences between the actuarial assumptions used and the reality observed). The accumulated net actuarial gains and losses not recognized on the preceding closing date which exceed the greater of 10% of the present value of the obligations arising from the defined benefits at that date (before deduction of the plan assets) and 10% of the fair value of the plan assets at that date are amortized on a straight line basis over the expected remaining average working life of the plan beneficiaries.

For defined benefit plans, the expense charged to operating income includes the cost of services during the fiscal year, the amortization of past service costs, the amortization of any potential actuarial variations as well as the effects of any plan reduction or liquidation; the cost of discounting and the returns expected from plan assets are recognized in financial income.

2.3.18 Provisions

Provisions are liabilities whose due date or amount cannot be precisely determined. They are calculated based on the discounted amount corresponding to the best estimate of the consumption of resources required to settle the liability.

Provisions for business disputes concern, for the most part, employment disputes. They are calculated on a case-by case basis in the Environmental Services and Airport Services businesses and, considering the number, on a statistical but nominal basis in the Business Services division.

Provisions for restructuring include the cost of the plans and the measures decided on where these have been announced before the year-end date.

2.3.18.1 Provisions for service awards

In the Environmental Services business, a bonus linked to service awards is given to employees after a certain number of years of service. The service awards are determined based on a discounted calculation taking into account assumptions about the probability of employees remaining with the Company, as well as a 4% discount rate.

The bonuses are paid according to the service period required for the service awards:

– Silver	20 years: €500
– Vermeil	30 years: €800
– Gold	35 years: €1,100
– Grand gold	40 years: €1,500

2.3.18.2 Current provisions

Current provisions represent provisions directly related to the operating cycle of each business line, whatever the term required for their reversal.

The provisions for other current risks are mainly provisions for late-delivery penalties, provisions for individual redundancies and other risks arising from business operations.

2.3.18.3 Non-current provisions

Non-current provisions represent provisions not directly related to the operating cycle and whose term is generally greater than one year. They are mostly provisions for litigation. Non-recurring provisions for a term of less than one year are recognized on the balance sheet under the heading Current provisions.

2.3.18.4 Provisions for environmental risks

Provisions for risks related to the environment are made whenever a legal or contractual obligation makes it necessary to clean up a business site, or when an environmental risk is recognized as attributable to the company and calculable. These provisions are calculated per site based on estimates of the cost of the work.

Business and Airport Services

These businesses do not present significant risks for the environment. In fact, they do not use any production process which might seriously impact scarce or non-renewable resources, natural reserves of water or air, or biodiversity, unless by accident.

Environmental Services business

Service, production, treatment and recycling facilities have all mandatory operating licenses issued by the competent authorities. For the Environmental Services business, the Group has implemented several indicators to measure the environmental impact of its business, including the amount of natural resources consumed.

It was decided to gradually implement environmental communication starting with the distribution of essential indicators, given that the consumption of raw materials is not significant due to the nature of the recycling business. Furthermore, this business mainly consists of collecting, transforming and selling waste products as secondary raw materials, and by its very nature reduces harmful effects on the environment. The division now makes a significant contribution to reducing greenhouse gases in France.

Otherwise, recycling could be a source of pollution if it is not carried out in processing centers that have the equipment necessary to protect the environment.

The Group has grown through investment, by acquiring existing sites and by creating new sites. The Group makes a double effort to:

– clean up past pollution;
– ensure the compliance of existing sites and new facilities in particular.

To the Group's knowledge, no pollution hazards have been revealed that are not in the process of being solved or subject to a provision to solve it. However, it does not have a complete history of all of its sites. As cities expand they may want to acquire land that the Group uses, either through an amicable purchase or through legal means. In such a case, the Group will do its best to obtain compensation to cover the moving and reinstallation costs this entails. It also negotiates the terms by which it must terminate site operation, since cities often want land rehabilitated to enable its use for residential purposes, even though this land was initially zoned for industrial use.

Over the past few years, the Group has made significant investments in the yards it has acquired in order to ensure a high level of environmental protection. Numerous actions have been undertaken to reduce noise at industrial sites, closely monitor emissions and waste-water discharge, and protect the soil. Various analyses are conducted each year to measure compliance with the standards specified in operating licenses. The Group is also continuing its efforts to convert an increasing share of shredding residue into useful materials or energy. Sixty-nine recovery yards have received "ELV" certification, enabling them to recycle and process end-of-life vehicles in an environmentally-friendly manner. Environmental issues that concern the Environmental Services division are monitored and managed by the division's regional departments, each of which has its own environment manager.

2.3.19 Financial debt (current and non-current)

Financial debt consists of:

– the syndicated loan agreement concluded on June 1, 2007, amended in 2009 and 2010;
– the syndicated factoring agreement concluded in 2010;
– the finance leases;
– other loans.

These loans are measured and recognized at amortized cost using the effective interest rate method. The amortized cost method includes in the cost of borrowing the issuance costs that were initially deducted from the nominal amount of the debt on the balance sheet. In accordance with this method, the interest charge is recognized on an actuarial basis.

When the terms of a loan agreement are modified and when the present value of the cash flows discounted at the initial effective interest rate of the new terms, including the negotiation expenses and other fees paid, exceed the present value of the loan's initial cash flows by more than 10%, the issuance costs and negotiation fees are recognized as an expense.

The portion of financial debt due in less than one year is included under the item Current financial debt.

2.3.20 Fair value of asset and liability derivative products (IAS 32-39)

In order to hedge its exposure to market risks (interest rates, exchange rates and raw materials), the Group uses derivative instruments.

In accordance with IAS 39, all derivative instruments must be recognized on the balance sheet at its "fair value". When derivative instruments do not meet the criteria for hedge accounting, changes in fair value are recognized through the income statement.

Derivative instruments may be treated as hedging instruments in three cases:

– hedging of fair value;
– hedging of future cash flows;
– hedging of a net investment in a foreign operation.

A fair value hedge covers exposure to the risk of changes in the fair value of an asset, liability or non-recognized firm commitment arising from changes in financial variables (interest rates, exchange rates, share prices, raw material costs, etc.).

A future cash flow hedge covers changes in the value of future cash flows related to existing assets or liabilities or to a highly probable forecasted transaction.

A hedge of a net investment in foreign currency covers the foreign exchange risk related to a net investment in a consolidated foreign subsidiary.

The Group uses several types of interest rate risk management instruments to optimize financial expenses, to hedge foreign exchange risks associated with foreign currency-denominated loans and to manage the fixed/variable rate split of its debt.

Interest rate swap agreements enable the Group to borrow long-term at variable rates and to exchange the interest rate on the debt incurred, either at the outset or during the term of the loan, against a fixed or variable rate. The Group may purchase interest-rate options, caps and floors as part of its strategy to hedge its debt and financial instruments.

Interest rate and foreign exchange derivatives used by the Group to hedge changes in its debt denominated in foreign currencies qualify as hedges in accordance with IAS39 because:

– the hedging relationship is clearly defined and documented from the date of implementation;

– the efficiency of the hedging relationship is clearly demonstrated in the beginning and on a regular basis for as long as it lasts.

The application of hedge accounting has the following consequences, the derivative always being measured on the balance sheet at its fair value:

– for fair value hedges of existing assets or liabilities, the change in fair value of the derivative is recognized in the income statement. This change is offset in the income statement by re-measuring the hedged item on the balance sheet. Any difference between the two changes in value represents the inefficiency of the hedging relationship;

– for hedges of future cash flows, the "efficient" portion of the change in fair value of the hedging instrument is recognized directly in shareholders' equity in a specific reserve account, and the portion of the change in fair value considered "inefficient" is recognized in the income statement. The amounts recognized in the reserve account are entered in the income statement once the hedged cash flows are recognized;

– for hedges covering net investments in a foreign country, the "efficient" portion of the changes in fair value of the derivative instrument is recognized in shareholders' equity under the heading "Translation reserve" and the portion considered "inefficient" is recognized in the income statement. The profit or loss on the derivative that was recognized in the translation reserve must be transferred to the income statement in the event of the sale of the foreign entity that was the subject of the initial investment.

As part of its trading business in non-ferrous metals, the Group uses forward purchase and sale agreements concluded on the London Metal Exchange (LME) in order to reduce its exposure to the risk of fluctuations in non-ferrous metal prices (copper, aluminum, nickel). Changes in the fair value of the derivative instruments (forward purchases and sales of metals on the LME) are recognized in the income statement.

The Group had put in place an equity swap agreement. This agreement was a derivative instrument that was settled in February 2011. The income from the settlement was €5 million.

2.3.21 Operations held for sale or to be discontinued

Assets and liabilities classified as held for sale are measured at the lowest of their carrying value or their fair value less selling costs.

The profit (loss) from discontinued operations is recorded on a separate line of the income statement.

A discontinued operation is a component of the entity that the entity has disposed of or which is classified as being held for sale, and which:

– represents a line of business or a primary and distinct geographic region;
– is part of a single and coordinated plan to leave a business line or a distinct geographic region;
– or is a subsidiary acquired exclusively to be sold.

The IFRS 5 standard "Non-current Assets Held for Sale and Discontinued Operations" specifies the accounting treatment of assets that are held for sale and the financial reporting requirements for discontinued operations. In particular, the standard requires that assets held for sale be presented separately on the balance sheet and that the profit (loss) of discontinued operations be presented separately in the income statement. The standard requires that the profit (loss) of discontinued operations be presented separately on the income statement for all comparison periods.

3. Changes in the consolidation scope

3.1 Entries in the consolidation scope

Business Services division
– Entry of the company SCI CFF BETA into the consolidation scope

Airport Services division
None

Environmental Services division
– Entry of the Italian companies REI and ECOREC into the consolidation scope

Holding Companies
None

3.2 Exits from the consolidation scope

Business Services division
None

Airport Services division
None

Environmental Services division
None

Holding Companies
None

3.3 Internal restructuring

Business Services division
None

Airport Services division
None

Environmental Services division
– Transfer of the assets of the company SMBM into the company MARX SPAENLIN on April 30, 2011
– Transfer of the assets of the company SAS PETIT LAC into the company REVIVAL on August 31, 2011

Holding Companies
None

3.4 Change in percentage of control

Environmental Services division
In December 2010, acquisition of 50% of the shares of the company SMBM by the company MARX SPAENLIN, bringing the Group's holding in the company SMBM to 100%.

3.5 Disposals of assets and assets held for sale

Operations sold and held for sale are recognized in the income statement under the item "Income net of tax from discontinued held-for-sale activities". This item includes the profit (loss) from the 2010-2011 fiscal years from discontinued activities: carrier activity of Servisair France.

The assets from the Environmental Services division (except for metals recycling) in Italy that had been classified as held-for-sale assets on September 30, 2010 have been reclassified because their sale will probably not occur in the next 12 months.

4. Additional notes

4.1 Intangible assets and goodwill

In millions of euros	Value on 09-30-10	Increases	Decreases	Changes in consolidation scope	Other changes[1]	Exchange rates	Value on 09-30-11
Goodwill	604.8			2.1	6.6	(0.0)	613.5
Concessions, patents, licenses	7.7	0.5			0.3	(0.0)	8.5
Other intangible assets	12.8	0.7	(0.0)	0.0	0.7	0.1	14.3
Advances and deposits paid		0.1					0.1
Total gross value	**625.3**	**1.3**	**(0.0)**	**2.1**	**7.5**	**0.0**	**636.3**
Goodwill	(142.3)					0.0	(142.3)
Concessions, patents, licenses	(6.5)	(0.7)			(0.2)	0.0	(7.4)
Other intangible assets	(9.0)	(0.8)	0.0	(0.0)	(0.2)	(0.1)	(10.0)
Total amortization & depreciation	**(157.8)**	**(1.5)**	**0.0**	**(0.0)**	**(0.3)**	**(0.1)**	**(159.7)**
Total net value	**467.5**	**(0.2)**		**2.1**	**7.2**	**(0.0)**	**476.6**

(1) Of which Italy Cleaning IFRS 5 impact €8 million.

4.1.1. Changes in goodwill by type

Change in scope by type

In millions of euros	09-30-11
REI	1.8
OTHER	0.3
Total change in consolidation scope	**2.1**

4.1.2 Impairment tests

Impairment tests were implemented as of September 30, 2011 and have not shown any need to record impairment losses on goodwill.

The information concerning the cash-generating units, to which significant amounts of goodwill have been attributed as part of the impairment tests, is as follows:

Net carrying value of goodwill attributed

In millions of euros	09-30-11	09-30-10
Airport Services CGU	266	266
Business Services CGU	159	159
Environmental Services CGU	46	37
Total	**471**	**462**

The valuation method used to determine the recoverable amount of these cash-generating units is the value in use. The data and the assumptions used for the impairment tests of the assets included in the cash-generating units are as follows:

In millions of euros	Discount rate 2010/2011[1]	Growth rate to infinity 2010/2011	Discount rate 2009/2010[1]	Growth rate to infinity 2009/2010	Valuation method
Environmental Services CGU	10.50%	2.00%	10.50%	2.00%	Discounted cash flow and terminal value
Airport Services CGU	8.50%	2.00%	8.50%	2.00%	Discounted cash flow and terminal value
Business Services CGU	8.00%	2.00%	8.00%	2.00%	Discounted cash flow and terminal value

(1) The discount rate used is the weighted average cost of capital (WACC).

The value in use of the cash-generating units (CGU) determined by business segments is calculated by discounting at the rates mentioned above the forecast operating cash flows after taxes. These post-tax cash flows are used (operating profit + amortization and depreciation - tax - change in working capital requirement - operating investments), and are based on a five-year business plan.

These impairment tests are performed annually on September 30.

In millions of euros	
Difference between the recoverable value of the CGU and the book value of the assets	
Business Services CGU	3

The enterprise value thus determined for the Business services CGU is the only value near the book value of the assets assigned to the CGU.

For this CGU, a 0.5% increase in the discount rate with a 0.5% decrease in the growth rate to infinity and a 1% decrease of EBITDA of the final year would result in a recoverable value of less than 30 million.

The key assumptions to which the impairment tests of the Business Services and Airport Services divisions are sensitive are the following:
- the discount rate, determined by analyzing the weighted average cost of capital: this rate is 10.5% for the Environmental Services division, 8.5% for the Airport Services division and 8% for the Business Services division;
– EBITDA for the final year of the explicit forecast. This EBITDA has been determined based on management's business plan;
– the long-term growth rate of the businesses. This was estimated at 2% for all businesses.

Impact on enterprise value

	Impact on enterprise value of the following changes				
	Airport Services		Business Services		
In millions of euros	+ 0.5% of the discount rate	- 0.5% of the discount rate	+ 0.5% of the discount rate	- 0.5% of the discount rate	+/– 1% of the EBITDA (in absolute value) of the final year
Impact on enterprise value	(31)	36	(17)	20	+/– 1.2%

	Impact on enterprise value of the following changes			
	Airport Services		Business Services	
In millions of euros	+ 0.5% of the discount rate	- 0.5% of the discount rate	+ 0.5% of the discount rate	- 0.5% of the discount rate
Impact on enterprise value	29	(25)	16	(14)

4.2 Property, plant and equipment (including leasing)

In millions of euros	Value on 09-30-10	Increases	Decreases	Changes in consolidation scope	Other changes(1)	Exchange rates	Value on 09-30-11
Land (including leasing)	135.6	3.6	(0.0)	3.9	0.4	0.0	143.4
Buildings (including leasing)	182.9	21.0	(1.6)	2.8	8.4	0.1	213.6
Machinery & equipment (including leasing)	829.1	41.1	(20.2)	0.6	28.2	0.0	878.8
Other tangible assets (including leasing)	228.4	16.7	(11.5)	0.0	33.8	0.2	267.6
Tangible assets under construction	19.4	22.7	(0.1)	0.8	(17.5)	0.2	25.5
Advances and deposits paid	3.5	3.5	(3.4)		(1.7)	0.0	1.9
Total gross value	**1,398.9**	**108.5**	**(36.8)**	**8.1**	**51.6**	**0.5**	**1,530.8**
Land (including leasing)	(15.1)	(1.8)		(0.0)		(0.0)	(16.9)
Buildings (including leasing)	(80.0)	(12.2)	1.6	(0.2)	(2.5)	0.0	(93.2)
Inst. Machinery & equipment (including leasing)	(622.9)	(56.0)	18.4	(0.3)	(12.4)	(0.0)	(673.3)
Other tangible assets (including leasing)	(179.1)	(27.0)	9.2	(0.0)	(19.7)	(0.1)	(216.7)
Total amortization & depreciation	**(897.2)**	**(96.9)**	**29.1**	**(0.6)**	**(34.6)**	**(0.2)**	**(1,000.2)**
Total net value	**501.8**	**11.6**	**(7.6)**	**7.5**	**16.9**	**0.3**	**530.5**

(1) Of which Italy Cleaning IFRS 5 impact €15.8 million.

Property, plant and equipment financed by lease-financing contracts

In millions of euros	Value on 09-30-10	Increases	Decreases	Changes in consolidation scope	Other changes	Exchange rates	Value on 09-30-11
Land and buildings	11.9	2.8			1.5	(0.0)	16.2
Machinery & equipment	179.3	12.8	(1.4)	0.3	1.1	0.0	192.1
Other tangible assets	68.2	4.3	(0.2)		14.8	(0.0)	87.1
Total gross value	**259.4**	**19.9**	**(1.6)**	**0.3**	**17.3**	**(0.0)**	**295.4**
Total amortization & depreciation	**(179.4)**	**(27.3)**	**1.4**	**(0.2)**	**(9.0)**	**(0.0)**	**(214.4)**
Total net value	**80.1**	**(7.4)**	**(0.2)**	**0.1**	**8.4**	**(0.0)**	**80.9**

4.3 Financial assets

4.3.1 Changes during the fiscal year

In millions of euros	09-30-10	Increases	Decreases	Changes in consolidation scope	Other changes[1]	Exchange rates	09-30-11
Investment securities	11.2	1.0	(0.5)	0.0	(2.4)	(0.0)	9.3
Receivables related to equity participations	1.2	0.0	(0.1)	(1.7)	6.8		6.3
Long-term investments	0.0						0.0
Loans, securities and other financial assets[2]	50.4	2.4	(20.7)		1.2	0.0	33.2
Total gross value	**62.8**	**3.4**	**(21.3)**	**(1.7)**	**5.6**	**0.0**	**48.9**
Impairment loss on investments	(14.4)	(0.0)	0.1		2.4	(0.0)	(12.0)
Impairment loss on receivables related to equity participations			0.1		(6.4)		(6.3)
Impairment loss on long-term investments	(0.0)						(0.0)
Impairment loss on loans, securities and other receivables	(1.9)	(0.1)	0.0				(2.0)
Total amortization & depreciation	**(16.3)**	**(0.2)**	**0.1**		**(4.0)**	**(0.0)**	**(20.3)**
Total net value	**46.5**	**3.3**	**(21.1)**	**(1.7)**	**1.7**	**0.0**	**28.6**
(1) of which Italy Cleaning IFRS 5 impact €3.1 million.							
(2) of which:							
Workers compensation	*7.9*	*1.1*	*(3.5)*			*0.0*	*5.4*
Receivable on a finance lease with the Central Deicing Facility in Toronto	*5.5*		*(0.8)*		*(0.1)*	*0.0*	*4.6*
Equity Swap guarantee	*15.6*		*(15.6)*				
Rotamfer receivable	*12.8*						*12.8*

The Group holds a €15 million receivable linked to an acquisition project that was abandoned. The Group has implemented the necessary actions to recover this amount, in accordance with the contractual terms (see 4.26 – Significant Litigation). This claim was discounted by €2.2 million on September 30, 2011.

