REGISTRATION DOCUMENT

including the annual financial report and the annual information document

2014 • 2015

DERICHEBOURG

COMMITTED TO SERVING MANKIND AND THE ENVIRONMENT

Contents

2014•2015 Registration document

including the annual financial report
and the annual information document

This is a free translation of the Registration document which was submitted to *Autorité des marchés financiers* on December 11, 2015. Only French version is legally binding.

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 entire Group's business activities, the Group's consolidated financial statements and the independent auditors' report on the consolidated financial statements for the fiscal year ended September 30, 2014, as presented respectively on pages 29 to 78, 87 to 135 and 136 of the registration document filed with the French securities regulator on December 12, 2014 under number D.14-1122;
- the presentation of the entire Group's business activities, the Group's consolidated financial statements and the independent auditors' report on the consolidated financial statements for the fiscal year ended September 30, 2013, as presented respectively on pages 29 to 75, 77 to 131, and to 133 of the registration document filed with the French securities regulator on January 15, 2014 under number D.14-0018;
- the independent auditors' report on regulated agreements for the fiscal years ended September 30, 2014 and September 30, 2013, which are included in the Company's registration documents filed respectively with the French securities regulator on December 12, 2014 under number D.14-1122 on pages 179 to 180, and on January 15, 2014 under number D.14-0018 on pages 175 to 176.

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**

General information on the Derichebourg Group

1

1.1 Person responsible for the registration document

1.1.1 Name and position of the person responsible for the registration document

Mr. Daniel DERICHEBOURG

Chairman and Chief Executive Officer of Derichebourg

1.1.2 Certification of the 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 scope. I certify that, to my knowledge, 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 31 to 80 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 contains observations and which is set forth on pages 137 and 157 of said document.

The Statutory Auditors' report on the consolidated financial statements for the fiscal year ended September 30, 2015 contains the following observations: "Without calling into question the conclusion above, we would like to draw your attention to Note 2.4 to the consolidated financial statements, which shows, in particular, impacts associated with the application of IFRS 10 "Consolidated financial statements" and IFRS 11 "Joint Arrangements", as well as impacts associated with the application of IFRIC 21 "Levies".

Issued in Paris on December 11, 2015

Daniel DERICHEBOURG
Chairman and Chief Executive Officer

1.2 Name of the person responsible for financial information

Person responsible: Pierre CANDELIER
Position: Chief Financial Officer

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 Statutory Auditors

1.3.1 Principal independent auditors

DENJEAN & ASSOCIÉS AUDIT

19, rue de Presbourg – 75016 PARIS
Registered with the Paris Trade and Companies Registry under number 539 769 729.
Represented by Mr. Thierry DENJEAN.
Date of appointment: February 19, 2014.
Date appointment expires: shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2019.

The Hoche Audit firm (35, avenue Victor-Hugo, 75016 PARIS, Paris Trade and Companies Registry under number no. 309 566 537) audited the 2012-2013 financial statements, as the co-principal independent auditors. The firm was represented by Ms. Laurence ZERMATI.

ERNST & YOUNG AUDIT SAS

Tour First
1, place des Saisons – TSA 14444 – 92037 PARIS LA DÉFENSE Cedex
Registered with the Nanterre Trade and Companies Registry under number 344 366 315.
Represented by Mr. Gilles RABIER.
Date of appointment: March 15, 2007.
Date of reappointment: February 18, 2013.
Date appointment expires: shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2018.

1.3.2 Alternate independent auditors

Mr. Mark BATHGATE

19, rue de Presbourg – 75016 PARIS
Date of appointment: February 19, 2014.
Date appointment expires: shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2019.

Mr. Dominique JUTIER (35, avenue Victor-Hugo – 75016 PARIS) performed the duties of co-alternate Statutory Auditor for the 2012-2013 fiscal years.

SOCIÉTÉ AUDITEX SAS

Tour First
1, place des Saisons – TSA 14444 – 92037 PARIS LA DÉFENSE Cedex
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 of reappointment: February 18, 2013.
Date appointment expires: shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2018.

1.4 General information 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 SA. In this document, Derichebourg SA is referred to as "the Company" or "the issuer", and the Group made up of Derichebourg SA 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 SA shares are listed on EURONEXT NYSE stock exchange in compartment B, under ISIN code: FR0000053381.