4.3.2 Investment securities and receivables related to equity participations by type

In millions of euros	Country	% holding	Gross values	Provisions	Net values	
Investment securities						
ENVIRONMENTAL SERVICES						
PROSIMETAL	France	50%	0.2	(0.2)	0.0	In liquidation
SCI LICODIA	France	100%	0.5		0.5	
LOUIT	France	98%	1.1		1.1	
Other companies (less than €0.1 million)	France		0.3	(0.1)	0.3	
Deconsolidated companies						
– DOHMEN	Belgium	100%	0.6		0.6	
BUSINESS SERVICES						
INTERCLEAN	Brazil	25%	0.2	(0.2)	0.0	
Deconsolidated companies						
AGYR Luxembourg	France		0.2	(0.2)	0.0	
AIRPORT SERVICES						
JARDINE AIR TERMINAL SERVICES LTD	Hong Kong	5%	0.6		0.6	
GG MEXICO	Mexico	99%	2.0	(2.0)	0.0	In liquidation
Other companies (less than €0.1 million)	France		0.5	(0.2)	0.3	
Deconsolidated companies						
– Servisair Escales value of investments	France		7.5	(7.5)	0.0	In liquidation
– Servisair Escales deconsolidation value	France		(10.0)	7.5	(2.5)	In liquidation
– PMAIR value of investments	France		0.6	(0.6)	0.0	In liquidation
– PMAIR deconsolidation value	France		(0.8)	0.6	(0.2)	
– Servisair Escales value of investments	France		1.0	(1.0)	0.0	In liquidation
– Servisair Cargo deconsolidation value	France		(4.5)	1.0	(3.5)	
– Servisair Norge	Norway		6.1	(6.1)	0.0	In liquidation
– Acsair	France		0.8		0.8	
– Servisair Assistance Piste Orly value of investments	France		1.5	(1.5)	0.0	In liquidation
– Servisair Assistance Piste Orly deconsolidation value			(1.8)	1.5	(0.3)	In liquidation
GLOBEGROUND BRAZIL LTDA	Brazil		3.0	(3.0)	0.0	
Total			**9.3**	**(12.0)**	**(2.6)**	

In millions of euros	Country	% holding	Gross values	Provisions	Net values
Receivables related to equity participations					
AIRPORT SERVICES					
GLOBEGROUND BRAZIL LTDA (deconsolidated company)	Brazil		2.0	(2.0)	0.0
GLOBEGROUND MEXICO	Mexico	99%	3.3	(3.3)	0.0
OTHER			0.9	(0.9)	0.0
Total			**6.2**	**(6.2)**	**0.0**
Overall total			**15.5**	**(18.2)**	**(2.6)**

4.4 Investments in associates

4.4.1 By type

In millions of euros	Country	% holding	Share of profit	Contribution to equity 09-30-11	Contribution to equity 09-30-10
ENVIRONMENTAL SERVICES					
ALLO CASSE AUTO	France	48%	0.8	2.5	2.2
APD	United States	50%	(0.0)	0.2	0.2
CTR49	France	34%	(0.1)	(0.1)	(0.1)
DAC	France	50%	0.1	0.3	0.2
DREYFUS	France	43%	0.7	3.7	3.3
LARDET	France	35%	0.1	0.3	0.2
ROHR	France	50%	0.3	2.1	1.9
ROUSSEL	France	34%	0.0	0.5	0.5
VALVERT TRI	France	35%	(0.0)	0.1	0.1
AIRPORT SERVICES					
AMAG	Russia	44%	0.7	3.1	2.8
BICC	Romania	26%	0.0	1.4	1.5
EMSA	Ecuador	30%	1.4	2.1	1.0
FLUGHAFEN GRAZ BODENSERVICES GmbH	Austria	37%	0.1	0.1	0.1
LHU LUFT-HAFEN-UMBSCHLAG GmbH	Germany	25%	0.0	0.2	0.1
S.C. GLOBEGROUND ROMANIA SRL	Romania	25%	1.0	2.5	2.5
ZAO CARGO TERMINAL PULKOVO	Russia	40%	0.5	2.8	2.7
Total			**5.6**	**21.6**	**19.3**

Investments in associates

In millions of euros	Balance-sheet date	Assets	Liabilities	Revenue	Net profit (loss)
ENVIRONMENTAL SERVICES					
ALLO CASSE AUTO	September 30	11.8	7.2	18.1	1.7
APD	September 30	0.5	0.1	3.4	(0.0)
CTR49	December 31	1.7	2.1	1.7	(0.2)
DAC	September 30	0.9	0.3	1.5	0.1
DREYFUS	December 31	14.7	6.0	10.3	1.7
LARDET	September 30	1.8	1.0	3.2	0.2
ROHR	September 30	6.4	2.0	9.5	0.5
ROUSSEL	September 30	2.8	1.3	4.8	0.0
VALVERT TRI	December 31	0.5	0.2	0.9	(0.1)
AIRPORT SERVICES					
AMAG	December 31	9.5	2.4	26.9	1.6
Bucharest International Cargo Centre - BICC SA	December 31	5.9	0.5	1.3	0.2
Emsa Airport Services	December 31	11.5	4.5	12.6	4.7
Flughafen Graz Bodenservices	December 31	1.1	0.9	2.0	0.3
Luft-Hafen-Umschlag	December 31	1.9	1.4	5.9	0.1
Globeground Romania	December 31	14.0	4.1	17.9	3.8
Zao Cargo Terminale Pulkovo	December 31	12.3	5.4	9.9	1.4

4.4.2 Changes during the fiscal year

In millions of euros	09-30-10	Share of profit	Dividends	Changes in consolidation scope	Other changes	Exchange rates	09-30-11
Investments in associates	19.3	5.6	(3.0)	0.0	0.0	(0.3)	21.6

4.5 Other non-current assets

In millions of euros	Gross value on 09-30-11	Provisions	Net value on 09-30-11
Other receivables	0.1		0.1
Total	**0.1**		**0.1**

4.5.1 Financial assets and other non-current assets by maturity date (excluding investment securities)

In millions of euros	09-30-11	More than one year	More than five years
Long-term investments	0.0		0.0
Loans, securities and other long-term financial assets	31.2	26.1	5.1
Other receivables	0.1	0.0	0.1
Total	**31.4**	**26.2**	**5.2**

4.6 Inventories and work in progress

4.6.1 By type

In millions of euros	Gross value on 09-30-11	Gross value on 09-30-10
Raw materials	4.6	5.2
Other consumables	14.4	13.6
Work in progress	0.7	0.7
Finished and semi-finished goods	1.0	2.1
Goods for resale	70.1	91.0
Total	**90.8**	**112.5**

4.6.2 Changes during the fiscal year

In millions of euros	Net value on 09-30-10	Variations	Changes in consolidation scope	Other changes	Exchange rates	Provision for impairment	Net value on 09-30-11
Raw materials	5.1	(0.3)		(0.3)	(0.0)		4.6
Other consumables	12.8	0.6		0.3	(0.0)		13.7
Work in progress	0.5	0.0		0.0	0.0	0.1	0.7
Finished and semi-finished goods	2.1	(1.4)		0.3			1.0
Goods for resale	90.5	(20.7)		(0.1)	(0.0)	(0.8)	68.8
Total	**111.2**	**(21.9)**		**0.2**	**(0.0)**	**(0.7)**	**88.8**

4.7 Trade receivables, other receivables and current financial assets

In millions of euros	09-30-10			09-30-11		
	Gross value	Impairment	Net value	Gross value	Impairment	Net value
Trade receivables	**552.3**	**(17.3)**	**535.0**	**587.5**	**(17.2)**	**570.3**
Tax receivables	**14.1**		**14.1**	**14.2**		**14.2**
Advances and deposits	31.1	(0.2)	30.9	20.2	(0.0)	20.2
Other receivables	66.5	(22.2)	44.3	64.9	(22.4)	42.5
Prepaid expenses	5.6		5.6	15.0		15.0
Other current assets	**103.2**	**(22.4)**	**80.8**	**100.1**	**(22.4)**	**77.7**
Receivables related to equity participations(1)	14.1	(14.1)		9.1	(7.8)	1.3
Loans, deposits and securities(2)	5.2		5.2	6.0		6.0
Current Financial assets	**19.3**	**(14.1)**	**5.2**	**15.1**	**(7.8)**	**7.3**

(1) Receivables related to equity participations	Country	% holding	Gross value	Provisions	Net value
AEROPORTUAIRE					
ZAO CARGO TERMINAL PULKOVO	Russia	40%	1.3		1.3
SERVISAIR CARGO (société déconsolidée)	France		7.8	(7.8)	0.0
Total			**9.1**	**(7.8)**	**1.3**

(2) Of which €0.9 million of current finance lease receivables relating to equipment for Central Deicing Facility in Toronto, the counterpart of which is recognized under current financial liabilities.

4.8 Cash and cash equivalents

By type

Cash and cash equivalents include investment securities, current account balances due by banks and cash.

In millions of euros	Gross value on 09-30-11	Provisions	Net value on 09-30-11	Net value on 09-30-10
Investment securities	1.5	(0.2)	1.3	3.1
Cash	80.8		80.8	62.3
Total	**82.3**	**(0.2)**	**82.1**	**65.4**

In millions of euros	30-09-11	30-09-10
Cash and cash equivalents	82.1	65.4
Bank overdrafts	44.9	26.7
Net cash	**37.3**	**38.7**

The cash pooling system, which the Group has implemented mainly in France, centralizes all subsidiary cash flows on a daily basis to reduce finance costs.

4.9 Consolidated shareholders' equity

As of September 30, 2011, the company's share capital consisted of 168,082,030 shares with a nominal value of €0.25 each, corresponding to a total nominal value of €42,020,507.50.

Analysis of the share capital and voting rights

Shareholders	Shares		Voting rights		Share subscription warrants @ 6.70€
	Number	%	Number	%	
CFER	85,411,102	50.82%	162,274,350	66.20%	
Financière DBG	65,894	0.04%	65,894	0.02%	
Employees	3,767,779	2.24%	3,767,779	1.54%	
Own shares	159,863	0.09%	0		
Free float	78,677,392	46.81%	79,029,630	32.24%	
Banks					3,583,616
Total	**168,082,030**	**100.00%**	**245,137,653**	**100.00%**	**3,583,616**

Dividends

	For the fiscal year 2010/2011(1)	For the fiscal year 2009/2010	For the fiscal year 2008/2009
Net dividends in euros	0.09	0	0
Total net distribution (in € millions)	15.1	0	0

(1) Subject to approval by the shareholders' general meeting.

4.9.1 Shares with attached share subscription warrants (ABSA)

4.9.1.1 Characteristics of the share subscription warrants arising from the ABSASs

Number of share subscription warrants attached to each share

Each share has one (1) share subscription warrant attached.

Exercise parity and exercise price

455 share subscription warrants are required to subscribe for 128 new ordinary shares in the Company (the exercise parity) (subject to the adjustments described in paragraph 2.4.11 "Maintenance of the rights of warrant-holders" of the transaction memorandum authorized by the French securities regulator, AMF, under reference No. 05-198 dated March 31, 2005) at the price of €6.70 per new ordinary share (issue premium included) payable in cash or by offset of receivables. The holders of share subscription warrants are responsible for acquiring the number of warrants necessary to subscribe for a whole number of shares.

The maximum number of new ordinary shares of the Company that may be subscribed by the exercise of warrants is 3,583,616 shares, to which an additional number of shares to be issued may be added in order to maintain the rights of the warrant holders, when applicable.

Exercise period

Subject to the stipulations of paragraph 2.4.10 "Suspension of the exercise of share subscription warrants" of the transaction memorandum approved by the French securities regulator, AMF, under reference No. 05-198 dated March 31, 2005, the share subscription warrants are not exercisable during the first two years following their issue, but become so during the following three years and six months on the understanding that if these share subscription warrants are not exercised by the end of this period of five years and six months, the warrants will be automatically void and will lose all value, with no possibility of compensation from the Company.

Extension of the term of the share subscription warrants

Following the announcement made to the public about the planned merger between CFF Recycling, Penauille Polyservices, DJC and JCP Participations, contact was made with the lending banks of Penauille Polyservices to obtain from them all the necessary approvals for the planned merger transactions. The lending banks of Penauille Polyservices wished to make their authorization of these transactions and of the merger in particular conditional upon an extension of the exercise period of the share subscription warrants to March 13, 2017 and on the maintenance of the promises to purchase the share subscription warrants set out in the initial agreement on December 24 and 31, 2004. Under the terms of this agreement, the lending banks of Penauille Polyservices had agreed to make a financial gesture by incorporating in the capital of Penauille Polyservices part of their receivables by subscribing for shares with attached share subscription warrants in Penauille Polyservices.

In these conditions, it was planned (i) to submit to the shareholders' general meeting of Penauille Polyservices called to vote on the merger plan on July 18, 2007, a resolution to extend the period during which these share subscription warrants may be exercised until March 13, 2017 and (ii) that CFER, the majority shareholder of CFF Recycling and indirectly of Penauille Polyservices, would alone assume responsibility for the promises to purchase the share subscription warrants solely in favor of the banks, a detailed description of which appears in the transaction memorandum, which received authorization No. 05-198 from the French securities regulator, AMF, on March 31, 2005 (in this regard, CFER accepted that the purchase promise exercisable in the event of market illiquidity should be extended to March 13, 2017 where the exercise period of these share subscription warrants had been extended and that the promises to purchase on phased dates should also be deferred by five months, to be henceforth open in December 2008, 2009 and 2010).

Adjustment of the exercise parity
In the event that any financial transactions are carried out by the Company, the maintenance of the rights of share subscription warrant holders will be ensured by adjusting the exercise parity in accordance with the conditions set out in paragraph 2.4.11 "Maintenance of the rights of share subscription warrant holders" of the transaction memorandum authorized by the French securities regulator, AMF, under reference No. 05-198 dated March 31, 2005.

Listing of share subscription warrants (BSA)
Since it involves the admission of the share subscription warrants to stock exchange listing on the Eurolist by Euronext Paris, this would normally have taken place on May 14, 2007 in accordance with the agreement on December 24 and 31, 2004 (Euronext note reference PAR_20070510_7353_EU). In order to avoid unequal treatment between successive holders, who may have acquired these share subscription warrants on the market before their exercise period was prolonged to March 13, 2017, the deferral sine die of their admission to listing has been requested by PENAUILLE POLYSERVICES, with the agreement of the share subscription warrant holders, from Euronext Paris (Euronext note reference AR_20070511_7372_EUR).

4.9.1.2 Characteristics of the shares issued following the exercise of the share subscription warrants

Nominal amount of shares issued as a result of the exercise of share subscription warrants
Issue of a maximum of 3,583,616 new ordinary shares as a result of the exercise of these share subscription warrants (the "exercised shares"), subject to any adjustments required to preserve the rights of the warrant holders, each with a nominal value of €0.25, corresponding to a capital increase of a maximum nominal amount of €895,904, to which will be added if applicable an additional nominal amount to preserve the rights of the warrant holders.

Subscription price and gross proceeds from the issuance
€6.70 per exercised share, issue premium included, €0.25 of which is the nominal value and €6.45 is the issue premium, to be fully paid upon subscription. In the event that all the warrants are exercised, the gross amount raised by the issue will be €24,010,227.20, issue premium included, subject to any potential adjustments.

Preferential subscription rights
In accordance with the provisions of Article L. 225-132 of the French Commercial Code, the decision of the extraordinary general meeting to authorize the issue of the shares with attached share subscription warrants (ABSA) benefits the warrant holders by the renunciation by the shareholders of their preferential subscription rights to the Exercised Shares.

Rights attached to the exercised shares
The exercised shares which may be issued upon exercise of the share subscription warrants (BSA) will enjoy full and equal rights from the date of their creation.

Listing of the exercised shares
The exercised shares will be the subject of regular requests for admission to listing to Euronext Paris S.A., on the same market as the existing shares, as and when they are issued.

DERICHEBOURG stock options
The Group no longer has a stock-option plan.

4.10 Non-controlling interests

In millions of euros	09-30-11	09-30-10
Non-controlling interests at the beginning of the year	1.0	1.0
Changes in consolidation scope	(0.0)	0.0
Consolidated company earnings attributable to non-controlling interests	0.1	0.1
Share of dividends from consolidated companies	(0.1)	(0.1)
Effect of exchange-rate changes on non-controlling interests	(0.0)	1.6
Other changes	(0.0)	(1.6)
Non-controlling interests at year-end	**1.0**	**1.0**

4.11 Indebtedness

4.11.1 Loans and financial debt

4.11.1.2 Changes in financial indebtedness

In millions of euros	Value on 09-30-10	Increase	Decrease	Exchange rates	Changes in consolidation scope	Other changes[1]	Value on 09-30-11
Loans from financial institutions	481.9	90.4	(1.6)	0.0		(82.8)	488.0
Miscellaneous financial debt	6.7	1.5	(0.3)	0.0		(2.0)	5.9
Debts linked to finance leases	56.2	25.5	(0.8)	0.0		(25.9)	54.9
Non-current financial debt	**544.9**	**117.3**	**(2.7)**	**0.0**		**(110.7)**	**548.8**
Loans from financial institutions	307.5	6.9	(191.7)	(0.1)		87.1	209.8
Miscellaneous financial debt	3.9	0.0	(1.4)	(0.0)		0.0	2.5
Debts linked to finance leases	25.8	4.0	(34.2)	(0.0)		29.7	25.3
Bank overdrafts	26.7	7.0		0.0		11.1	44.9
Current financial debt	**364.0**	**18.0**	**(227.4)**	**(0.1)**		**128.0**	**282.4**
Total financial debt	**908.8**	**135.3**	**(230.1)**	**(0.1)**		**17.2**	**831.2**

(1) Of which IFRS 5 impact Italy Cleaning: €16.1 million.

4.11.1.3 Maturity schedule of loans and non-current financial debt

In millions of euros	Value on 09-30-11	From one to five years	More than five years
Loans from financial institutions	488.0	486.0	2.0
Miscellaneous financial debt	5.9	5.5	0.4
Debts linked to finance leases	54.9	49.6	5.3
Non-current financial debt	**548.8**	**541.1**	**7.7**

4.11.1.4 Breakdown of financial debt by main currencies

In millions of euros	Value on 09-30-11	Euro	American dollar	British pound	Canadian dollar	Other
Loans from financial institutions	488.0	481.0	6.9			
Miscellaneous financial debt	5.9	5.4	0.6			
Debts linked to finance leases	54.9	38.8	5.9	5.6	4.6	
Non-current financial debt	**548.8**	**525.2**	**13.3**	**5.6**	**4.6**	
Loans from financial institutions	209.8	206.5	3.2			
Miscellaneous financial debt	2.5	0.6	1.2		0.7	
Debts linked to finance leases	25.3	19.5	2.1	2.9	0.9	
Bank overdrafts	44.9	43.8	1.0			0.0
Current financial debt	**282.4**	**270.4**	**7.5**	**2.9**	**1.5**	**0.0**
Total financial debt	**831.2**	**795.6**	**20.9**	**8.5**	**6.2**	**0.0**

4.11.1.5 Characteristics of the main credit lines

Denomination	Currency	Authorized nominal amount on 09-30-11 in currency millions	Nominal amount used on 09-30-11 in currency millions	Maturity date	Index	Margin on 09-30-11
Loans from financial institutions(1)	EUR	400.0	400.0	06/30/14	Euribor	1.10%
Loans from financial institutions(1)	EUR	150.0	150.0	06/30/14	Euribor	1.10%
Syndicated factoring	EUR	210.0	111.0	02/29/12	Euribor	0.90%
Loans from financial institutions	USD	9.3	9.3	10/01/14	Libor USD one month	1.50%
Loans from financial institutions	EUR	2.2	2.2	04/19/18	Fixed 4,80%	
Loans from financial institutions	EUR	1.9	1.9	10/31/12	Euribor six month	2.90%
Loans from financial institutions	EUR	1.0	1.0	06/22/17	Fixed 4,00%	
Loans from financial institutions	EUR	0.9	0.9	08/30/16	Fixed 4,50%	
Confirmed bilateral line	USD	16.0	0.0	05/23/13	Libor USD one month	2.75%
Non-confirmed bilateral line	CAD	5.0	0.0	sight	RBP	0.25%
Non-confirmed bilateral lines	EUR	71.7	0.0	Non-confirmed	EONIA/Euribor one month	0.60% to 1.5%
Other bilateral lines	EUR	19.5	0.0	< 1 YEAR	EONIA/Euribor	0.75% to 3%

(1) The Derichebourg Group has contracted a syndicated loan agreement, which along with its factoring agreements, constitute its main sources of funding.

The 2007 syndicated loan agreement

This agreement initially involved a total of €700 million consisting of a €550 million Refinancing Loan and a €150 million revolving bullet loan.

€150 million payments on the Refinancing Loan were made on December 31, 2008, 2009 and 2010. A payment of €80 million is due December 31, 2011.

Four amendments have been made to this agreement:

– Amendment no. 1, executed in July 2009, changes the interest-rate spread that applies when the leverage ratio exceeds 3.5;

– Amendment no. 2, executed in July 2009: (i) authorized further pledging of 49% of Derichebourg Environnement's shares; (ii) temporarily adjusted the Group's leverage ratio and coverage ratio requirements in consideration of the economic crisis; (iii) specified the allocation of net income from disposals between the lenders of the 2007 and 2009 syndicated loans;

– Amendment no. 3, executed in 2010, which allows smaller drawdowns than initially agreed and drawdowns for a shorter term than initially provided for under the Revolving Loan;

– Amendment no. 4, executed in 2010, which (i) adjusted the leverage ratio (net financial debt/ recurring EBITDA) and the coverage ratio in accordance with the Group's new business conditions; (ii) formally acknowledged that the asset sales initially provided for would not be made.

Interest Rate

The amounts drawn on these credit lines carry interest at Euribor or Libor rates, depending on the case, plus a margin which is adjusted periodically based on the ratio of net financial indebtedness to consolidated gross operating income.

Early repayment obligations – Event of default

The 2007 loan agreement provides for early repayment of the entire amount due following the occurrence of certain common default events, particularly where an event has a significant adverse effect on the business or the financial situation of the Derichebourg Group, or on the ability of Derichebourg to service its debt.

A change in the control of Derichebourg or in its chief executive officer would also be a default event.

Furthermore, the loan agreement provides for the partial early repayment of the amounts due in the event of a capital increase (with the exception of certain types of capital increases, particularly those whose purpose is to finance an acquisition or those reserved for employees of the Group) or in the event of an issuance of securities granting access to the capital of the Company or the issuance of debt securities. The early repayment of the amounts due would be for an amount equal to the cash proceeds of the capital increase or, depending on the case, for an amount equal to the proceeds of the securities granting access to the capital of the Company or the proceeds of the issuance of debt securities.

If assets are disposed of, partial early repayment of the amounts due equivalent to the net proceeds from these disposals must also be made.

Covenants

The loan agreement also includes covenants limiting the ability of Group companies to, in particular:

– to take out additional debts;

– grant sureties and guarantees;

– undertake mergers, demergers or restructurings;

– undertake acquisitions;

– sell assets or equity participations, except for those specified in the loan agreement;

– redeem and/or reduce their share capital.

The loan agreement also contains commitments requiring the purchase and maintenance of insurance policies in line with practices generally accepted in the businesses of the Derichebourg Group. The loan agreement includes a commitment to hedge at least 50% of the amount drawn down on the refinancing loan with interest-rate hedging instruments.

Financial ratios

The loan agreement requires the Group to maintain the following financial ratios:

– the annual leverage ratio, being the ratio of (a) consolidated net financial debt to (b) consolidated gross operating income, on each calculation date and for 12-month rolling periods ending on each calculation date, must be less than or equal to the figures shown in the table below for the calculation date considered:

As of September 30, 2011 the leverage ratio was 2.74.

As of the balance sheet date, the Group must comply with the following ratios:

Date of calculation	Leverage ratio less than or equal to (amendment no. 4 to the 2007 loan):
September 30, 2011	3.50
March 31, 2012, September 30, 2012 and March 31 and September 30 of each subsequent year	2.90

– the debt service ratio, being the ratio of (a) consolidated gross operating income to (b) consolidated net financial expenses, on each calculation date and for 12-month rolling periods ending on each calculation date, must be greater than or equal to that specified in the table below for the given calculation date:

Date of calculation	Hedging ratio greater than or equal to (amendment no. 4 to the 2007 loan):
September 30, 2011	4.00
March 31, 2012, September 30, 2012 and March 31 and September 30 of each subsequent year	5.00

As of 30 September 2011, the debt service ratio was 7.27.

Failure to comply with these ratios would be considered a default event and a majority of the lenders could elect to enforce covenants.

Syndicated factoring agreement
This €210 million credit line is based on the receivables of the Environmental Services division (France and Belgium) and the Business Services division (France). The participating companies, members, periodically sell the receivables from their activities. The factors finance these receivables for up to 90% of their amount including tax, except for those matured for more than 60 days. The Group keeps most of its risks and benefits linked to these receivables.
The credit line is confirmed until February 29, 2012. After year-end, the Group obtained in advance an agreement to renew the line until February 28, 2013. The debtor accounts transferred under the agreement should be covered by a total or partial credit insurance policy for the private debtors.

The Group made early repayment on August 3, 2011 of the short-term syndicated loan signed in July 2009 by paying off the financing facility by €40 million. Consequently, the sureties attached to the credit (pledge of 100% of the equity of Servisair SAS, SCI CFF Immobilière, SCI CFF Sigma) were lifted.

In addition, the Group set up bilateral lines with its banks for an amount of €107 million.

4.11.2 Net financial indebtedness

In millions of euros	09-30-11	09-30-10
Financial debt	831.2	908.8
Cash and cash equivalents	82.1	65.4
Receivables linked to lease-financing contracts(1)		
– non-current	4.6	5.5
– current	0.9	0.8
Total net debt	**743.6**	**837.1**

(1) The Group's Canada subsidiary in the Airport Services division is obliged to lease the infrastructures it manages for its customers, under a finance lease. Since the risks and benefits related to these infrastructures are transferred to the customers, the Company recognizes as a counterpart to the leasing debt a leasing receivable. In view of the fact that the debt and the leasing receivable are identical both in terms of maturity and cost, and the fact that offsetting is forbidden where there is no tripartite agreement, the leasing receivable is shown separately as a reduction of debt.

Risks related to the level of debt
The Group's consolidated debt as of September 30, 2011 totaled €743.6 million.
This debt requires it to comply with the above-mentioned covenants and to allocate part of its cash flow to service its debt, reducing its resources available for growth-related investments and, to a certain extent, reducing its capacity to react to economic downturns.

4.12 Financial instruments

The Group uses certain financial instruments to reduce risks related to interest rates, exchange rates affecting its commercial activities and raw material prices.

4.12.1 Fair value of financial instruments

To determine the fair value of financial instruments, the Group uses the following fair value hierarchy, according to the valuation methods used:
Level 1: the prices listed for identical assets or liabilities in active markets (not adjusted);
Level 2: directly or indirectly observable information concerning the asset or liability other than the quoted prices used at Level 1;
Level 3: methods that use information that has a significant impact on the recognized fair value and is not based on observable market data.

On September 30, 2011, all of the Group's assets and liabilities measured at fair value are classified as Level 2.

During the 2011 fiscal year, there was no change in fair-value valuations between Level 1 and Level 2 and no transfer to or from Level 3.

In millions of euros	09-30-11	09-30-10
Assets at fair value through profit or loss		
– Derivative instruments	1.9	0.0
Assets at fair value through equity		
– Derivative instruments	0.8	0.9
Loans and receivables		
– Non-current loans	0.0	1.2
– Non-current deposits and securities	31.2	48.5
– Other non-current financial assets	0.0	0.0
– Current trade receivables	570.3	535.0
– Current loans	1.3	0.0
– Current deposits and securities	6.0	5.2
– Cash and cash equivalents	82.1	65.4
Held-to-maturity investments		
– None		
Available-for-sale assets		
– Investment securities	(2.6)	(3.3)
Liabilities at fair value through profit or loss		
– Derivative instruments - liabilities	0.2	16.1
Liabilities at fair value through equity		
– Derivative instruments - liabilities	12.8	11.3
Other liabilities		
– Syndicated loan	550.0	624.9
– Other long-term financial liabilities	78.8	84.9
– Trade payables	363.1	361.4
– Other current financial liabilities	2.3	3.7
– Short-term loans and bank overdrafts	200.1	195.4

4.12.2 Fair value of derivative instruments

In millions of euros		09-30-11		09-30-10	
		Assets	Liabilities	Assets	Liabilities
Derivatives for interest-rate risks	Cash flow hedge		12.6		11.1
Derivatives for notional amount risks			0.0		15.7
Derivatives for exchange-rate risk	Cash flow hedge	0.8	0.1	0.9	0.2
Derivatives for raw materials price risks	Fair value	1.9	0.2	0.0	0.3
Amount of derivatives in the consolidated balance sheet		**2.7**	**13.0**	**0.9**	**27.3**

4.12.3 Interest-rate risks

The Group determines the desired split of debt between fixed and variable rates based on forecast trends for interest rates. As of September 30, 2011, 87% of the debt is at variable rates.

The Group uses several types of interest rate risk management instruments to optimize its financial expenses and manage the fixed/variable rate split of its debt.
The Group's variable-rate debt is 60% hedged. A 1% change in the three-month Euribor rate would have a maximum annual impact of approximately €2.8 million, compared to €37.3 million in net financial expenses for the year.

Breakdown of debt between fixed and variable rates

In millions of euros	09-30-11			09-30-10		
	Fixed rate	Variable rate	Total	Fixed rate	Variable rate	Total
Financial liabilities	106.4	679.9	786.3	108.6	773.5	882.1
Cash and cash equivalents		44.9	44.9		26.7	26.7
Total financial liabilities	**106.4**	**724.8**	**831.2**	**108.6**	**800.2**	**908.8**
Percentage	13%	87%	100%	12%	88%	100%

Net Financial position after hedging

In millions of euros	09-30-11			09-30-10		
	Less than one year	From one to five years	More than five years	Less than one year	From one to five years	More than five years
Financial liabilities	282.4	541.1	7.7	364.0	537.4	7.5
Financial assets	(89.5)	(26.9)		(70.6)	(48.5)	
Net position before hedging	193.0	514.1	7.7	293.4	488.9	7.5
Swaps		(431.9)		(61.0)	(122.4)	
Net position after hedging	193.0	82.3	7.7	232.4	366.5	7.5

Derivative interest rate instruments by maturity

In millions of euros	Initial rate	Less than 1 year	From 1 to 2 years	From 2 to 5 years	More than 5 years
Swap variable rate - fixed rate					
SWAP EUR	1.30%		30.0		
SWAP EUR	2.36%			50.0	
SWAP EUR	4.30%			1.9	
SWAP EUR	4.13%			120.0	
SWAP EUR	1.32%		30.0		
SWAP EUR	1.49%		100.0		
CAP EUR	3.00%			100.0	
Total nominal value EUR		**0,0**	**160,0**	**271,9**	**0,0**

4.12.4 Foreign exchange risk

Generally, the Group's revenue is generated in the same currency as the related costs. Accordingly, the Group has little exposure to foreign exchange risk, and business transactions made in a non-local currency (mostly dollar-denominated exports from France) are generally hedged with forward contracts. However, euro movements against the US dollar, the Canadian dollar and the British pound do have a significant impact on the translation of the Airport Services business and operating income into euros. The Environmental Services division is also impacted, but to a lesser extent, affecting approximately 10% of its revenue.

The Group uses foreign exchange forward contracts to hedge its foreign exchange risk.

In millions of currencies	CAD	GBP	USD
Forward purchases	9.3	34.4	30.0
Forward sales		4.0	19.5

Accounts receivable, tax receivables and other current assets by currency

In millions of currency units	Receivables at 09-30-11			Receivables at 09-30-10		
	Local currency	Euro	%	Local currency	Euro	%
CAD	14.1	10.0	2%	16.7	11.8	2%
CLP	283.8	0.4	0%	363.1	0.5	0%
DKK	4.0	0.5	0%	4.3	0.6	0%
EUR	508.2	508.2	77%	457.9	457.9	73%
GBP	43.1	49.8	8%	45.7	53.1	8%
MXN	127.0	6.8	1%	126.4	7.4	1%
PEN	1.2	0.3	0%	1.2	0.3	0%
TTD	11.9	1.4	0%	12.0	1.4	0%
USD	111.9	82.8	13%	129.7	95.0	15%
VEB	11.1	1.9	0%	10 473.1	1.8	0%
Total		**662.2**	**100%**		**629.8**	**100%**

Trade payables, tax liabilities and other current liabilities

In millions of currency units	Payables at 09-30-11			Payables at 09-30-10		
	Local currency	Euro	%	Local currency	Euro	%
CAD	16.6	11.8	2%	15.4	10.9	2%
CLP	296.3	0.4	0%	334.4	0.5	0%
DKK	4.5	0.6	0%	4.0	0.5	0%
EUR	468.4	468.4	76%	420.7	420.7	72%
GBP	52.6	60.7	10%	56.1	65.2	11%
MXN	114.1	6.1	1%	87.2	5.1	1%
PEN	0.8	0.2	0%	0.6	0.1	0%
TTD	18.0	2.1	0%	10.1	1.2	0%
USD	89.4	66.2	11%	106.4	77.9	13%
VEB	9.7	1.7	0%	6 023.6	1.0	0%
TOTAL		**618.3**	**100%**		**583.2**	**100%**

The following table shows the sensitivity of profit before tax, before and after hedging, to a reasonable change in the US dollar and British pound and Canadian dollar exchange rates, all other variables being equal.

In millions of euros		09-30-11		09-30-10	
		Before hedging	After hedging	Before hedging	After hedging
CAD	+ 5%	(0.0)	(0.3)	(0.2)	(0.6)
	– 5%	0.0	0.4	0.2	0.7
GBP	+ 5%	0.3	(1.3)	0.4	(0.9)
	– 5%	(0.4)	1.5	(0.4)	1.0
USD	+ 5%	(1.5)	(1.9)	(1.5)	(1.2)
	– 5%	1.7	2.1	1.7	1.3
Total	**+ 5%**	**(1.2)**	**(3.5)**	**(1.3)**	**(2.7)**
	– 5%	**1.3**	**3.9**	**1.5**	**3.0**

4.12.5 Credit and counterparty risk

Financial transactions (i.e. loans, hedges on currencies, interest rates and raw materials) are carried out with leading financial institutions for the purpose of reducing risk.

To reduce counterparty risk on trade receivables, the customers of the Environmental Services and Business Services divisions systematically apply for credit insurance to cover 95% of this risk on these receivables. The credit insurer may however sometimes refuse coverage based on its assessment of a customer's solvency. Exposure to customer risk is regularly compared to the credit insurer's authorized limits.

Furthermore, for several years, all three divisions have observed very strict guidelines for monitoring customer debt and systematically collecting debt as it falls due.

The Business Services business has a very large portfolio of customers that represents all sectors of the French economy. Its credit risk is therefore proportionate to the risk that the French economy itself will fail, and without the risk that the default of any single customer could threaten the Group's survival.

Although the Airport Services business works with a large number of airline companies (approximately a thousand customers), its customer portfolio is highly concentrated, with the ten largest customers accounting for approximately 35% of total revenue and the 20 largest customers account for one half of the business' volume. Credit extended to customers therefore represents a significant risk that the Group seeks to mitigate by monitoring risk centrally in advance and actively managing payment terms.

Aging of accounts receivable (gross values excluding doubtful receivables)

In millions of euros	Total outstanding 09-30-11	Not due	< one month	< four months	> four months
ENVIRONMENTAL SERVICES	341.0	312.4	14.5	10.0	4.1
AIRPORT SERVICES	84.6	69.2	6.8	6.5	2.0
BUSINESS SERVICES	147.4	120.6	10.5	11.1	5.2
HOLDING COMPANIES	1.2	0.6	0.0	0.1	0.5
Total	**574.2**	**502.8**	**31.9**	**27.6**	**11.9**

Despite the turbulent environment, the Group has not yet observed any significant increase in payment delays, with non-recoverable losses totaling €2.2 million. The Group considers that its other loans do not constitute a substantial risk, except for certain receivables more than four months overdue.

4.12.6 Liquidity risk

The Group uses a cash-flow management tool to ensure that it maintains sufficient cash at all times. This tool keeps track of the maturity of financial investments and financial assets (e.g., accounts receivable) and the estimated future cash flow from operations.

The Group's need to finance depends mostly on Environmental Services volumes and prices, which are highly volatile. The Group feels that the amounts of its confirmed and unconfirmed credit lines will be sufficient for the 2011-2012 fiscal year based on its business forecasts and its investment assumptions.

Under the terms of the Group's factoring agreement, credit insurance must be provided to cover all or part of the receivables factored. Considering the quality of its customer portfolio and its relationship with credit insurers, the Group believes that it will be able to meet this requirement throughout the term of the credit line.

Any or all of these sources of finance may be used to reimburse debt.

The main payment maturity dates up to 2016 are shown in the table below.

Main maturity dates

In millions of euros	at – one year	at + one year	at + two years	at + three years	at + four years	Total
Syndicated credit	80.0	100.0	370.0	0.0	0.0	550.0
Finance leases	25.3	18.5	14.1	10.0	6.9	74.9
Other medium- and long-term lines(1)	132.3	6.9	5.6	2.9	6.2	153.8
Total	**237.6**	**125.5**	**389.7**	**12.9**	**13.1**	**778.7**

(1) Factoring accounts for €115.1 million due in less than one year

4.12.7 Raw materials price risk

In the normal course of its business, the Group enters into few forward contracts to buy or sell ferrous or non-ferrous metals and these contracts generally do not require a firm price commitment beyond one month. Depending on whether metal prices rise or fall, the Group may have to purchase or sell at a price less favorable than when the contract was entered into to honor a contract. However, the Group's practice is to only enter into a contract to sell when a purchase has been made. Three specialist companies, aluminum refiner REFINAL, and ferrous metals traders INOREC and COFRAMETAL, may make buy or sell commitments before finding a counterparty for the transaction. They may hedge these transactions on the London Metal Exchange. Other Group companies may also hedge transactions on the LME, but this is exceptional.

The Group may therefore have to sell its inventories of processed metal goods to its customers for less than the initial purchase price if the market price for these goods declines between the time of purchase and the time of sale. To limit this risk, which cannot be completely eliminated, the Group tries to limit its inventories of ferrous and non-ferrous metals.

4.13 Non-current provisions and provisions for commitments to employees

4.13.1 Changes in non-current provisions

In millions of euros	Value on 09-30-10	Provisions	Write backs used	Write backs not used	Exchange rates	Changes in consolidation scope	Other changes	Value on 09-30-11
Provisions for taxes	0.1							0.1
Provisions for labor disputes	4.0	1.6	(1.1)	(0.5)			(0.6)	3.3
Provisions for other litigation	1.5	0.3	(0.1)				(0.9)	0.7
Provisions for social security claims (URSSAF)	0.3							0.3
Provisions for subsidiary risk								
Provisions for service awards	1.7	0.3	(0.2)	(0.0)				1.9
Provisions for tax audit	0.1						(0.1)	
Provisions for restructuring	0.3	0.0	(0.0)				(0.3)	0.0
Environmental provisions	9.3	0.2	(0.3)		0.0			9.2
Other non-current provisions	0.0	2.0	0.0		0.1		0.0	2.1
Workers compensation USA	12.7	4.2	(5.3)		0.1			11.6
Non-current provisions	**29.9**	**8.6**	**(7.1)**	**(0.5)**	**0.2**		**(1.8)**	**29.3**

4.13.2 Provisions for commitments to employees

In France, the employees of the Group benefit from State retirement plans and from an end-of-career compensation paid by the employer in accordance with the collective trade agreements in force at each subsidiary.

In other countries, the plans depend on local legislation, the type of business and the past practices of the subsidiary concerned.

In the United Kingdom some pension plans are sponsored by the Group in the Airport Services division.