The Company is listed on: CAC-ALL TRADABLE, NEXT 150, CAC ALL SHARES, CAC MID&SMALL, CAC SMALL, 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 General Michel Bizot – 75012 PARIS France
Tel: +33 (0)1 44 75 40 40
Website: www.derichebourg.com

Legal form

Derichebourg SA 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 purpose 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 estate companies and enterprises;
- to provide all 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 any transactions that are compatible with these purposes, that are related thereto or that contribute to the accomplishment thereof."

1.5 History of the Group

2014

Signature of a new €232.5 million syndicated loan.

2013

Sale of Servisair to Swissport, to allow for a significant reduction in the Group's debt and to refocus its future development.

2007

Merger by absorption of CFF Recycling into Penauille, which changes name to Derichebourg. Creation of a major player in Environmental Services, Business Services and Airport Services.

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

2006

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

2006

D. Derichebourg becomes Chairman and CEO of Penauille.

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.

2005

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

2001-2002

Two-stage acquisition of Globeground GmbH.

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

Listing on the premier marché of the Paris stock exchange.

1998

Acquisition of GSA, specialized in airport services.

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 all of its scrap metal collection and processing activities.

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

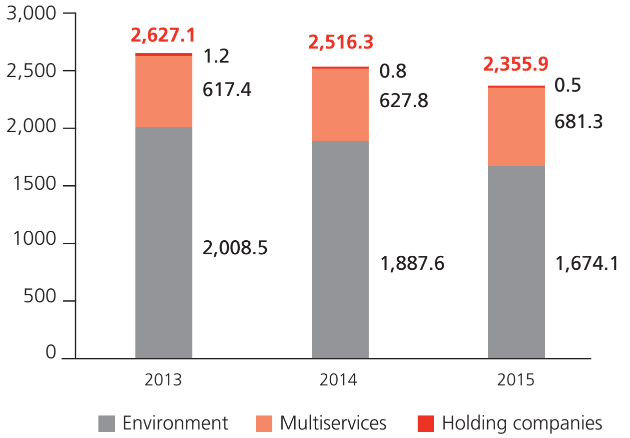
Creation of Compagnie Française des Ferrailles.