The projected costs and obligations recognized in the consolidated financial statements have been determined based on the following actuarial assumptions:

Actuarial assumptions Business and Airport Services	Euro Zone 2010-2011	GBP Zone 2010-2011	Euro Zone 2009-2010	GBP Zone 2009-2010
Discount rate	4% to 4.75%	5.25% to 5.4%	3.75% to 4.50%	5% to 5.3%
Rate of inflation	0 to 2%	3.1 to 3.2%	0 to 2%	3.2 to 3.3%
Long-term forecast salary growth rate	2% to 2.75%	3.1 to 3.20%	2 to 2.75%	3.2 to 4.20%
Expected return on assets	NA		NA	
– Equities		5,35%		5,95%
– Property		5,35%		5,95%
– Cash		0,50%		0,50%
– Bonds		4,20%		4,35%
Mortality	Tables by generation TGM / TGF 05	SAPS 110% CMI_2010_1%	Tables by generation TGM / TGF 05	PA92 YOB MC+1
Rate of turnover	Internal to the company, applied to each employee	Internal to the company, applied to each employee	Internal to the company, applied to each employee	Internal to the company, applied to each employee
Retirement age	Voluntary departure at 62 years for non-executives Voluntary departure at 65 years for executives	65 years	Voluntary departure at 62 years for non-executives Voluntary departure at 65 years for executives	65 years

Actuarial assumptions Environmental Services division	Euro Zone 2010-2011	Euro Zone 2009-2010
Discount rate	4% to 4.50%	3.75% to 4.50%
Long-term forecast salary growth rate	0 to 3.5%	0 to 3.5%
Expected return on assets	NA	NA
Mortality	Tables by generation TGM / TGF 05	Tables by generation TGM / TGF 05
Rate of turnover	INSEE table adapted to the Group's turnover	INSEE table adapted to the Group's turnover
Retirement age	Voluntary departure at 62 years for non-executives Voluntary departure at 65 years for executives	Voluntary departure at 62 years for non-executives Voluntary departure at 65 years for executives

For the Environmental Services and the Business Services businesses in France, the discount rate used in this evaluation is a rate of 4%.
The IAS19 standard specifies that the discount rate must be equal to the yield paid on high-quality corporate bonds having the same maturity as the commitment.
In the euro zone, the yield on high-quality corporate bonds (AA) at the measurement date was between 3.75% and 4.75% according to the benchmark used (IBOXX or Bloomberg).
The discount rate used for the present valuation therefore complies with the IAS19 standard and is relatively prudent since it is toward the lower end of the range.
A rate of 3.75% had been used for the previous valuation. This higher discount rate, which is consistent with the general rise in interest rates, decreases the commitment.
It is used to determine the corresponding actuarial gain or loss.

In millions of euros	09-30-10	Provisions	Write backs used	Write backs not used	Exchange rates	Changes in consolidation scope	Other changes(1)	09-30-11
Employee benefits	34.6	4.4	(4.1)	(0.1)	(0.1)	0.0	4.5	39.2

(1) IFRS 5 impact Italy Cleaning.

Servisair UK pension plans:
Every three years, an estimation of the contributions that may have to be paid into the pension fund is made to ensure that commitments to beneficiaries are sufficiently covered within a given timeframe. The results of the financial evaluation of the plan sponsored by Servisair UK, with the reference date of April 5, 2010, were known during the year, and the future employer contributions determined with the approval of the trustees. This contribution increased by €0.6 million over the previous year.

On September 30, 2011, the actuarial value of commitments from this plan reached £91 million and the fair value of financial assets of coverage reached £66 million.

The assets of the SERVISAIR UK plans can be broken down as follows:
- Equity shares: 70%
- Corporate bonds: 19%
- Property bonds: 10.5%
- Other: 0.5%

In millions of euros	09-30-11	09-30-10	09-30-09
FAIR VALUE OF PLAN ASSETS			
Value at the beginning of the year	**86.8**	**76.7**	**78.1**
Expected return on assets	4.3	4.0	4.5
Actuarial Gains/(losses)	(6.2)	3.0	3.1
Additional employer payments (contributions)	6.8	6.1	7.1
Additional employee payments (contributions)	0.1	0.1	0.1
Benefits paid	(5.3)	(5.7)	(6.2)
Acquisitions/disposals/reductions/liquidations	0.0	0.0	0.0
Changes in scope	0.0	(1.7)	0.0
Exchange rate changes	(0.7)	4.1	(10.1)
Value at year-end	**86.0**	**86.8**	**76.7**
ACTUARIAL VALUE OF COMMITMENTS			
Value at the beginning of the year	**148.5**	**134.0**	**121.5**
Service costs rendered during the year	2.9	2.7	2.6
Interest expenses	7.4	7.3	7.0
Actuarial (Gains)/losses	(16.4)	9.9	22.7
Employee contributions	0.1	0.1	0.1
Payments made from assets of the plan	(5.3)	(5.7)	(6.2)
Acquisitions, disposals, liquidations	0.0	0.0	0.0
Past service costs	0.0	(0.4)	0.0
Changes in scope	4.5	(5.6)	(0.5)
Exchange rate changes	(1.0)	6.2	(13.1)
Value at year-end	**140.6**	**148.5**	**134.0**

In millions of euros	09-30-11	09-30-10	09-30-09
CUMULATIVE ACTUARIAL GAINS (AND LOSSES) NOT RECOGNIZED			
Corridor limits as of October 1	14.9	13.4	12.4
Surplus	(14.0)	(9.5)	1.2
Actuarial gain / (loss) to be recognized	(1.0)	(0.6)	0.5
Gains and losses not recognized as of October 1	(27.1)	(20.7)	(0.4)
Actuarial gain for the period (bond)	16.4	(9.9)	(22.7)
Actuarial gain for the period (plan assets)	(6.2)	3.0	3.1
Sub-total / Sub-total	(16.9)	(27.7)	(20.0)
Amortization expenses for the period	1.0	0.6	(0.5)
Exchange rate changes	0.2	(1.2)	1.0
Gains not recognized as of September 30	**(15.4)**	**(27.1)**	**(20.7)**
PROVISIONS RECOGNIZED ON THE BALANCE SHEET			
Actuarial value of commitments	140.6	148.5	134.0
Fair value of assets	(86.0)	(86.7)	(76.7)
Net value of commitments	54.7	61.8	57.4
Actuarial gains / (losses) not yet recognized	(15.4)	(27.1)	(20.7)
Past service cost – Right to non-vested benefits	0.0	0.0	0.0
Subtotal – net commitment	39.3	34.7	36.6
Commitments financed by positive plan net assets	0.0	0.0	0.0
Balance sheet provision	**39.3**	**34.7**	**36.6**
BREAKDOWN OF THE ANNUAL COST			
Service cost	2.9	2.7	2.6
Interest expense	7.4	7.3	7.0
Expected return on assets	(4.3)	(4.0)	(4.5)
Amortization of actuarial gain/loss	1.0	0.6	(0.5)
Past service cost – Right to non-vested benefits	0.0	(0.4)	0.0
Reductions/liquidations	0.0	0.0	0.0
Net expense for the year	**7.1**	**6.1**	**4.7**
CHANGES IN BALANCE SHEET PROVISIONS			
Provisions at the beginning of the year	**34.7**	**37.7**	**42.9**
Changes in scope	4.5	(3.9)	(0.5)
Changes in exchange rates	(0.1)	0.8	(2.1)
Contributions paid	(6.8)	(6.1)	(7.1)
Acquisitions/disposals	(0.1)	0.1	0.1
Net expense for the year	7.1	6.1	4.7
Provisions at year-end	**39.3**	**34.7**	**37.7**
Expected return on assets	4.3	4.0	4.5
Actuarial gains (losses) – plan assets	(6.2)	3.0	3.1
Actual return on plan assets	**(1.8)**	**7.0**	**7.6**

4.14 Current provisions

In millions of euros	Value on 09-30-10	Provisions	Write backs used	Write backs not used	Exchange rates	Changes in consolidation scope	Other changes	Value on 09-30-11
Provisions for disputes	4.4	1.5	(2.1)	(1.0)	0.0		1.0	3.7
Provisions on current account and liabilities guarantee			(0.0)	(0.0)			0.6	0.6
Provisions on subsidiary risk								
Provisions for restructuring	0.2		(0.0)					0.2
Provisions for loss at completion	0.0		(0.0)	(0.0)				0.0
Provisions for taxes	3.1	4.7	(0.0)					7.8
Environmental provisions	0.5	0.7	(0.2)	(0.1)			0.0	0.9
Autres provisions	1.1	0.3	(0.3)	(0.2)	(0.0)		0.1	1.0
Total current provisions	**9.3**	**7.1**	**(2.7)**	**(1.3)**	**0.0**		**1.8**	**14.2**

4.15 Other current liabilities

In millions of euros	09-30-11	09-30-10
Trade payables	**362.8**	**361.4**
Tax payables	**22.9**	**20.6**
State and payroll taxes	208.5	194.4
Advances and payments on account received on orders	6.1	4.9
Recurring account credit balances	2.5	3.7
Dividends payable	0.0	0.0
Miscellaneous liabilities	12.0	(5.7)
Prepayments	3.5	3.9
Other current liabilities	**232.6**	**201.3**

4.16 Other non-current liabilities

In millions of euros	09-30-11	09-30-10
Trade payables	0.3	0.0
Prepayments	0.2	0.3
Other non-current liabilities	**0.5**	**0.3**

4.17 Segment reporting

The Group has decided to use its business segments as its primary reporting format and its geographical segments for secondary reporting.

4.17.1 By business segment

4.17.1.1 Revenues

In millions of euros	2011	2010
Business Services	542.9	523.7
Airport Services	643.5	606.8
Environmental Services	2,530.9	1,987.9
Holding Companies	2.5	1.3
Total	**3,719.9**	**3,119.8**

4.17.1.2 Extracts from the consolidated income statement

In millions of euros	Environmental Services	Business Services	Services Airport	Holding Companies	Inter-segment eliminations	Total on 09-30
2010-2011						
External Revenue	2,532.5	561.7	644.9	27.4	(46.6)	3,719.9
Inter-segment revenue	(1.6)	(18.8)	(1.4)	(24.9)	46.6	0.0
Revenue	**2,530.9**	**542.9**	**643.5**	**2.5**		**3,719.9**
Recurring operating income	128.5	0.3	51.3	(6.9)		173.2
Operating income	123.6	(0.5)	51.6	(7.0)		167.7
Net income from associates	1.8		3.8			5.6
2009-2010						
External Revenue	1,989.7	539.8	608.3	26.9	(44.9)	3,119.8
Inter-segment revenue	(1.8)	(16.1)	(1.4)	(25.6)	44.9	0.0
Revenue	**1,987.9**	**523.7**	**606.8**	**1.3**		**3,119.8**
Recurring operating income	88.1	1.7	53.5	(4.7)		138.7
Operating income	78.3	1.7	54.4	(4.7)		129.7
Net income from associates	0.5		2.7			3.2

Other segment reporting

In millions of euros	Environmental Services	Business Services	Services Airport	Holding Companies	Inter-segment eliminations	Total on 09-30
2010-2011						
Total assets (current and non-current)	1,055.3	380.3	637.7	399.1	(513.0)	1,959.4
Total liabilities (current and non-current excluding shareholders' equity)	794.5	247.2	221.3	835.5	(515.1)	1,583.4
Tangible and intangible capital investments	67.7	11.0	29.8	1.2		109.8
Tangible and intangible amortization	(66.0)	(8.8)	(21.2)	(2.3)		(98.3)
Impairment						0.0
2009-2010						
Total assets (current and non-current)	1,062.1	381.8	634.1	423.4	(499.5)	2,001.9
Total liabilities (current and non-current excluding shareholders' equity)	827.7	249.3	235.6	899.0	(501.5)	1,710.0
Tangible and intangible capital investments	59.8	7.3	15.6	1.3		84.0
Tangible and intangible amortization	(69.6)	(9.4)	(25.3)	(3.5)		(107.9)
Impairment						0.0

4.17.2 By geographic zone

In millions of euros	Continental Europe	France	United Kingdom & Ireland	North and South American	Total on 09-30
2010-2011					
Revenues (origin of sales)	598.0	2,229.3	334.0	558.5	3,719.9
Tangible and intangible capital investments	15.6	55.7	15.3	23.1	109.8
Tangible and intangible amortization	(16.9)	(52.6)	(8.3)	(20.5)	(98.3)
Total net tangible assets	111.5	283.6	33.3	102.1	530.5
2009-2010					
Revenues (origin of sales)	529.8	1,804.2	326.4	459.3	3,119.8
Tangible and intangible capital investments	18.3	47.6	8.1	9.9	84.0
Tangible and intangible amortization	(18.0)	(57.1)	(10.4)	(22.4)	(107.9)
Total net tangible assets	89.7	285.5	26.8	99.8	501.8

4.18 Movements in provisions

In millions of euros	2011	2010
Working capital provisions	3.0	3.1
Provisions for operating liabilities and expenses	10.9	11.5
Provisions for exceptional liabilities and expenses	0.2	0.5
Total	**14.1**	**15.1**

4.19 Other operating expenses and income

In millions of euros	2011	2010
Proceeds from sale of property, plant and equipment	4.8	6.8
Write backs of provisions on property, plant and equipment	0.1	0.1
Write backs of working capital provisions	3.4	7.7
Write backs of provisions for liabilities and expenses	11.6	10.8
Transfers of operating expenses	3.8	3.0
Operating and investment subsidies	1.1	0.7
Others	1.8	4.3
Total other operating income	**26.6**	**33.4**
Carrying amount of non-current assets sold	(4.4)	(5.5)
Losses from irrecoverable and written-off receivables	(2.2)	(4.7)
Duties and licenses	(1.8)	(1.6)
Board members/attendance fees paid	(0.1)	(0.0)
Miscellaneous	(4.3)	(4.0)
Total other operating expenses	**(12.8)**	**(15.8)**

4.20 Other non-recurring expenses and income

In millions of euros	2011	2010	
Adjustment of the cost of acquiring Aviance UK business	0.3	3.0	Gain on acquisition of Aviance UK business
		2.4	Insurance compensation to be received from Heathrow
Total other non-recurring income	**0.3**	**5.5**	
Provision for Italian tax risk	(4.9)	(2.4)	Heathrow Terminal loss
Restructuring costs Business services division	(1.0)	(0.6)	La Courneuve transaction
		(0.2)	Cost of acquiring Aviance UK business
		(1.9)	Restructuring of Aviance UK business
		(9.3)	Provision for impairment of a tax claim
		0.0	Others
Total other non-recurring expenses	**(5.9)**	**(14.5)**	

4.21 Net financial expenses

To provide a better assessment of the debt service cost, net financial expenses have been calculated between financial expenses and financial income from investments made, and after taking into account the effect of interest-rate hedges. Any amounts not falling within the above definition are, where applicable, shown on a separate line.

In millions of euros	2011	2010
Interest on loans, bank overdrafts and factoring	(28.3)	(38.7)
Interest on current accounts	0.1	0.2
Leasing interests	(3.9)	(5.6)
Dividends	0.1	0.1
Income from investment securities and cash equivalents	0.6	0.6
Interest-rate hedges	(5.9)	(6.9)
Net financial expenses	**(37.3)**	**(50.3)**
Foreign exchange gains and losses	0.8	(3.6)
Interest charges on retirement and pension plans	(7.4)	(7.3)
Interest income on retirement and pension plans	4.3	4.0
Interest paid on Jean-Claude Penauille dispute		
Other	(0.9)	0.3
Exchange gains and losses, and other	**(3.2)**	**(6.5)**

4.22 Income tax

4.22.1 By type

In millions of euros	2011	2010
Income before tax from consolidated companies	132.3	68.2
Current income tax	(26.2)	(13.3)
Deferred tax	(15.2)	3.4
Total income tax	**41.4**	**9.9**
Effective tax rate	**31.30%**	**14.47%**

4.22.2 Effective tax rate

	2011	2010
Applicable tax rate	34.43%	34.43%
Impact of tax rate changes	0.01%	0.00%
Provision for impairment of deferred tax assets	(1.96%)	(24.22%)
Permanent tax differences	0.78%	(24.26%)
Permanent differences linked to consolidation adjustments	2.61%	35.20%
Differences in tax rates applicable to foreign companies	(4.56%)	(6.69%)
Effective tax rate	**31.30%**	**14.47%**

4.22.3 Tax consolidation

The DERICHEBOURG Group has opted in France for the tax consolidation regime which allows it to offset the taxable results of its French subsidiaries where the direct or indirect holding is greater than 95%. The consolidated companies affected by this regime have signed an agreement setting out the methods for applying the tax consolidation, in accordance with the rules established by the tax administration.

The consolidated tax Group is made up of the following companies:

DERICHEBOURG SA	DERICHEBOURG TECHNOLOGIES	POLYURBAINE NORMANDIE
AFM 86 SCI	DRT	PRESSENCE SCI
AFM RECYCLAGE	ECO PHU HOLDING	PREVEZA SCI
AFM TOURAINE SCI	ECO VHU SAS	PROVERRE
AFM TRANSPORT	ECO-PHU SAS	PSIMMO
ARTS ET DESCARTES SCI	ECUREUIL SCI	PURFER
BERNES BRUYERES SCI	ESKA	PURFER TRANSPORT
BERTHELOT VILLENEUVE SCI	EXADIANE SCI	PURFOLLIOULE SCI
BIMA SCI	FERROTRADE	PURMET TRANSPORT
CARLISSA SCI	FONCIERES DES SABLONS SCI	QUAI DE NORVEGE SCI
CARSOA SCI	FRADENA TRANSPORT	REFINAL
CFF BETA SCI	FRANORA SCI	REVIVAL
CFF DELTA SCI	GARE DE CHANDIEU SCI	RME
CFF GAMMA SCI	HAUTE GARONNE SCI	RMP
CFF IMMOBILIERE SCI	HERACLES	ROUTABOULE SCI
CFF OMEGA SCI	IMMOREC	ROUX
CFF SIGMA SCI	IMPASSE INDUSTRIE SCI	RUSSO
CFF VEGA SCI	INOREC	SAB
CHAUFONTAINE SCI	INOTERA SCI	SERVISAIR CARGO France
DERICHEBOURG ATIS AERONAUTIQUE	LICODIA SCI	SERVISAIR France
DERICHEBOURG ENERGIE	LIEN ENVIRONNEMENT	SERVISAIR SAS
DERICHEBOURG ENVIRONNEMENT	MAIARELLI	SETIAM SCI
DERICHEBOURG ESPACE VERTS	MANDY RECUPERATION SCI	SOPER
DERICHEBOURG EVOLUTION FORMATION	MARX SPAENLIN	STRAP
DERICHEBOURG INTERIM	OREE DES BOIS SCI	STRAP TRANSPORT
DERICHEBOURG INTERIM AERONAUTIQUE	PEUPLIERS SCI	STRAPOLE SCI
DERICHEBOURG MULTISERVICES	POLYURBAINE 13	STRAVIA SCI
DERICHEBOURG PROPRETE	POLYURBAINE	SUDIANE SCI
DERICHEBOURG PROPRETE BEAUBOURG	POLYURBAINE 34	ULTEAM
DERICHEBOURG SERVICES INDUSTRIES	POLYURBAINE MENTON	VALME TECHNOLOGIES

The Derichebourg group's tax savings amounts to €39.6 million.

4.22.4 Analysis of deferred tax assets and liabilities

En millions d'euros	09-30-11	09-30-10
Tax carry forwards	59.5	72.7
Provisions for impairment of deferred tax assets	(25.1)	(27.7)
Temporary differences	5.6	9.0
Tax and harmonization differences	(14.2)	(16.5)
Elimination of intra-Group profits	1.9	2.0
Valuation differences	(14.1)	(14.0)
Provisions for impairment of consolidated securities	(0.0)	(0.0)
IFRS reclassifications	4.5	10.4
Other reclassifications	4.4	(1.0)
Net deferred taxes	**22.6**	**35.0**
of which		
Deferred tax assets	58.8	70.7
Deferred tax liabilities	36.1	35.8
Net deferred taxes	**22.6**	**35.0**

The Group has accumulated 96 million euros of tax losses, mainly generated in France. These losses can be carried forward indefinitely and applied against the future taxable earnings of the companies that made these losses with the understanding that the law on corrective finances for 2011 modified the conditions regarding appropriating these losses. Losses over €1 million can only be assigned for up to 60% of the taxable income. The Group has recognized €33 million of deferred tax assets corresponding to these tax losses, since it believes that within three years it will have taxable profits to which it will be able to apply these unused tax losses.

4.23 Income net of tax from discontinued activities

This line comprises the results for fiscal year 2010-2011 for operations discontinued or held-for-sale during the year 2010-2011: Servisair France carrier business.

Impact on income statement

In millions of euros	2011	2010
Personnel expenses	(0.1)	(0.5)
Change in provisions	0.0	(0.9)
Other operating income	0.0	0.5
Recurring operating profit	**(0.1)**	**(0.9)**

Impact on the balance sheet

In millions of euros	Discontinued operation Servisair France	30-09-11
Other provisions	(1.4)	(1.4)
Total non-current liabilities	**(1.4)**	**(1.4)**

4.24 Earnings per share

		2011	2010
Net profit attributable to company shareholders (in € millions)	(A)	96.4	61.5
Income net of tax from discontinued or held-for-sale operations (in € millions)	(B)	(0.1)	(1.6)
Net Group profit after elimination of discontinued or held-for-sale operations (in € millions)	(C)	96.5	63.2
Impact of dilution on net income(1)	(D)	0.8	0.8
Profit after dilution	(E)	97.3	64.0
Number of ordinary shares at year-end		168,082,030	170,395,882
Own shares		159,863	794,967
Number of ordinary shares at year-end, excluding own shares		167,922,167	169,600,915
Weighted average number of ordinary shares at year-end, excluding own shares	(F)	167,922,167	169,600,915
ABSA(2)		3,583,616	3,583,616
Number of ordinary shares at year-end after dilution, excluding own shares	(G)	171,505,783	173,184,531
Basic earnings per share (in €) (excluding discontinued operations)	**(C)/(F)**	**0.6**	**0.4**
Basic earnings per share after dilution (in €)	**(E)/(G)**	**0.6**	**0.4**
Earnings per share after net income from discontinued or held-for-sale operations	**(A)/(F)**	**0.6**	**0.4**
Earnings per share after net income from discontinued or held-for-sale operations after dilution	**(A+D)/(G)**	**0.6**	**0.4**

(1) Rate used 5%.

(2) The assumption is made that all shares with share subscription warrants attached will be exercised by assumption.

4.25 Commitments

4.25.1 Breakdown of commitments

In millions of euros	Bonds	Guarantees	Total on 09-30-11	Total on 09-30-10
Rent(1)	0.5	23.6	24.1	27.8
Financial institutions - Loans(2)	0.5	2.4	2.9	1.5
Financial institutions – Short-term borrowing		21.9	21.9	7.6
Financial institutions – Markets(5)	18.3	5.0	23.3	20.2
Financial institutions - Leasing	0.0	1.6	1.7	1.1
Financial institutions - Insurance	5.4		5.4	8.9
Factoring(3)			0.0	132.7
Temporary employment(4)	2.6		2.6	2.6
Bonds given to tax authorities	0.7		0.7	0.6
Miscellaneous	1.0	0.8	1.8	3.3
Total	**29.0**	**55.3**	**84.3**	**206.4**

(1) The rental guarantees given mainly concerned the guarantee given to BAA for the rental of a warehouse in England.
(2) The loan guarantees given concern the financing operations in the British Isles ("Guarantee & Debenture") and in North America.
(3) Bonds granted by the 2009 syndicated loan banks to the factor on behalf of Derichebourg SA.
(4) Bonds given by the parent company to the financial institution delivering the guarantee required by law for the temporary work business.
(5) Bonds given in accordance with the requirements of certain markets.

Summary of pledges

As part of the guarantee requirements for the bank debt, Derichebourg SA has granted the following pledges to the banks participating in the syndicated loan:

– on behalf of the lenders of the 2007 syndicated loan, amended in 2009 and 2010

- the pledging of 100% of the Derichebourg Environnement shares
- the pledging of 100% of Derichebourg Multiservices shares.

In addition, the shares of ZAO CARGO TERMINAL PULKOVO were pledged to EBRD.

4.25.2 Commitments received

– Confirmed lines of credit not used as of 09-30-11:
Factoring line €115 million
Derichebourg Recycling USA USD 16 million
Germany €10 million
Belgium €9.5 million
– Guarantee issued by the company Cordofin for €15 million pertaining to the acquisition project abandoned in Italy.

4.25.3 Leasing agreements

The Group has entered into operating leases for certain items of equipment. The leases are for periods averaging three to five years.

4.25.3.1 Operating leases

The minimum future lease payments under non-cancellable lease agreements as of September 30, 2011 are as follows:

Future minimum payments - operating leases

In millions of euros	09-30-11	09-30-10
< to one year	(49.3)	(47.1)
> one year and < five years	(148.0)	(117.3)
> to five years	(65.4)	(66.5)
Total	**(262.7)**	**(230.9)**

In millions of euros	2011	2010
Rental expenses for the period	(67.4)	(66.9)
Total	**(67.4)**	**(66.9)**

4.25.3.2 Finance leases

The minimum future lease payments that will be made on finance leases as of September 30, 2011 are shown below:

Future minimum payments - finance leases

In millions of euros	09-30-11	09-30-10
< to one year	(27.6)	(27.9)
> one year and < five years	(51.4)	(53.4)
> to five years	(5.5)	(4.7)
Total	**(84.4)**	**(86.0)**

In millions of euros	2011	2010
Lease payments expensed in the period	(49.3)	(53.3)
Total	**(49.3)**	**(53.3)**

4.26 Significant litigation

Possible consequences of the disposal of the Safety business

The Airport safety business was sold in January 2009 to SEPA, whose management has considerable experience in the Protection and Security industries. The company, which was renamed Vigimark Sûreté VS, was placed in receivership on May 20, 2009. After the observation period, the Créteil commercial court ordered the company to be legally liquidated and provisionally backdated the receivership to July 2008. The Group disputes setting the receivership date back this far since it considers that Derichebourg Sûreté was not insolvent when it belonged to the Group. Expert legal appraisal was ordered. The appraiser estimates, in its report submitted to the Commercial Court in October 2011, that the receivership date is after the sale of the company by the Derichebourg Group, and that there was no improper assistance prior to the sale. The Group considers its risk low but dependent on the upcoming court decision.

Tax audits

Subsequent to a tax audit, Italian subsidiary CRS was informed that some of its suppliers did not comply with their obligations to repay the VAT they had collected. CRS is also implicated in a so-called "carrousel" operation. These accusations resulted in material requests by the Italian tax authority and by criminal allegations against its director. In this context, although it did not feel it was complicit in such actions, CRS had accepted the principle of a transaction. A risk of €12 million was provisioned, brought to €17 million in the books on September 30, 2011. The Board of Directors of CRS had informed the company that it rejected the proposal for a transaction of €22 million, judging this amount excessive and harming the stability of the company CRS. The recognition by the criminal judge that the products sold by CRS had been subject to VAT and the dismissal of the claim on precautionary grounds by the Turin provincial tributary commission, among other reasons, founded its decision. From that date no further notice has been received.

A tax audit is underway on the Belgian subsidiary GEORGE bearing on the identification of suppliers of metals and ferrous scraps for the years 2007 and 2008. The tax authority believes that the company did not adhere to the law concerning identification of the VAT of suppliers and rejected the purchase invoices deemed non-compliant. The consequence of this is a €4 million increase in the corporate income tax.
The company protests this sanction and introduced an appeal on October 28, 2011 claiming in particular that:
– Belgian laws applicable at the time gave no legal power to identify these metals resellers;
– an audit had been performed on these financial periods in 2008 in which these questions had been addressed without eliciting any particular comments.
The company holds a copy of the identification card of most of its suppliers, a procedure that exceeds legal requirements.
No provision had been entered in accounting as of September 30, 2011 since all amounts have been contested by the company.

Dispute with Mr. Jean-Claude Penauille
The court removed the ceiling on the Group's asset and liabilities guarantee and the court sentenced Mr. Penauille to provide Derichebourg with a bond of €2,895,000 and ordered an expert appraisal. No asset has been recorded for this dispute. The appraiser remitted its report concluding on condition of the judge's decision on a possible execution of the guarantee in the amount of €0.4 million.

Action to obtain reimbursement of an initial payment for an acquisition that was abandoned
In August 2007, Italian subsidiary CRS (Environmental Services) had signed a confidential agreement, which was reaffirmed in December 2007, to acquire a company operating two recycling centers in Italy, each equipped with a powerful shredder. This acquisition would have given the Group a leadership position in Italy and enabled synergies with existing operations. Since the conditions precedent to this agreement were not observed by the December 28, 2008 deadline, and since subsequent negotiations failed, this acquisition was abandoned. In response to the seller's demands to go through with the acquisition, CRS undertook legal action to have the acquisition agreement cancelled, its initial payment of €15 million returned and compensation paid in consideration of the many anomalies observed. No significant progress was made during the fiscal year. As of September 30 2011, the Group continues to believe that its demands are well grounded and made in good faith. No impairment has therefore been recorded on this initial payment. However, it was deemed necessary to discount the amount claimed in consideration of the extended length of the legal proceedings. The case is on the docket of the court of Milan for January 26, 2012.

The SNBC has introduced a proceeding against the company GEORGE for the pollution of the Verviers site in Belgium. The company GEORGE contests its liability for historical pollution, and moreover, has accused the former directors and shareholders. Without quantification of the risk and due to a contested liability and the absence of further notice to that date, no provision has been created. In addition, the Group has guaranteed assets that reduce its own exposure by 50%.
In the end, the company's request to investigate the directors' responsibility was rejected.

In 1999, the company PROTECNET (prior to becoming Derichebourg Propreté) had been denied registration under the Aubry 1 laws.
In 2005, after obtaining the repeal of the denial, Derichebourg Propreté's requests were dismissed by the Administrative appeals court.
These requests aimed at obtaining payment from the government of the amounts claimed by the social security contribution collection agency (URSSAF) (€1.9 million), payment of legal interest on amounts already paid (€0.9 million) and an amount in damages and interest (€1 million). Derichebourg Propreté then petitioned the State council (Conseil d'état). At that date, Derichebourg Propreté considers its request well-founded and has not created any provision, in particular for the URSSAF receivable of €0.9 million.

4.27 Related party transactions

4.27.1 Transactions with non-consolidated related parties

The Group is controlled by CFER, which holds 50.82% of the Company's share capital. The ultimate parent company is DBG FINANCES, incorporated in Belgium.

In millions of euros	09-30-11	09-30-10
FINANCIERE DBG	0.05	0.05
Related party receivables	**0.05**	**0.05**
TBD FINANCES	0.9	0.8
Related party payables	**0.9**	**0.8**
FINANCIERE DBG	(2.1)	(2.1)
Other operating expenses	**(2.1)**	**(2.1)**
TBD FINANCES	(1.8)	(1.4)
SCI FONDEYRE	NS	NS
SCI DEMUYES	NS	NS
Operating expenses	**(1.8)**	**(1.4)**
FINANCIERE DBG	0.3	0.3
Revenue	**0.3**	**0.3**

4.27.2 Transactions between the Group and its partners in the proportionately consolidated companies

09-30-11 In millions of euros	Current Financial assets	Other financial assets	Other current assets	Trade receivables	Other current assets	Trade payables	Other current liabilities	Revenue	Cost of raw materials	External charges
ALSAFER				0.0		0.1	(0.0)	0.0	(0.7)	(0.0)
ALLO CASSE AUTO				0.0		0.7				
EMSA							0.1			
FRICOM				1.5		1.3		5.9	(1.3)	(4.3)
GRAZ										
HEATHROW CARGO HANDLING LTD				0.1		0.0		0.0		(0.2)
IBEX				0.1		0.1	0.4	0.3	(1.5)	(0.0)
PLASTIC RECYCLING			1.0	0.5	1.0	0.0		0.7		(0.0)
REYFRA		2.1		0.1				0.2		
VALERCO				0.0		0.1		0.1	(0.0)	(0.3)
VALREN			0.2	0.0	0.2	0.0	0.0	0.1	(0.0)	(0.3)
ZAOCTP	1.3			0.0						
Total	**1.3**	**2.1**	**1.1**	**2.3**	**1.1**	**2.4**	**0.5**	**7.3**	**(3.5)**	**(5.2)**

09-30-10 In millions of euros	Current Financial assets	Trade Receivables	Other current assets	Trade payables	Other current liabilities	Revenue	Cost of raw materials	External charges
ALSAFER		0.0		0.1		0.0	(0.5)	0.0
FRICOM		1.4		2.0		5.4	(1.1)	(5.0)
HEATHROW CARGO HANDLING LTD		0.0		0.2		0.0		(0.3)
IBEX		0.0		0.4	1.0	0.2	(1.3)	0.0
NICE AIRCRAFT SERVICES								
PLASTIC RECYCLING		0.4	0.8	0.0		1.1	0.0	0.0
REYFRA	2.1	0.1				0.2		
SMBM		0.0		0.0		0.1		0.0
VALERCO		0.1		0.1		0.2		(0.3)
VALREN		0.0	0.3	0.0		0.1		(0.1)
Total	**2.1**	**2.0**	**1.1**	**2.9**	**1.0**	**7.3**	**(3.0)**	**(5.7)**

4.28 Employee information

4.28.1 Closing headcount by business segment

	09-30-11	09-30-10
Business Services	21,120	19,984
Airport Services	15,897	15,256
Environmental Services	4,996	4,686
Holding Companies	118	126
Total headcount	**42,132**	**40,052**

4.28.2 Personnel expenses by type

In millions of euros	2011	2010
Wages and salaries	803.4	760.8
Social charges	228.4	211.8
Profit sharing	7.3	5.7
Other personnel expenses	(2.9)	(3.1)
Total	**1,036.2**	**975.2**

4.29 Executive compensation

4.29.1 Compensation and benefits in kind

The directors in office as of September 30, 2011 receive the following amount of direct and indirect compensation of any kind:

In euros	2010-2011	2009-2010
M. Daniel DERICHEBOURG		
Fixed compensation	0	0
Variable compensation	0	0
Director's fees	228,000	228,000
Attendance fees	9,000	8,500
Total	**237,000**	**236,500,**

In euros	2010-2011	2009-2010
M. Boris DERICHEBOURG		
Fixed compensation	130,500	111,000
Variable compensation	15,000	0
Attendance fees	9,000	8,500
Total	**154,500**	**119,500,**

In euros	2010-2011	2009-2010
M. Thomas DERICHEBOURG		
Fixed compensation	130,500	99,000,
Variable compensation	15,000	0
Attendance fees	9,000	8,500
Total	**154,500**	**107,500,**

In euros	2010-2011	2009-2010
M. Matthieu PIGASSE		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	0	0
Total	**0**	**0**

In euros	2010-2011	2009-2010
M. Bernard VAL		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	9,000	8,500
Total	**9,000**	**8,500**

No member of the Board of Directors receives stock options, performance shares or bonus shares.
The chairman and CEO does not have an employment contract with the issuer, is not entitled to a supplementary pension plan, an indemnity or other form of compensation in the event his duties are terminated or changed, nor to any compensation under a no-competition clause.

4.29.2 Other compensation

No other compensation has been provisioned for or declared.

4.30 Accounting options used for the first-time adoption of IFRS

4.30.1 Business combinations

The Group has decided not to retrospectively adjust business combinations prior to October 1, 2004.

4.30.2 Plant, property and equipment

The IFRS 1 standard allows certain types of assets to be recognized at their fair value in the opening balance sheet and to use this value as the presumptive cost. The Group decided to apply this option specifically to some assets, and in particular to land and improvements and to structures on owned land as of the date of transition to IFRS.
The fair value of the various real estate assets was determined based on appraisals by an external party.
The application of this option had the following impact on equity on October 1, 2004:
– €62.7 million pretax and €40.5 million after tax on the Group's share of shareholders' equity;
– €0.2 million pretax and €0.1 million after tax on the non-controlling interests.

4.30.3 Translation methods

The Group elected to apply unrealized exchange gains or losses as of October 1, 2004 to its consolidated reserves. Accordingly, such gains or losses will not be recognized in income when assets are disposed of in a foreign currency.

4.31 Consolidation scope

Holding companies

Corporate name	% interest	Consolidation method
Germany		
SERVISAIR GmbH	100.00%	Full
France		
DERICHEBOURG SA	100.00%	Parent
DERICHEBOURG ENVIRONNEMENT	100.00%	Full
DERICHEBOURG MULTISERVICES	100.00%	Full
SCEA DU CHATEAU GUITERONDE	100.00%	Full
SCI DE LA FUTAIE	99.81%	Full
SERVISAIR SAS	100.00%	Full

ENVIRONMENTAL SERVICES

Corporate name	% interest	Consolidation method
Germany		
DERICHEBOURG UMWELT	100.00%	Full
METALLUM	100.00%	Full
Belgium		
BAS LONG PRES	100.00%	Full
BRUFER	100.00%	Full
CPI	100.00%	Full
CPS	100.00%	Full
GEORGE	100.00%	Full
LMR	100.00%	Full
SOCOFER	100.00%	Full
Spain		
DERICHEBOURG MEDIO AMBIENTE	100.00%	Full
REYFRA	50.00%	Proportional
United States		
APD	50.00%	Equity
DEKAIZERED	100.00%	Full
DERICHEBOURG RECYCLING USA	100.00%	Full
MATTEC	100.00%	Full
France		
AFM 86 SCI	100.00%	Full
AFM RECYCLAGE	99.81%	Full
AFM TOURAINE SCI	100.00%	Full
AFM TRANSPORT	99.81%	Full
ALLO CASSE AUTO	48.00%	Equity
ALSAFER	49.99%	Proportional
ARTS ET DESCARTES SCI	100.00%	Full

Corporate name	% interest	Consolidation method
BERNES ET BRUYERES SCI	100.00%	Full
BERTHELOT VILLENEUVE SCI	100.00%	Full
BIMA SCI	100.00%	Full
BOLTON	100.00%	Full
CARLISSA SCI	100.00%	Full
CARSOA SCI	100.00%	Full
CFF DELTA SCI	100.00%	Full
CFF IMMOBILIERE SCI	100.00%	Full
CFF SIGMA SCI	100.00%	Full
CFF VEGA SCI	100.00%	Full
CHAUFONTAINE SCI	100.00%	Full
COFRAMETAL	99.86%	Full
COREPA SNC	100.00%	Full
CTR49	33.93%	Equity
DAC	50.00%	Equity
DREYFUS	42.50%	Equity
DRT	100.00%	Full
ECO-PHU HOLDING	100.00%	Full
ECO-PHU SAS	100.00%	Full
ECOVAL	100.00%	Full
ECO-VHU	100.00%	Full
ECUREUIL SCI	100.00%	Full
ESKA	100.00%	Full
ETABLISSEMENT RUSSO	99.89%	Full
EXADIANE SCI	100.00%	Full
FERROTRADE	100.00%	Full
FONCIERE DES SABLONS SCI	100.00%	Full
FRADENA TRANSPORT	100.00%	Full
FRANORA SCI	100.00%	Full
FRICOM	50.00%	Proportional
IBEX	49.89%	Proportional
IMMOREC SNC	100.00%	Full
INOREC	100.00%	Full
INOTERA SCI	100.00%	Full
LARDET ET FILS	35.00%	Equity
MAIARELLI	99.89%	Full
MANDY RECUPER SCI	100.00%	Full
MARX SPAENLIN	99.97%	Full
OREE DES BOIS SCI	100.00%	Full
PLASTIC RECYCLING	50.00%	Proportional
POLYURBAINE	100.00%	Full
POLYURBAINE 13	100.00%	Full
POLYURBAINE 34	100.00%	Full
POLYURBAINE MENTON	100.00%	Full
POLYURBAINE NORMANDIE	100.00%	Full