The Derichebourg Group in 2015

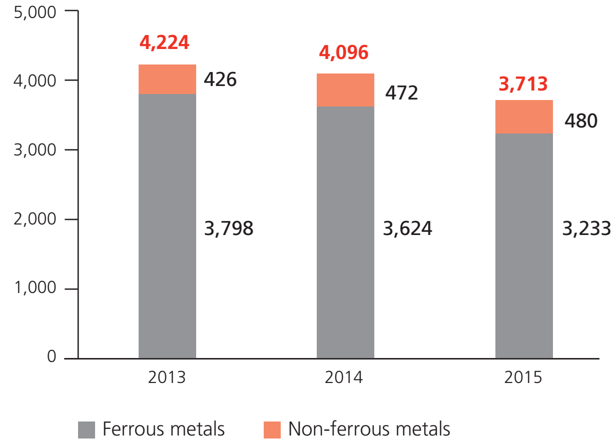
2

Key figures

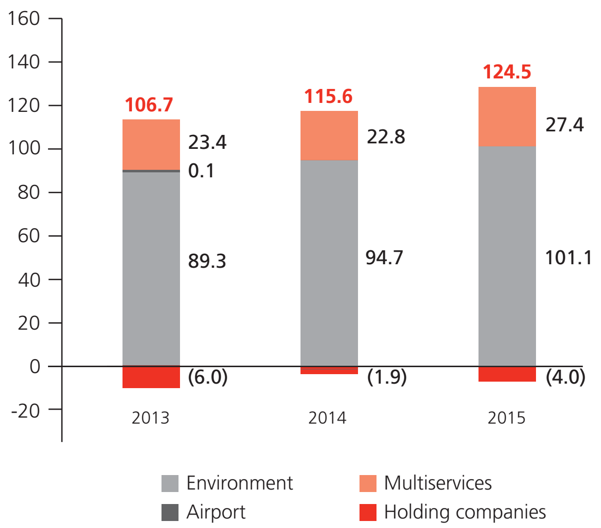
Revenue *(in €m)*



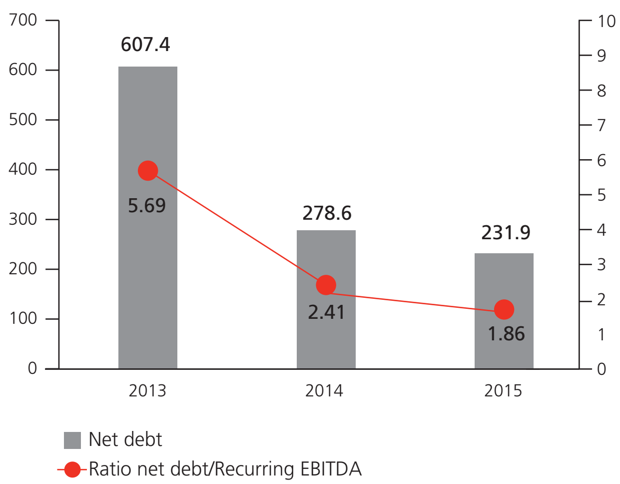
Volumes *(in thousand tonnes)*



Recurring EBITDA for the financial period *(in €m)*



Change in net debt *(in €m)*



Presentation of the Derichebourg Group

3

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 two parent-holding companies, Derichebourg Environnement and Derichebourg Multiservices, which each control the operating companies in the appropriate division;
- shares in DBG Holding GmbH, which owns the Recycling business in Germany;
- and shares in Derichebourg Immobilier (formerly CFF Immobilière), which owns most of the property assets of Environmental Services.

For the most part, the Group's subsidiaries are financed centrally by Derichebourg SA, through the syndicated loan set up on March 31, 2014, initially totaling €232.5 million.

Derichebourg SA has signed cash agreements with its subsidiaries or sub-subsidiaries to enable current account advances or loans.

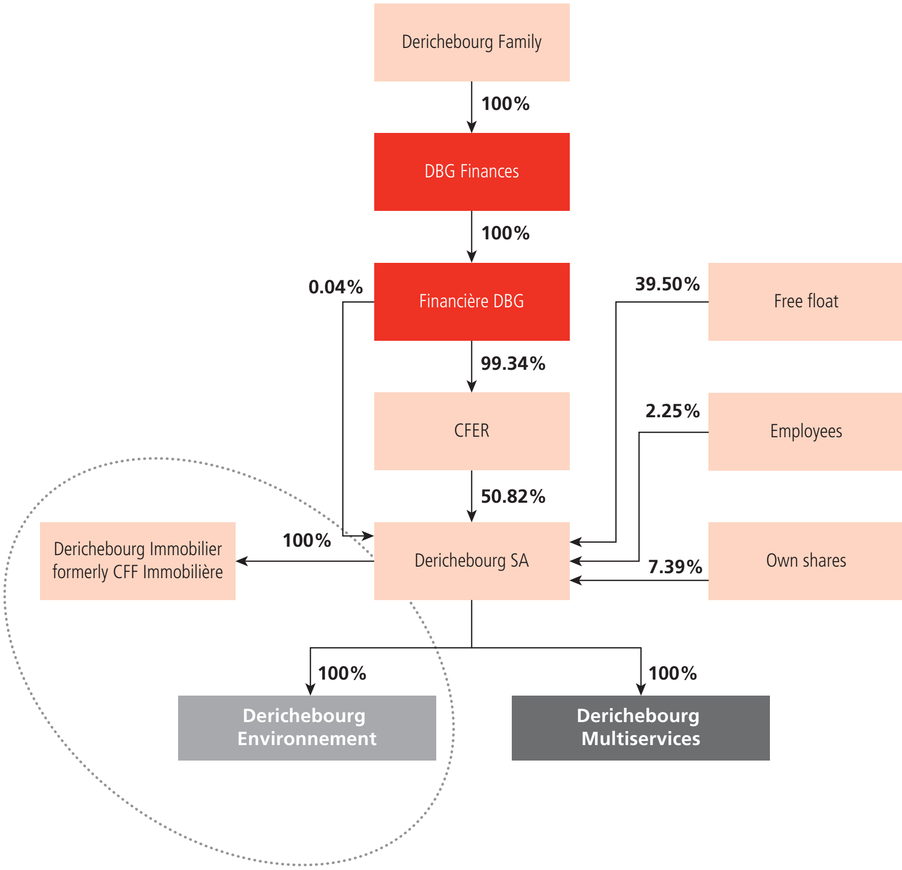
3.1.2 Organization chart

To make it easier to read, the organization chart is presented in three parts:

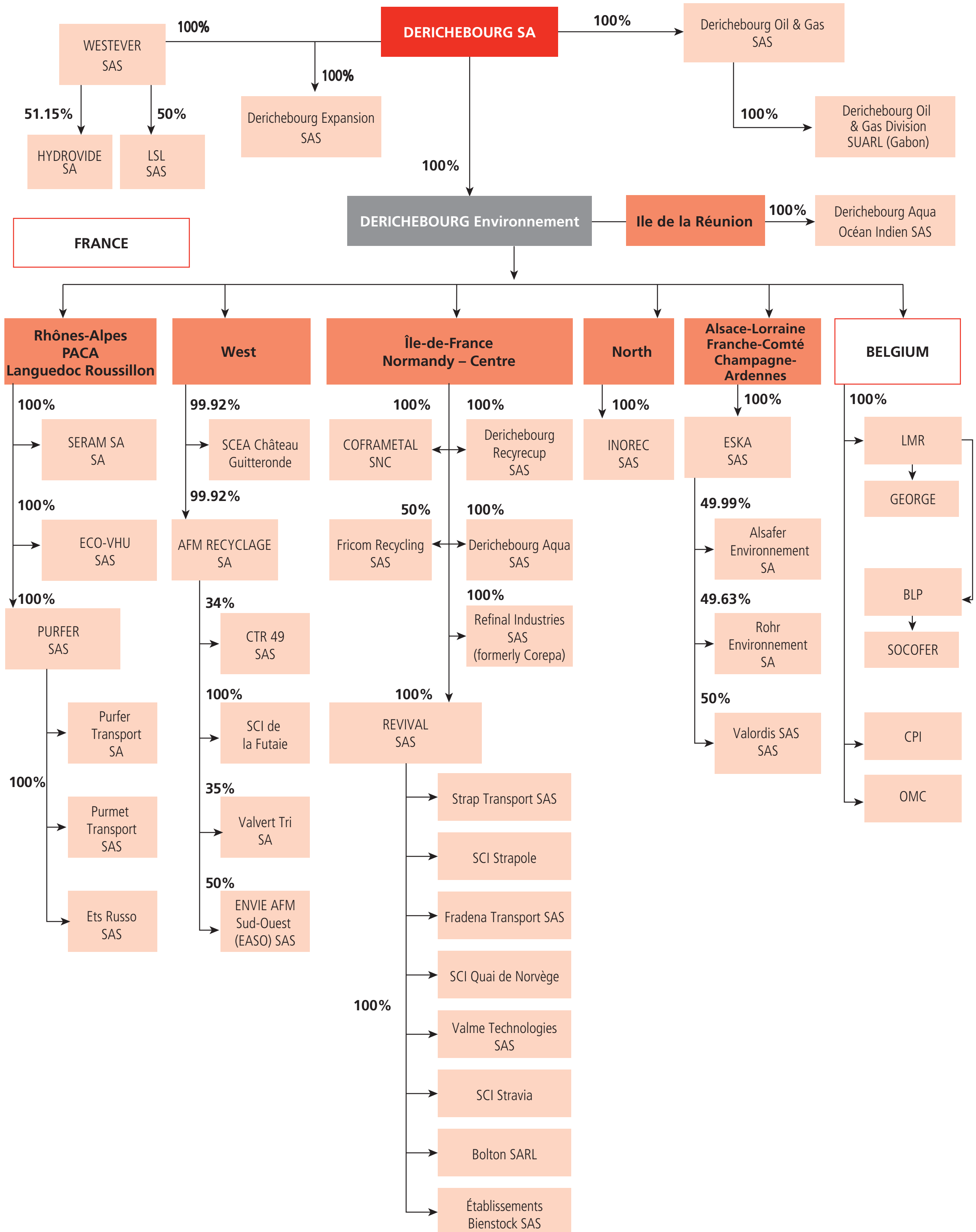
- summary organization chart of the Group and its shareholders (3.1.2.1);
- detailed organization chart of Environmental Services (3.1.2.2);
- detailed organization chart of Business Services (3.1.2.3).