Corporate name	% interest	Consolidation method
PRESSENCE SCI	100.00%	Full
PREVEZA SCI	100.00%	Full
PURFER	99.89%	Full
PURFER TRANSPORT	99.89%	Full
PURFOLLIOULES SCI	100.00%	Full
PURMET TRANSPORT	99.89%	Full
QUAI DE NORVEGE SCI	100.00%	Full
REFINAL	100.00%	Full
REVIVAL	100.00%	Full
RME	100.00%	Full
RMP	100.00%	Full
ROHR	49.63%	Equity
ROUSSEL	34.04%	Equity
ROUTABOULE SCI	100.00%	Full
ROUX SCI	100.00%	Full
SCI DE LA GARE	100.00%	Full
SCI DE L'IMPASSE DE L'INDUSTRIE	100.00%	Full
SCI SETIAM	100.00%	Full
SERVALTEC SNC	100.00%	Full
SOC BOURGUIGNONNE DE PORTEFEUILLE	85.62%	Full
SOPER	99.89%	Full
STRAP	100.00%	Full
STRAP TRANSPORT	100.00%	Full
STRAPOLE SCI	100.00%	Full
STRAVIA SCI	100.00%	Full
SUDIANE SCI	100.00%	Full
VALERCO	50.00%	Proportional
VALME	100.00%	Full
VALREN	50.00%	Proportional
VALVERT TRI	34.93%	Equity
VOGIM SCI	80.00%	Full
Italy		
CMT	100.00%	Full
CRS	100.00%	Full
ECOREC	100.00%	Full
FARIMET	95.05%	Full
NUOVA PRIMARIA	95.00%	Full
REI	100.00%	Full
SAN GERMANO	100.00%	Full
Mexico		
CFF RECYCLING SERVICIOS	99.99%	Full
DERICHEBOURG RECYCLING MEXICO	99.99%	Full

BUSINESS SERVICES

Corporate name	% interest	Consolidation method
Germany		
DERICHEBOURG ATIS GmbH	100.00%	Full
Spain		
ATIS IBERICA	100.00%	Full
SELMARSA	95.00%	Full
France		
CIVITAS	100.00%	Full
DERICHEBOURG ATIS AERONAUTIQUE	100.00%	Full
DERICHEBOURG ENERGIE	100.00%	Full
DERICHEBOURG ESPACES VERTS	100.00%	Full
DERICHEBOURG EVOLUTION FORMATION	100.00%	Full
DERICHEBOURG INTERIM	100.00%	Full
DERICHEBOURG INTERIM AERONAUTIQUE	100.00%	Full
DERICHEBOURG MULTISERVICES	100.00%	Full
DERICHEBOURG PROPRETE	100.00%	Full
DERICHEBOURG SERVICES INDUSTRIES	100.00%	Full
DERICHEBOURG TECHNOLOGIES	100.00%	Full
HERACLES	100.00%	Full
MIROIR 2000	80.00%	Full
PSIMMO	100.00%	Full
PROVERRE	100.00%	Full
SAM DERICHEBOURG MC	99.90%	Full
SCI HAUTE GARONNE	100.00%	Full
SCI LES PEUPLIERS	100.00%	Full
ULTEAM	100.00%	Full
Ireland		
DERICHEBOURG MULTISERVICES IRELAND	100.00%	Full
DERICHEBOURG KNIGHTS LTD	100.00%	Full
Italy		
DERICHEBOURG MULTISERVIZI Spa	100.00%	Full
Portugal		
SAFIRA	49.00%	Proportional
United Kingdom		
DERICHEBOURG MULTISERVICES LTD	100.00%	Full
DERICHEBOURG MULTISERVICES MANX	100.00%	Full
DICTIONCREST	100.00%	Full

AIRPORT SERVICES

Corporate name	% interest	Consolidation method
Germany		
LUFT HAFEN UMSCHLAG GmbH	24.90%	Equity
NICE AIRCRAFT SERVICES AND SUPPORT GmbH	48.00%	Proportional
SERVISAIR DEUTSCHLAND GmbH	100.00%	Full
Austria		
FLUGHAFEN GRAZ BODENSERVICES GmbH	37.00%	Equity
Canada		
GLOBEGROUND FUEL SERVICES INC CANADA	100.00%	Full
SERVISAIR NORTH AMERICA INC CANADA	100.00%	Full
Chile		
SERVISAIR CHILE SA	99.99%	Full
Denmark		
SERVISAIR DENMARK SAS	100.00%	Full
Ecuador		
COMPANIA DE ECONOMICA MIXTA SERVICOS AEROPORTUARIOS DES ECUADOR	30.00%	Equity
Spain		
GLOBEGROUNG IBERICA SA	100.00%	Full
SERVISAIR IBERICA SA	100.00%	Full
United States		
HUDSON GENERAL LEASING CORPORATION	100.00%	Full
SERVISAIR FUEL SERVICES LLC	100.00%	Full
SERVISAIR FUEL LEASING CORPORATION	100.00%	Full
SERVISAIR AMERICAS	100.00%	Full
SERVISAIR HOLDING CORPORATION	100.00%	Full
SERVISAIR HOLDINGS INC	100.00%	Full
SERVISAIR LLC	100.00%	Full
SERVISAIR USA INC	100.00%	Full
Finland		
SERVISAIR FINLAND OY	100.00%	Full
France		
SERVISAIR France	100.00%	Full
Ireland		
IAH CORK LTD	100.00%	Full
IAH SHANNON LTD	100.00%	Full
INTERNATIONAL AIRLINE HANDLING LTD	100.00%	Full
SERVISAIR IRELAND LTD	100.00%	Full
SERVISAIR NOMINEES SERVICES LTD	100.00%	Full
SHAMROCK LOGISTICS LTD IRL	100.00%	Full
TRADING SPACES LTD	100.00%	Full
Netherlands		
SERVISAIR AMSTERDAM BV	100.00%	Full
SERVISAIR HOLDING BV	100.00%	Full
SERVISAIR ROTTERDAM AIR BV	100.00%	Full
SMART HANDLING BV	100.00%	Full
Portugal		
SERVISAIR Portugal LDA	100.00%	Full
Romania		
BICC	25.75%	Equity
GLOBEGROUNG ROMANIA SRL	25.00%	Equity
United Kingdom		
GLOBEGROUND HEATHROW LTD	100.00%	Full
GLOBEGROUND UK LTD	100.00%	Full
GLOBEGROUNG MANCHESTER LTD	100.00%	Full
HEATHROW CARGO HANDLING LTD	50.00%	Proportional
SERVISAIR GUERNSEY	100.00%	Full
SERVISAIR HOLDINGS LTD	100.00%	Full
SERVISAIR JERSEY LTD	100.00%	Full
SERVISAIR PLC	100.00%	Full
SERVISAIR UK LTD	100.00%	Full
SHAMROCK LOGISTICS LTD UK	100.00%	Full
Russia		
AMAG	44.00%	Equity
ZAO CARGO TERMINAL PULKOVO	40.00%	Equity
Sweden		
SERVISAIR SWEDEN AB	100.00%	Full
Trinidad and Tobago		
SERVISAIR TRINIDAD TOBAGO LTD	100.00%	Full
Venezuela		
SERVISAIR VENEZUELA CA	100.00%	Full

5.1.6 Statutory auditors' report on the consolidated financial statements Year ended September 30, 2011

To the Shareholders,

In compliance with the assignment entrusted to us by your annual general meetings, we hereby report to you, for the year ended September 30, 2011:
– the audit of the accompanying consolidated financial statements of Derichebourg;
– the justification of our assessments;
– the specific verification required by law.
These consolidated financial statements have been approved by the board of directors. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. Opinion on the consolidated financial statements
We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the group as at September 30, 2011 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

II. Justification of our assessments
In accordance with the requirements of article L. 823-9 of the French commercial code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

Accounting estimates
As indicated in notes 2.3.7 and 4.1.2 to the consolidated financial statements, the book value of long-term assets, which include goodwill, intangible and fixed assets, are subjected to annual impairment tests. Your company compares the book value of these assets to their recoverable value, by using the discounted future cash-flow method. We have reviewed the method used to determine discounted future cash-flows and also the data and assumptions used to perform these impairment tests.

Notes 2.3.3 and 4.22.4 to the consolidated financial statements disclose the accounting rules and methods used to recognize deferred tax assets. Our work consisted in examining the data used and evaluating the assumptions selected and their consistency.

Note 4.12.6 to the consolidated financial statements discloses that the group's funding requirement depends mostly on the Environmental Services' volumes and prices, which are highly volatile. We have reviewed the effect of this volatility on the group's debt.

As explained in note 2.2.2 to the consolidated financial statements, the management of your company may make material judgments and estimates that affect the amounts indicated in the financial statements. These judgments and estimates, including those mentioned in the aforementioned sections, are based on forecasts or assumptions which, due to the uncertainties inherent in any estimation process, could prove to be different than expected.

In the context of our assessments, we obtained assurance that these estimates are reasonable and that the information provided in the notes to the consolidated financial statements is appropriate.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. Specific verification
As required by law we have also verified, in accordance with professional standards applicable in France, the information presented in the group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris and Paris-La Défense, December 21, 2011

The statutory auditors
French original signed by

HOCHE AUDIT
William Nahum

ERNST & YOUNG Audit
Valérie Quint

5.2 Fees paid by the Group to the Statutory Auditors and to their network

	ERNST & YOUNG				HOCHE AUDIT				AUTRES AUDITEURS			
	Amount		%		Amount		%		Amount		%	
In thousands of euros	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010	2010-2011	2009-2010
Audit												
Statutory auditors, certification, review of separate and consolidated financial statements												
Issuer	334	327	33%	32%	117	99	32%	35%				
Fully consolidated subsidiaries	685	663	67%	65%	252	185	68%	65%	1,380	1,304	100%	100%
Other work and services directly related to the Statutory Auditors' mission												
Issuer			0%	0%								
Fully consolidated subsidiaries												
Subtotal	**1,018**	**990**	**100%**	**97%**	**369**	**284**	**100%**	**100%**	**1,380**	**1,304**	**100%**	**100%**
Other services rendered by member firms to fully consolidated subsidiaries												
Legal, tax, social	0	31	0%	3%								
Subtotal												
Subtotal	**0**	**31**	**0%**	**3%**	**0**	**0**	**0%**	**0%**	**0**	**0**	**0%**	**0%**
Total	**1,018**	**1,021**	**100%**	**100%**	**369**	**284**	**100%**	**0%**	**1,380**	**1,304**	**100%**	**100%**

6. Chairman's report, prepared in accordance with Article L. 225-37 of the French Commercial Code

Contents

This report was prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code (as amended by Act N° 2008-649 of July 3, 2008). Its aim is to present the composition, preparation and organization of the work of the Board of Directors, the principles and rules the Board of Directors has adopted to determine the compensation and benefits paid to corporate officers, the Group's internal-control and risk-management procedures, and in particular, those relating to the preparation and processing of accounting and financial information for the annual and consolidated accounts. This report seeks to describe the work the Company has completed, undertaken or planned and in no way attempts to show that the Company controls all of the risks to which it is exposed.
This report was prepared under the supervision of General Management and with the assistance of the Financial and Accounting Department and the Legal Department. This report was reviewed by the Company's Board of Directors meeting as the Audit Committee and approved by the Board of Directors on December 7, 2011.

6.1 The composition of the Board of Directors and the preparation and organization of its work

6.1.1 Composition of the Board of Directors

Article 14 of the bylaws stipulate that the company is administered by a Board of Directors with at least three members and at most 18 members. Directors are appointed by a shareholders' ordinary general meeting, which may dismiss them at any time. In the event of a merger or demerger, they may be appointed by a shareholders' extraordinary general meeting.

Information concerning the composition of the Board of Directors and directors' terms of office is provided in section 4.4.1 of this document.

Article 18 of the bylaws defines the powers of the Board of Directors, which include determining the company's business strategy and seeing that it is implemented. Subject to the powers expressly attributed to shareholders' meetings by law and in accordance with the corporate mission, the Board handles any matter that may affect the company's operations and meets to decide all matters within its remit. The Board of Directors shall perform any audits and verifications that it deems necessary. Directors are provided with all of the information they need to perform their duties and may request any documents they deem necessary.

The Board of Directors is composed of the Chairman and Chief Executive Officer and four directors, two of whom are independent.

In accordance with the definition provided in the Bouton Report on improving the governance of listed companies, a director is considered to be independent when he or she has no relationship of any type with the company, its group or management that could compromise the free exercise of his or her judgment. The Board of Directors meets at least three times per year. It examines and approves strategic plans and significant transactions of the Company and its Group before they are undertaken. It deliberates on the Group's development operations, for both external and internal growth. As a result, it decides on points related to acquisitions and disposals of investments or assets, granting guarantees or making commitments and/or assistance to subsidiaries.

As of the date of this document, the Board of Directors is composed of the following five members:

	Office	Date of first appointment	Date of renewal
Daniel DERICHEBOURG	Chairman and Chief Executive Officer	Board meeting on June 29, 2006	Board meeting on February 3, 2010
	Director	Board meeting on June 29, 2006	General Meeting on February 3, 2010
Bernard VAL	Independent director	General Meeting on June 24, 2004	General Meeting on February 3, 2010
Matthieu PIGASSE	Independent director	Board meeting on October 25, 2005	General Meeting on February 3, 2010
Boris DERICHEBOURG	Director	General Meeting on July 18, 2007	
Thomas DERICHEBOURG	Director	General Meeting on July 18, 2007	

The Board of Directors has begun discussing the principle of balanced representation of men and women on the Board.

6.1.2 Corporate Governance

The Company is in the process of comparing its corporate governance against the requirements of the December 2008 AFEP-MEDEF code of corporate governance for listed companies. The main discrepancies with this code that have been identified so far concern:
– the assessment of the work of the Board of Directors;
– the Directors' terms of office;
– the absence of an appointments committee, the creation of which is deemed of little relevance in its case.
Furthermore, as provided for under Article L. 820-23 paragraph 4 of the French Commercial Code, at its meeting on May 27, 2010 the Board of Directors decided to assume the duties of the Audit Committee, in accordance with the findings of the AMF's task force on the role of audit committees in small and medium capitalization companies. The operation of the Company's other specialized committee, the Compensation Committee, was suspended at the board meeting on October 25, 2005, due to a lack of activity.

6.1.3 Preparation and organization of the work of the Board of Directors

The Board of Directors met three times during the fiscal year. In addition to reviewing and approving the company and consolidated accounts as of September 30, 2010 and preparing documents to submit to the annual shareholders meeting on February 10, 2011, the Board discussed and decided the following matters:

Meeting on December 8, 2010
– Review and approval of company and consolidated financial statements for the year ended September 30, 2010:
– Financial statements;
– Activity and key events;
– Risks (Rotamfer, CRS, Polyurbaine, significant tax audits);
– Outlook;
– Approval of the financial statements;
– Proposal for allocation of the income;
– Review and approval of financial and forecast documents;
– Press release;
– Group financing;
– Review of agreements subject to articles L. 225-38 and subsequent of the French Commercial Code;
– Possible authorization of agreements subject or not to Article L. 225-38 of the French Commercial Code;
– Corporate governance, Chairman's report on the Board's work and on internal control procedures (Art. L. 225-37 of the French Commercial Code);
– Share buyback program;
– Delegation of authority to the Board of Directors to issue various securities providing, immediately or in the future, access to capital with maintenance or elimination of preferential subscription rights;
– Delegation of authority to the Board of Directors to decide on capital increases by incorporation of bonuses, reserves, profits or other;
– Delegation of authority to the Board of Directors to conduct a capital increase reserved for members of a company savings plan and/or a voluntary partner employee savings plan created in accordance with Articles L. 225-129-6 paragraph 1 of the French Commercial Code and L. 3332-18 et seq. of the French Labor Code;
– Convening of the combined annual shareholders meeting;
– Various questions (transaction to refinance equipment for the subsidiary AFM RECYCLAGE).

Meeting on May 26, 2011
– Review and approval of the half-yearly consolidated financial statements;
– Review of risks;
– Review of the three divisions of the Group and problems specific to each division (Impairment tests, Rotamfer, CRS, Polyurbaine, George, Derichebourg Sûreté, Garantie JCP, Equity swap, CABCL;
– Group financing and its cash and cash equivalents;
– Observations of the statutory auditors;
– Half-year business report;
– Press release;
– Financial and forecast documents at the end of the first half of the fiscal year;
– Recognition of the capital increase following the lifting of redeemable share warrants;
– Correlative amendment of the bylaws;
– New assessment of the Derichebourg brand;
– Share buyback program;
– Convening of the combined annual shareholders meeting.

Meeting on July 28, 2011
– Overview of the Group's business and risks observed;
– Capital reduction by cancelation of own shares;
– Correlative amendment of Article 6 of the bylaws;
– Possible authorization of agreements subject or not to Article L. 225-38 of the French Commercial Code (agreement between the Société Derichebourg and some of its subsidiaries on the merger of interests of the Derichebourg Group; write-off of the debt of the subsidiary ULTEAM);
– Allocation of powers to complete formalities;
– Chairman's authorization to provide endorsements, security interests and guarantees;
– Approval of a regulated agreement;
– Draft press release.

Board meetings were held at the company's registered headquarters at 119 Avenue du Général Michel Bizot - 75012 Paris.
At the meeting on July 28, 2011, some members attended by telephone conference.

Board meeting minutes were prepared and distributed to all directors in a timely manner.

The average meeting attendance ratio was 80%.

Functioning of the Board
The functioning of the Company's Board of Directors is governed by bylaws approved by the Board at its meeting on June 24, 2004. These rules can be amended only by the Board of Directors in accordance with the procedures prescribed therein.
These bylaws cover the following points:
the rules governing the composition of the Board;
– the Board of Directors' duties;
– the procedures for convening Board meetings;
– the procedures for participating in Board meetings by videoconference or teleconference;
– the requirements for the creation and functioning of specialized committees;
– the role of the Audit Committee;
– the role of the Compensation Committee;
– the directors' duty of confidentiality;
– the directors' duty of independence;
– the directors' duty of diligence;
– the scope of the bylaws.
The Board of Directors bylaws regarding its composition were modified at the Board meeting on December 12, 2006. The Board of Directors may now have as many as 18 members.
The Board of Directors rules of procedure were also modified at the Board of Directors meeting on May 27, 2010, to enable Board of Director meetings to be conducted through any means of telecommunications.

Audit Committee
The Audit Committee, whose operation had been suspended since July 2006 by resolution of the Board of Directors, was reactivated on May 27, 2010.
Pursuant to Article L. 823-20, paragraph 4 of the French Commercial Code, it was decided that the Board of Directors would assume the duties of the Audit Committee.
The Audit Committee will fulfill the duties assigned to it by Article L. 823-19 of the French Commercial Code, namely:
– the preparation and disclosure of financial information;
– the effectiveness of the internal-control and risk-management systems;
– the audit of annual financial statements and, if applicable, of consolidated financial statements by the statutory auditors;
– the independence of the statutory auditors.
The Audit Committee will report on its work regularly and at least for each half and full year.
Since the Board of Directors meets as the Audit Committee, to enable the Board to report on the committee's work, the Board meeting minutes will contain a section that presents the Audit Committee's findings and opinions based on its work and investigations.

The Audit Committee met three times since that date, on September 13, 2010, December 8, 2010 and May 26, 2011.

6.2 The Board's restrictions on the Chairman and CEO's powers

When renewing the Chairman and CEO's term of office, at its meeting on February 3, 2010, the Board of Directors unanimously decided that the Chairman of the Board would be responsible for the general management of the Company and would be assisted, if necessary, by an executive vice-president.
At this time, no formal restriction was placed on the Chairman and CEO's powers, other than that provided for by law concerning the Company's granting of endorsements, guarantees and security interests.

However, the Chairman normally requires the prior consent of the Board of Directors for any decision whose implementation or consequences could have a material impact on the Group's business activities, assets or liabilities. This is the case for transactions involving the following, but not limited to:
– planned acquisitions;
– intra-Group restructuring;
– the granting of specific guarantees that do not legally require the Board's prior approval;
– acquisition or disposal of significant assets.

6.3 Participation of shareholders in the annual shareholders meeting

Article 28 of the bylaws explains how shareholders may participate in annual shareholders meetings. "Every shareholder is entitled to attend shareholders' general meetings or to be represented thereat, regardless of the number of shares he/she/it holds, provided that all amounts payable on his/her/its shares are fully paid up. All shareholders may be represented by another shareholder or by their spouse. A proxy can be granted for a single meeting only. A proxy can be granted for two meetings, one ordinary and one extraordinary, if they are both held on the same day or within a period of fifteen days of each other. The proxy shall be valid for all successive meetings convened with the same agenda. All shareholders shall be entitled to vote by mail, in accordance with the requirements set by the legislation and regulations currently in effect. The Company shall include the information required by the laws currently in effect with all proxy forms and mail ballots that it sends to shareholders.
The owners of shares that are not domiciled in France may be represented by an intermediary registered in accordance with the requirements prescribed by the legislation and regulations currently in effect. In the event of a division of the ownership rights in a share, the holder of the right to vote may attend or be represented at the meeting without prejudice to the right of the beneficial owner to participate at all shareholders' general meetings. Joint shareholders may be represented as specified in Article 12. However, to be entitled to participate in a shareholders meeting, shareholders or their registered intermediaries must either be listed in the registered shareholder account maintained by the Company or its agent, or a certificate certifying that bearer shares will be held in an account until the date of the meeting must be sent to the address indicated in the notice of meeting. These formalities shall be carried out in accordance with the requirements prescribed by the laws and regulations in force at least three days prior to the shareholders' meeting. Every shareholder who owns shares of a particular class shall be entitled to participate in the shareholders' special meetings for such class, in accordance with the requirements specified hereinabove. For the purposes of calculating the quorum and the majority, shareholders who participate in the shareholders' meeting by videoconference or by means of telecommunications allowing them to be identified and in accordance with the applicable laws and regulations shall be considered present, provided the Board of Directors has decided on the use of such means of participation before the shareholders' general meeting was convened."

6.4 The Board of Directors' principles and rules for determining compensation and benefits granted to corporate officers and information likely to have an impact in the event of a public offering

6.4.1 Directors' Compensation

At its meeting on December 12, 2008, the Board made various decisions regarding the compensation and benefits granted to corporate officers.
The directors' fees received by the Chairman and CEO were paid by DBG Finances. The Chairman and CEO also received attendance fees paid by Derichebourg SA.
Directors employed under an employment contract by a company controlled by the Company receive fixed compensation and may, in some cases, receive variable compensation under the terms of their employment contract, depending mainly on financial and operational performance criteria.
To the best of the company's knowledge, there are no clauses that enable a director to benefit from deferred compensation, non-statutory severance pay or a specific pension commitment.
There are currently no plans to award shares to directors.
No director has been granted free shares to date.
On December 8, 2009, the Board of Directors suggested that the General Meeting of the Shareholders address the payment of attendance fees. The ordinary general meeting on February 3, 2010 set the amount of attendance fees at 45,000. All directors receive the same attendance fees, which are adjusted on a prorated basis when necessary. The fees to which Mr. Matthieu Pigasse was entitled were paid to an association at his request.
Details on the attendance fees paid to directors are shown in section 4.4.2.1.

6.4.2 Disclosures required under Article L. 225-100-3

The following factors are likely to have an impact in the event of a public offer:
– the company's share-holding structure (see section 4.5.8);
– the existence of double-voting rights under certain conditions (see 4.5.9);
– own shares and the ability to buy and sell the company's securities (see 4.5.7, 7.1 and 7.2);

– the use of current authorizations to issue share equivalents (see 4.5.20);
– clauses in syndicated loan agreements that require immediate repayment in the event of a change in control of the company; (see note 4.11.1.5 to the consolidated financial statements in 5.1).

6.5 Internal control and risk management procedures put in place by the Company

At the Board meeting on September 13, 2010 convened to form the Audit Committee, the company decided to gradually work toward compliance with the French securities regulator's (AMF) internal control and risk management guidelines for small and medium capitalization companies.

6.5.1 Internal control

6.5.1.1 Internal control objectives

The internal control procedures have been put in place by the CEO, the managers and employees of Derichebourg and its subsidiaries. They are intended to provide reasonable assurance that the following objectives are met:
- the effectiveness and optimization of operations;
- the reliability of financial information;
- compliance with laws and regulations currently in effect.

The purpose of internal control is to prevent and control risks inherent in the Company's business and the risk of errors and fraud in the accounting and financial fields, in particular. As with any control system, it cannot provide assurance that risks will be totally controlled or eliminated. Control procedures mainly seek to ensure that managerial actions, transactions and staff behavior comply with the guidelines and rules the company's governing bodies have set forth to govern the company's business as well as those set forth in the applicable laws and regulations.
The purpose of these control procedures is also to ensure that the accounting, financial, legal and economic information provided to the Company's structures and that may be provided to third parties pursuant to regulatory requirements or as part of the Group's communication policy, is reliable and faithfully reflects the Company's business and position.

6.5.1.2 Description of the general organization of internal controls

General control environment
The Group is comprised of a headquarters, the Derichebourg holding company, and three operating divisions:
– Environmental Services (which includes the real estate companies);
– Business Services;
– Airport Services.

The headquarters of the Group's Environmental Services business also contains the Group's general management and the central operations departments.

Each of the Group's divisions has its specific business, internal-control and risk-management concerns.

The division heads are responsible for conducting business in accordance with the objectives set by the Chairman and CEO of the Group which are under his control.
A delegation of powers system has been put in place to ensure operational efficiency. Each company delegates authority in compliance with common guidelines. Subsidiaries are responsible for the day-to-day management of operations, except for the following activities, which are managed centrally:
– Investment decisions that are considered strategic due to their nature or amount;
– Financing and cash-management policy;
– Insurance;
– Management of executives and wages;
– The common communications network.

The IT group is a significant factor in the general control environment. Procedures, most of which are written, describe recurrent business procedures in the information systems.

Control activities
Control activities are based on the implementation of a set of policies and procedures defined at the headquarters level, at the three divisions and at the companies that are a part thereof.
The goal of these actions is to provide proper control of the risks likely to affect the accomplishment of the company's goals. Control procedures are set up and overseen primarily by the managers and employees of the subsidiaries, taking into account the Group's requirements and the specificities of each line of business.

When a control procedure is designed, the goal is that an identified internal control risk does not arise in the company's business.

Other control activities monitor the activity after it occurs in order to verify that the designed controls were effective: in particular computer requests.

Information and communications
The Company's goal is to allow operational and functional managers to have access to relevant information that is circulated quickly enough to enable them to perform their responsibilities efficiently.
Together with the relevant functional departments, the Information Systems Department ("DSI") defines the information systems necessary to properly manage operations and support the Group's strategic objectives. The Airport Services division is operationally independent.
DSI analyses and manages the risks related to its systems in order to ensure the availability, integrity and confidentiality of information, in accordance with legal and contractual requirements.
The Group has intranet systems that rapidly inform all employees concerning matters of general interest, and provide more specific information related to the particularities of the various lines of business.

Oversight of internal controls
Certain functional managers at headquarters use networks of experts, who can lead conduct control actions within each department and transfer of know-how from one entity to another.

6.5.1.3 Description of internal control procedures put in place

Main organizational procedures and internal control
In order to meet its operational and financial objectives, the Group has structured its internal control utilizing the following organization:

The Group is composed of a listed holding company that controls three sub-holding companies which in turn oversee the Group's three operational businesses.

Some of the Group's corporate services and support functions have been delegated to Derichebourg Environnement.

The division committees
Each division has a committee that monitors operations which is chaired by the division's corporate officer(s) and is composed of some or all of the members of the division's senior management, subsidiary managers and regional managers.
The number of times at which these committees meet varies between the divisions.

The Finance Department
– ensures that financial transactions are carried out (raising capital in banking markets, financing projects and investments);
– manages the Group's cash in cooperation with the divisions, (debt and liquidity) through a reporting system;
– analyzes major financial risks together with the divisions (interest rates, foreign currencies) and defines the hedging policies to cover these risks;
– analyzes differences between forecast and actual figures;
– participates in the analysis of investment projects and proposed contracts;
– ensures the reliability of accounting and management information, in particular by determining at the Group level the type, scope, form and frequency of financial information to be provided by the divisions. It also establishes the financial reporting standards, accounting standards and procedures and the instruments and procedures for consolidating information.

The Legal Department
– manages all of the Company's legal operations;
– provides council for operational businesses in France;
– manages all legal activities in France;
– coordinates the activities of the Group's legal services.

6.5.1.4 Internal control procedures concerning the preparation and processing of financial and accounting information

Internal control procedures related to the preparation and processing of financial and accounting information are mainly prepared under the supervision of General Management by the Financial and Accounting Department, which reports directly to General Management. Each division's accounting departments ensure that these procedures are implemented by the operating subsidiaries.
Most of these procedures are frequently modified to ensure that they meet the Group's requirements.
The Group's Financial and Accounting Department is responsible for preparing Derichebourg's corporate financial statements and the Group's consolidated financial statements.
For this task it is supported by the following organization:

The role of corporate governance bodies
The Board of Directors reviews and approves the annual financial statements of Derichebourg S.A. and the Group's consolidated financial statements. The main accounting options used are brought to the Board of Directors' attention when it meets as the Audit Committee.
The Group's earnings for the period, consolidated balance sheet and financial position are examined at this meeting.
The statutory auditors express their findings upon completion of their audit.

The accounting and financial organization
– Determination and communication of the Group's accounting principles: for both corporate financial statements and consolidated statements in compliance with IFRS standards; New legislation and regulations are monitored to assess their potential impact on the Group's accounts;
– Monthly closing: each subsidiary closes its accounts on a monthly basis. They are then subjected to an accounting analysis and a management analysis by the division's operational and financial staff.
– Definition and communication of instructions for closing the books. Prior to each stage of the consolidation process, the Accounting Department circulates consolidation packs, closing assumptions (table of rates), the scope of data to be provided and its schedule. This information is sent to the Group subsidiary administrative and financial managers;
– Development, installation and maintenance of the IT consolidation tools.
Standardization of the IT tools (parameterization, maintenance, communication and verification of data) secures and harmonizes data processing;
– Communicating accounting and financial information to the Group's administrative and management bodies, and verifying financial information prior to its circulation.

Information systems
The subsidiaries use the same accounting software in all French entities and in some European services subsidiaries, except for Servisair, which has its own accounting software. There are also business-specific applications that record business flows and translate them into accounting flows. Controls are performed to check that transactions are correctly and exhaustively recorded.
To ensure that these applications operate correctly, they are maintained in-house or by a contractor.

6.5.2 Risk management

If internal control focuses on existing elements (quality control and/or compliance), the risk management process is more focused on anticipation of events that could arise and/or on the consequences that the event could have on the Group.

During the Audit Committee portion of the Board of Directors meeting on September 13, 2010, the Board of Directors set forth the following guidelines to establish a framework for conducting the company's business:
– Describe the organizational structure for each business line;
– Describe control rules for each business line;
– Determine the specific risks of each business line and the most effective ways of controlling them.

This resulted in the identification of the following risks (in no specific order) by General Management:

Environmental Services division
– Purchasing risks, most notably with the particularity of the transaction ledger, or "livre de police" (product quality and security);
– Waste material status and VAT compliance;
– Complying with regulations applying to environmentally sensitive facilities;
– Pollution risks;
– Equipment compliance;
– On-site work and accidents;
– Transportation policy.

Business Services
– Human resources, a major and cross-functional risk;
– Other specific risks: airplane servicing (Aeronautics), new construction and maintenance (Energy).

Airport Services
– Operational risks associated with plane de-icing and plane loading plans;
– Fire safety;
– Risks associated with counter sales.

A response is made to each of these risks, usually in the form of adapted procedures that must be followed.

6.6 Statutory auditors' report, prepared in accordance with article L. 225-235 of the French commercial code (Code de commerce), on the report prepared by the chairman of the board of directors of Derichebourg

To the Shareholders,

In our capacity as statutory auditors of Derichebourg and in accordance with article L. 225-235 of the French commercial code (*Code de commerce*), we hereby report to you on the report prepared by the chairman of your company in accordance with article L. 225-37 of the French commercial code (*Code de commerce*), for the year ended September 30, 2011.

It is the chairman's responsibility to prepare and submit for the board of directors' approval, a report on internal control and risk management procedures implemented by the company and to provide the other information required by article L. 225-37 of the French commercial code (*Code de commerce*) relating to matters such as corporate governance.

Our role is to:

– report on any matters as to the information contained in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and

– confirm that the report also includes the other information required by article L. 225-37 of the French commercial code (*Code de commerce*). It should be noted that our role is not to verify the fairness of this other information.
We conducted our work in accordance with professional standards applicable in France.

Information on the internal control procedures relating to the preparation and processing of the accounting and financial information
The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting financial information. These procedures consist mainly in:
– obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the chairman's report is based and of the existing documentation;

– obtaining an understanding of the work involved in the presentation of this information and of the existing documentation;

– determining if any material weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our work are properly disclosed in the chairman's report.
On the basis of our work, we have no matters to report on the information relating to the company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the chairman of the board of directors in accordance with article L. 225-37 of the French commercial code (*Code de commerce*).

Other information
We confirm that the report prepared by the chairman of the board of directors also contains the other information required by article L. 225-37 of the French commercial code (*Code de commerce*).

Paris and Paris La Défense, December 21, 2011

The statutory auditors
French original signed by

HOCHE AUDIT
William Nahum

ERNST & YOUNG Audit
Valérie Quint

7. Other legal and financial information

Contents

7.1 Assessment of the 2011 share buy-back program

The combined shareholders' meeting on February 10, 2011 authorized the Company's Board of Directors to buy back the Company's shares up to a maximum of 10% of the share capital, i.e. 17,039,588 shares, at a maximum price of €15 per share. This authorization was granted for a period of 18 months, i.e. until August 9, 2012, and mainly for the following purposes:
– to stimulate the market or improve the liquidity of the Derichebourg share, through the intermediary of an investment service provider and under a liquidity contract, in compliance with an ethical charter that is recognized by the French securities regulator, AMF;
– to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan;
- to purchase shares for subsequent use in exchange or as payment for acquisitions;
The combined shareholders' meeting on July 13, 2011 authorized a new share buy-back program expanding its objectives to cancel the shares thus bought back.
The goals of this program are the following:
– to stimulate the market or improve the liquidity of Derichebourg shares through the intermediary of an investment service provider and under a liquidity contract, in compliance with an ethical charter that is recognized by the French securities regulator, AMF;
– to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan;
– to purchase shares for subsequent use in exchange or as payment for acquisitions;
– to cancel, as part of the company's financial policy, the shares thus bought back. The same general meeting authorized the Board of Direction to carry out one or more equity capital reductions by canceling the acquired shares, within the limit of 10% of the capital per 24-month period.

The maximum buy-back percentage authorized by the General Meeting is 10% of shares comprising the Company's capital, i.e. 17,039,590 at the maximum price of €15 per unit. This authorization was granted for a period of 18 months, i.e. until January 12, 2013.

The table below summarizes the transactions on own shares that were carried out by the Company between October 1, 2010 and September 30, 2011.

	Shares comprising share capital	Market stimulation	Stock options granted	Other objectives	Total
Situation as of September 30, 2010	170,395,882	121,089	0	673,878	794,967
In% of capital		0.07%		0.39%	0.46%
Allocation to stock-options					
– granted					
– other					
Stock options exercised					
Purchases		1,863,167		1,640,000	3,503,167
Sales		1,824,393			1,819,280
Cancelations				2,313,878	2,313,878
Situation at 30 September 2011	168,082,030	159,863		0	159,863
In% of capital		0.09%			0.09%

During the fiscal year, 3,503,167 shares were purchased at an average price of €5.55 and 1,824,393 shares were sold at an average price of €4.85.
The book value of the portfolio of 159,863 shares with a par value of €0.25 held on September 30, 2011 is €477,329.80 and is identical to the net asset value in the corporate financial statements.

Liquidity contract
On June 5, 2009 the Company entered into a liquidity contract with Exane BNP Paribas. On June 5, 2009, the following assets were credited to the liquidity contract's account:
191,103 Derichebourg shares,
€151,007,

At the end of the fiscal year, the contract's account held the following assets:
159,863 Derichebourg shares,
€100,676.

7.2 Presentation of the 2012 share buy-back program

7.2.1 Legal framework
In accordance with Article 241-2 of AMF Regulations and with European Regulation No. 2273/2003 of December 22, 2003, this section presents the purpose and terms of the Company's share buy-back program. This program, which is registered within the framework of Article L. 225-209 of the French Code of Commerce, must be submitted to the shareholders at the shareholders general meeting for approval, subject to the quorum and majority vote requirements for ordinary matters.

7.2.2 Number of shares and portion of share capital held by the Company
On November 30, 2011, the Company's share capital consisted of 168,082,030 shares.
At that date, the Company held 152,167 of its own shares, representing 0.09% of the share capital.

7.2.3 Breakdown of Company's own shares, by purpose
On November 30, 2011, the Company owned 152,167 of its own shares for the following purposes:
– market stimulation (liquidity contract): 152,167
– other purposes: 0

7.2.4 Objectives of the new share buy-back program
No change has been made to this program's objectives, which are:
– to stimulate the market or the market liquidity of the Derichebourg share through a liquidity contract entered into with an investment service provider, in compliance with the ethical charter approved by the AMF, the French securities regulator;
– to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan;
– to purchase shares for subsequent use in exchange or as payment for acquisitions;
– to cancel, as part of the company's financial policy, the securities bought back, subject to the adoption of the sixth resolution proposed to the General Meeting for approval.

7.2.5 Maximum portion of share capital and maximum number and characteristics of capital shares
10% of share capital as of November 30, 2011, i.e. 16,808,203. Considering the own shares held on November 30, 2011, i.e. 152,167 shares, the maximum number of shares likely to be bought back is 16,656,036 shares, or 9.91% of share capital.

Derichebourg shares are listed on Compartment B of the Euronext Paris exchange (ISIN code: FR 0000053381).

The maximum purchase price is €15 per share.

The maximum expenditure for these purchases:
– €252,123,045, representing 10% of the Company's share capital;
– €249,840,540, representing 9.91% of share capital, including the Company's own shares.

7.2.6 Trading terms
The shares may be purchased, sold, exchanged or transferred using any means available in a stock-exchange or over-the-counter transaction, including the use of derivative financial instruments. All of the shares that may be acquired under the buy-back program may be purchased or transferred in blocks.

These transactions may be made at any time, including during a tender offer.

7.2.7 Duration of the buy-back program
The term of the program is limited to 18 months from the shareholders' meeting convened to approve the accounts for the fiscal year ended 30 September 2011.

7.2.8 Results of the Company's previous share buy-back program from July 13, 2011 to November 30, 2011

The details of this program on November 30, 2011 are as follows:

Percentage of share capital held directly or indirectly(1)	0.09%
Number of shares canceled over the past 24 months(2)	2,313,878
Number of own shares held(1)	152,167
Carrying amount of portfolio(1)	385,230 euros
Market value of portfolio(1)	366,266 euros

(1) At the closing price on November 30, 2011.
(2) The 24 months prior to the public presentation of the buy-back program.

7.2.9 Transaction details of the program from July 13, 2011 and November 30, 2011

	Total sales and purchases		Open positions on November 30, 2011			
	Purchases	Sales/Transfers	Open buy positions		Open sell positions	
Number of shares	825,656	774,195	Stock options acquired	Forward purchases	Stock options sold	Forward sales
Average maximum maturity	None	None	None	None	None	None
Average transaction price (in euros)	3.861	3.790	None	None	None	None
Average exercise price	None	None	None	None	None	None
Amounts (in euros)	3,187,916	2,934,838	None	None	None	None

The share purchases and sales shown in the above table were all made under the liquidity contract.

7.3 Related party transactions

7.3.1 Provisions concerning regulated agreements

(Art. 21 of the bylaws)

"Any agreement which links, either directly or through an intermediate person, the Company and its CEO, one of its deputy managing directors, one of its directors, one of its shareholders holding a number of voting rights greater than the percentage set forth in Article L. 225-38 of the French Commercial Code or, where the latter is a Company shareholder, the Company which controls it as defined in Article L. 233-3 of the French Commercial Code, must be submitted for prior approval by the Board of Directors.

The same applies to any agreements in which one of the people in the above list has an indirect interest.

Prior authorization is also required for agreements between the Company and any business if the CEO, one of the deputy managing directors or one of the directors of the Company is the owner, general partner, manager, director, member of the supervisory board or, in any other way, a manager of that business.

The above provisions are not applicable to any agreements relating to ordinary transactions concluded under normal terms and conditions. Nevertheless, such agreements, except where their purpose or their financial implications are not material for any of the parties, must be brought to the knowledge of the Chairman of the Board of Directors by the interested party.

The Chairman shall then inform the members of the Board and the statutory auditors of the list of agreements and their purposes."

7.3.2 Agreement for administrative, financial and commercial assistance

An agreement, renewable by tacit agreement, for administrative, financial and commercial assistance was concluded between Financière DBG, a company controlled directly and indirectly by the family of Mr. Daniel Derichebourg and CFF Recycling, which became Derichebourg Environnement on October 1, 2001.

The services covered by this agreement are as follows:

– administrative assistance: research, recruitment, advancement, redundancy of management personnel of Derichebourg Environnement and companies controlled by it, coordination of ordinary administrative tasks of the party receiving the service and companies controlled by it;

– financial assistance: assistance with financial and banking management and coordination of the party receiving the service and/or of its subsidiaries, financial analysis of investment plans, assistance with budget management;

– commercial assistance: market studies, advertising campaigns, searches for new outlets, public relations, communication, prospecting and client research.

In consideration for its services, Financière DBG invoiced Derichebourg Environnement for €2.1 million, excluding taxes. In consideration for its services, Derichebourg Environnement invoiced Financière DBG for €0.25 million, excluding taxes.

Financière DBG's compensation is determined based on the costs incurred by it in carrying out the defined services. The amount is regularly compared to current market conditions for such services, having regard to the complexity involved.

7.3.3 Trademark licensing agreement

A trademark licensing agreement effective March 1, 2009 for ten years was entered into between TBD Finances, which is controlled by the Derichebourg family, and Derichebourg SA. This agreement, which governs the use of the Derichebourg trademark, enables the Group to develop its own clientele and increase its loyalty.

The amount of royalty fees to be paid under this agreement was determined by an independent expert in intellectual property.

The royalty to be paid under this agreement is 0.07% of the Environmental division's consolidated revenue and 0.12% of the Multiservices division's consolidated revenue, with no royalty payment being due on the Multiservices division's revenue for the first three years.

The fee under this contract for the fiscal year was €1.8 million.

7.3.4 Statutory auditors' report on related party agreements and commitments General meeting of shareholders to approve the financial statements for the year ended September 30, 2011

To the Shareholders,

In our capacity as statutory auditors of your company, we hereby report on certain related party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements and commitments indicated to us, or that we may have identified in the performance of our engagement. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements and commitments. It is your responsibility, in accordance with article R. 225-31 of the French commercial code (*Code de commerce*), to evaluate the benefits resulting from these agreements and commitments prior to their approval.

In addition, we are required, where applicable, to inform you in accordance with article R. 225-31 of the French commercial code (Code de commerce) concerning the implementation, during the year, of the agreements and commitments already approved by the general meeting of shareholders.

We performed those procedures which we considered necessary to comply with professional guidance issued by the national auditing body (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the documentation from which it has been extracted.

Agreements and commitments submitted for approval by the general meeting of shareholders

In accordance with article R. 225-40 of the French commercial code (*Code de commerce*), we have been advised of certain related party agreements and commitments which received prior authorization from your board of directors.

1. Lease Management agreement to the subsidiary Ulteam
Director involved: Mr Boris Derichebourg
A financial lease management has been granted to the subsidiary Ulteam for a total amount of € 500,000. It has been authorized by the board of directors on July 28, 2011.

2. Solidarity commitment with Natixis
Directors involved: Messrs Daniel Derichebourg and Boris Derichebourg
The board of directors, held on July, 28, 2011, has authorized the implementation of an agreement between Derichebourg and some of its subsidiaries on the merger of interests of the Derichebourg group in the frame of the treasury agreement existing between Derichebourg and its subsidiaries. Following this process, Derichebourg has taken a solidarity commitment with Natixis with regard to the consequences relating from this centralization.

3. Sale warrant granted to Lazard
Director involved: Mr Matthieu Pigasse
The board of directors, held on July 28, 2011, has authorized the conclusion of a sale warrant with Lazard Frères related to a possible cession of the subsidiaries San Germano Srl and/or CMT Spa and/or Rei Srl, of an investment in one of these entities or of a subsidiary or division to these entities using a sale of shares, assets or any other product.

This agreement has not produced any effect as at September 30, 2011.

Agreements and commitments already approved by the general meeting of shareholders

Agreements and commitments approved in prior years whose implementation continued during the year

In accordance with article R. 225-30 of the French commercial code (*Code de commerce*), we have been advised that the implementation of the following agreements and commitments which were approved by the general meeting of shareholders in prior years continued during the year.

1. With TDB Finances
Derichebourg Trademark licensing agreement

At its meeting of July 2, 2007, the board of directors approved an agreement to license the Derichebourg trademark to TBD Finances, owner of the trademark.

The amount of the royalty payment to be made was decided at the board meeting of December 12, 2008. This payment is 0.07% of the consolidated revenue of the Environment division and 0.12% of the consolidated revenue of the Business Services division. It is also expressly agreed that the Business Services division is exempted from making royalty payment for the first three years of the agreement.

This agreement was effective March 1, 2009, for a term of 10 years.

The royalty charge for fiscal year 2011 is € 1,791,530.

2. With Compagnie Générale d'Affacturage
Factoring agreement and guarantees to be provided

Your company and some of its subsidiaries signed a factoring agreement with Compagnie Générale d'Affacturage on July 31, 2009. This agreement was signed in order to enable the assignment of trade receivables for the purpose of obtaining a loan of at least M€ 100.

Under this factoring agreement, Derichebourg will assume joint and several liability for the debts of each of its subsidiaries that are parties to this factoring agreement.

It is also stipulated that bank guarantees to be issued under the syndicated loan agreement must be provided to cover the company's obligations and those of these subsidiaries. The company will request these bank guarantees in its name and on its own behalf and on that of its subsidiaries that are parties to the factoring agreement. If the factor enforces the bank guarantees issued under the loan agreement, the company would have to reimburse the guarantor banks for the amounts they would have to pay on their guarantees in the event that the subsidiaries that are party to the factoring agreement fail to pay or reimburse the amounts owed to the factor.

At its meeting of July 28, 2009, the board of directors approved this agreement and the granting of € 237,646,000 in security interests, endorsements and guarantees.

This agreement was effective until December 10, 2010 which is the date of the irrevocable and definitive freehand of commitments.

3. Lease-management agreements
Subsequent to CFF Recycling's liquidation and merger, Derichebourg assumed CFF Recycling rights to rent the following business interests:

a) With Corepa S.N.C.
Your company has made its industrial unit at Bruyères-sur-Oise available to Corepa S.N.C. under a lease-management agreement concluded as a private deed on October 7, 1997 for a term of one year effective from and renewable annually by tacit agreement.

Your company has also made its industrial unit at Pagny-sur-Meuse available to Corepa S.N.C. under a lease-management agreement concluded as a private deed on September 28, 2001 for a term of one year effective from October 1, 2001 and renewable annually by tacit agreement.

Your company recognized an income of € 2,125,600 excluding taxes for the year ended September 30, 2011 in respect of these two lease-management agreements.

b) With Revival
Your company has made its non-ferrous metals unit on the Athis-Mons site available to Revival under a lease-management agreement concluded as a private deed on October 5, 2000 for a term of one year effective from October 1, 2000 and renewable annually by tacit agreement.

Your company recognized an income of € 48,000 excluding taxes for the year ended September 30, 2011 in respect of this lease-management agreement.

4. With Financière DBG
Agreement for the provision of resources and services

Financière DBG has re-invoiced € 2,100,000 directly to Derichebourg Environnement, a wholly-owned subsidiary of your company, for the use of resources and the provision of services for the year ended September 30, 2011.

Paris and Paris-La Défense, December 21, 2011

The statutory auditors
French original signed by

HOCHE AUDIT
William Nahum

ERNST & YOUNG Audit
Valérie Quint

7.4 Communication with institutional investors and individual shareholders

During the validity period of the Registration Document, the following documents (or copies of the documents) can, if necessary, be consulted at the Company's headquarters (119, avenue du Général-Michel-Bizot, 75012 Paris), on the Company's website (www.derichebourg.com), or on the French securities regulator's website (Autorité des marchés financiers – www.amffrance.org) for financial data and the Registration Document:

(a) the incorporation documents and the bylaws of the issuer;

(b) all reports, mail and other documents, historical financial data, valuations and reports issued by external experts at the request of the issuer, any part of which is included or referenced in the Registration Document;

(c) the historical financial data of the issuer and its subsidiaries for each of the two fiscal years preceding the publication of this Registration Document.

7.4.1 Communications methodology

Frequency: in accordance with the applicable regulations, DERICHEBOURG publishes its results semi-annually and annually, and publishes quarterly information on net revenues by division, a general description of its financial position and Group profit (loss), together with an explanation of major transactions and events which have taken place during the period concerned and their impact on the Group's financial position.

Dissemination of information: in addition to the legally required announcements in financial publications, the latest communications are made available to the public on the Company's website: www.derichebourg.com.

7.4.2 Calendar: key dates

The Group's financial calendar is available on its website: www.derichebourg.com

7.4.3 Periodic and occasional information: annual information document

Published on the websites www.derichebourg.com, or www.hugingroup.com or www.info-financiere.fr

Date	Document
10/18/2010	Monthly information on total number of voting rights and shares comprising share capital on September 30, 2010
11/09/2010	Revenue for the 2009-2010 fiscal years to be released earlier than expected
11/09/2010	Revenues for the 2009-2010 fiscal years
11/09/2010	Detailed quarterly revenue
11/17/2010	Monthly information on total number of voting rights and shares comprising share capital as of October 31, 2010.
11/17/2010	Servisair secures British Airways contract in Helsinki
11/24/2010	Servisair introduces its state-of-the-art de-icing vehicles at the Ottawa International Airport
12/08/2010	Annual profits as of September 30, 2010
12/08/2010	Monthly information on total number of voting rights and shares making up share capital as of November 30, 2010
12/09/2011	Distribution of the presentation file to the analysts
12/10/2010	Meeting with financial analysts
12/10/2010	Presentation to financial analysts on December 10, 2010
12/17/2010	Filing of 2009-2010 Registration Document
12/20/2010	Publication of the Registration Document
12/20/2010	2009-2010 Registration Document
01/05/2011	Half-year assessment of the liquidity contract
01/05/2011	Notice prior to the combined general meeting on February 10, 2011
01/10/2011	Financial calendar
01/17/2011	Servisair: new contract with EasyJet
01/19/2011	Monthly information on total number of voting rights and shares making up share capital as of December 31, 2010
01/19/2011	Servisair continues its conquest of new markets
01/20/2011	List of agreements pertaining to ordinary transactions concluded under normal terms and conditions in accordance with Article L. 225-39 of the French Commercial Code
01/20/2011	Statutory Auditors' report on the 9th resolution
01/20/2011	Statutory Auditors' report on the 6th and 7th resolutions
01/20/2011	Monthly information on total number of voting rights and shares making up share capital as of January 5, 2011
01/20/2011	Single form for proxy vote and mail-in ballot
01/20/2011	Documents sent to shareholders
01/20/2011	Notice prior to the combined general meeting on February 10, 2011
01/26/2011	Notice prior to the combined general meeting on February 10, 2011
02/01/2011	Notice of meeting published in the Gazette du Palais
02/07/2011	Comments Statements of transactions on own shares made from January 31 to February 4, 2011 (except for the liquidity contract)
02/10/2011	Financial results of the 1st quarter of the 2010-2011 fiscal years (unaudited)
02/11/2011	Result of votes from the combined general meeting on February 10, 2011
02/15/2011	Derichebourg enters the FEDEREC
02/16/2011	Disclosure of total number of voting rights at the combined general meeting of the shareholders on February 10, 2011
02/16/2011	Statements of transactions on own shares made from February 7 to 11, 2011
02/17/2011	Monthly information on total number of voting rights and shares making up share capital as of January 31, 2011
02/17/2011	Description of the share buy-back program authorized by the combined general meeting on February 10, 2011
02/23/2011	Statements of transactions on own shares made from February 14 to 18, 2011 (except for liquidity contract)
02/23/2011	Approval of the financial statements and allocation of income
02/25/2011	The Servisair station at Montréal receives IATA ISAGO Certification
02/28/2011	Statement of transactions on own shares made from February 21 to 25, 2011 (except for liquidity contract)
03/10/2011	Signature of a draft agreement between Derichebourg Atis aéronautique and ETOPS
03/17/2011	Monthly information on total number of voting rights and shares making up share capital as of February 28, 2011
03/23/2011	Servisair announces Senior Management Changes in its USA Region
03/23/2011	Servisair secures a passenger management contract with AeroMexico at the Houston airport, Houston-IAH
04/04/2011	Servisair Awarded Passenger Service and Cabin Cleaning Contract at Dallas Fort Worth International Airport (DFW)
04/12/2011	Monthly information on total number of voting rights and shares making up share capital as of March 31, 2011
05/12/2011	Revenue from the first half of the 2012-2011 fiscal years
05/16/2011	Monthly information on total number of voting rights and shares making up share capital as of April 30, 2011
05/17/2011	Servisair awarded the contract for aircraft ground services at Qatar Airways in Montréal
05/26/2011	Half-year consolidated financial statements as of March 31, 2011
05/30/2011	Capital increase
05/31/2011	Publication of half-year financial report as of March 31, 2011
05/31/2011	Half-year financial report as of March 31, 2011
06/08/2011	Monthly information on total number of voting rights and shares making up share capital as of May 31, 2011
06/08/2011	Notice prior to the combined general meeting on July 13, 2011
06/09/2011	Servisair selected as China Southern Airlines Ground Handler for Vancouver - YVR
06/13/2011	Servisair Deiced Record Number of Aircraft in Canada

06/22/2011	Information on the total number of voting rights and shares of equity capital as of the date of the notice prior to the combined general meeting on July 13, 2011
06/22/2011	Statutory Auditors' report on the capital reduction (2nd resolution)
06/22/2011	Presentation of the share buy-back program
06/22/2011	Single form for proxy vote and mail-in ballot for the combined general meeting on July 13, 2011
06/22/2011	Brochure for the combined general meeting on July 13, 2011
07/05/2011	Notice of meeting of the combined general meeting published in the Gazette du Palais
07/05/2011	Notice of meeting of the mixed general meeting published in the BALO
07/05/2011	Servisair Cargo Secure Thomas Cook Cargo Handling
07/06/2011	Copa Airlines lands at Toronto Pearson International Aiport
07/11/2011	Half-year assessment of liquidity contract with the company EXANE BNP PARIBAS
07/11/2011	Servisair Cargo Secure Air Seychelles and Turkmenistan Airlines Contracts – Heathrow
07/12/2011	Monthly information on total number of voting rights and shares making up share capital as of June 30, 2011
07/13/2011	Combined general meeting on July 13, 2011
07/13/2011	Quorum and voting results for the combined general meeting on July 13, 2011
08/02/2011	Capital reduction
08/05/2011	Servisair Secures Significant Business in Amsterdam
08/09/2011	Servisair expands its LAX portfolio with ramp handling for Asiana
08/11/2011	Details regarding third quarter consolidated revenue
08/11/2011	Detailed quarterly revenue
08/11/2011	Monthly information on total number of voting rights and shares making up share capital as of July 31, 2011
08/16/2011	Servisair Awarded New Ground Handling Contracts with Virgin America at Dallas and Chicago
08/16/2011	Servisair handles Boeing 787 at Sarasota, FL
09/20/2011	Servisair Wins New Business in Boston
09/20/2011	Monthly information on total number of voting rights and shares making up share capital as of August 31, 2011
09/28/2011	Servisair Fuel Services renews into-plane fueling contract with United Air Lines at Chicago O'Hare International Airport
10/19/2011	Monthly information on total number of voting rights and shares making up share capital as of September 30, 2011
10/20/2011	Servisair reawarded management of the Philadelphia Centralized Deicing Facility (CDF)
11/09/2011	Revenues for the 2010-2011 fiscal years
11/09/2011	Detailed quarterly sales
11/16/2011	Monthly information on total number of voting rights and shares making up share capital as of October 30, 2011
11/17/2011	Servisair awarded Spirit Airlines Passenger Service Contract at BOS
12/07/2011	Annual results as of September 30, 2011
12/07/2011	Servisair expands with VivaAerobus at MIA, MCO and SAT
12/08/2011	Distribution of the presentation file to the analysts
12/09/2011	Presentation to financial analysts on December 9, 2011

Information published in the Legal Publications Bulletin ("BALO")

Date of publication	Document
01/05/2011	Notice prior to the combined general meeting on February 10, 2011
01/26/2011	Notice of the combined general meeting on February 10, 2011
02/23/2011	Approval of annual financial statements
06/08/2011	Notice prior to the combined general meeting on July 13, 2011
06/27/2011	Notice of the combined general meeting on July 13, 2011

7.5 Information provided by third parties, statements made by experts and declarations of interests

7.5.1 Statements/Reports of experts

None

7.5.2 Information provided by third parties

In preparing the financial statements in accordance with IFRS standards, the Group used information provided by third parties in the following areas:

– real property assets: an expert appraisal of each operating site of the Environmental Services division that is owned outright was carried out by an independent and recognized firm in order to establish the market value of each real property asset as of October 1, 2004. This firm reappraised these assets during the 2010-2011 fiscal years to ensure that their value had not decreased;

– provisions for retirement payments and workers compensation: the Group has asked several independent firms of actuaries to calculate the provisions for retirement payments and workers compensation.

7.6 Significant contracts

The Group wishes to mention the syndicated loan agreement concluded on June 1, 2007, and the syndicated factoring agreement, that are the Group's main sources of financing. A detailed presentation of the syndicated loan agreement appears in note 4.11 of the notes to the consolidated financial statements.

7.7 Events occurring after the closing date of the financial statements by the Board of Directors

The note 4.26, Significant litigations, in the notes to the consolidated financial statements, describes the tax litigation concerning the Italian subsidiary CRS. After the closing of the financial statements by the Board of Directors, CRS received notice for an amount of 54 million that could be brought to 81 million due to additional criminal penalties for failure to pay immediately. The company initiated a legal proceeding to suspend the payability of any amount and to contest the basis of the adjustment. The estimate of the risk represented by the provision created on September 30, 2011 remains unchanged to date.

7.8 Concordance table between the Derichebourg Registration Document and the annual financial report

Annual financial report	Registration Document §	Page
Consolidated financial statements	5.1	72 to 124
Statutory Auditors' report on the consolidated financial statements	5.1.6	125
Management report	4	27 to 70
Declaration by persons responsible for the management report	1	3
Fees paid to the statutory auditors	5.2	126 to 127
Chairman report on the preparation and organization of the Board's work and the internal control procedures put in place by the Company	6	128 to 135
Statutory Auditors' report on the Chairman's report	6.6	154
List of all information published by the company or made public over the past twelve months	7.4.3	144 to 147

7.9 Concordance table between the Derichebourg Registration Document and annex I of the European Regulation 809/2004

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