3.1.2.1 Summary organization chart of the Group and its shareholders

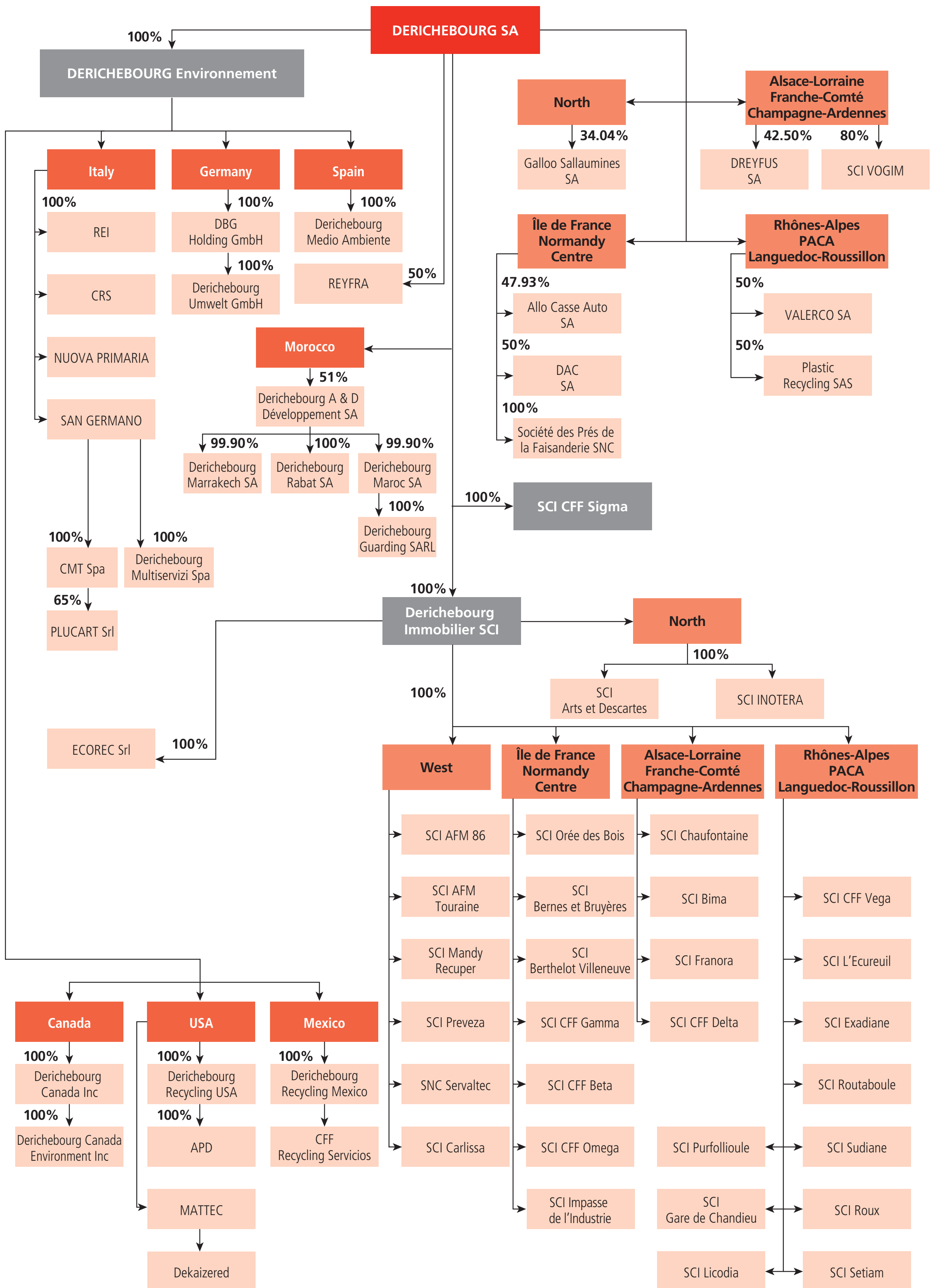
The Derichebourg Group as of September 30, 2015 (figures given as a percentage of capital held)



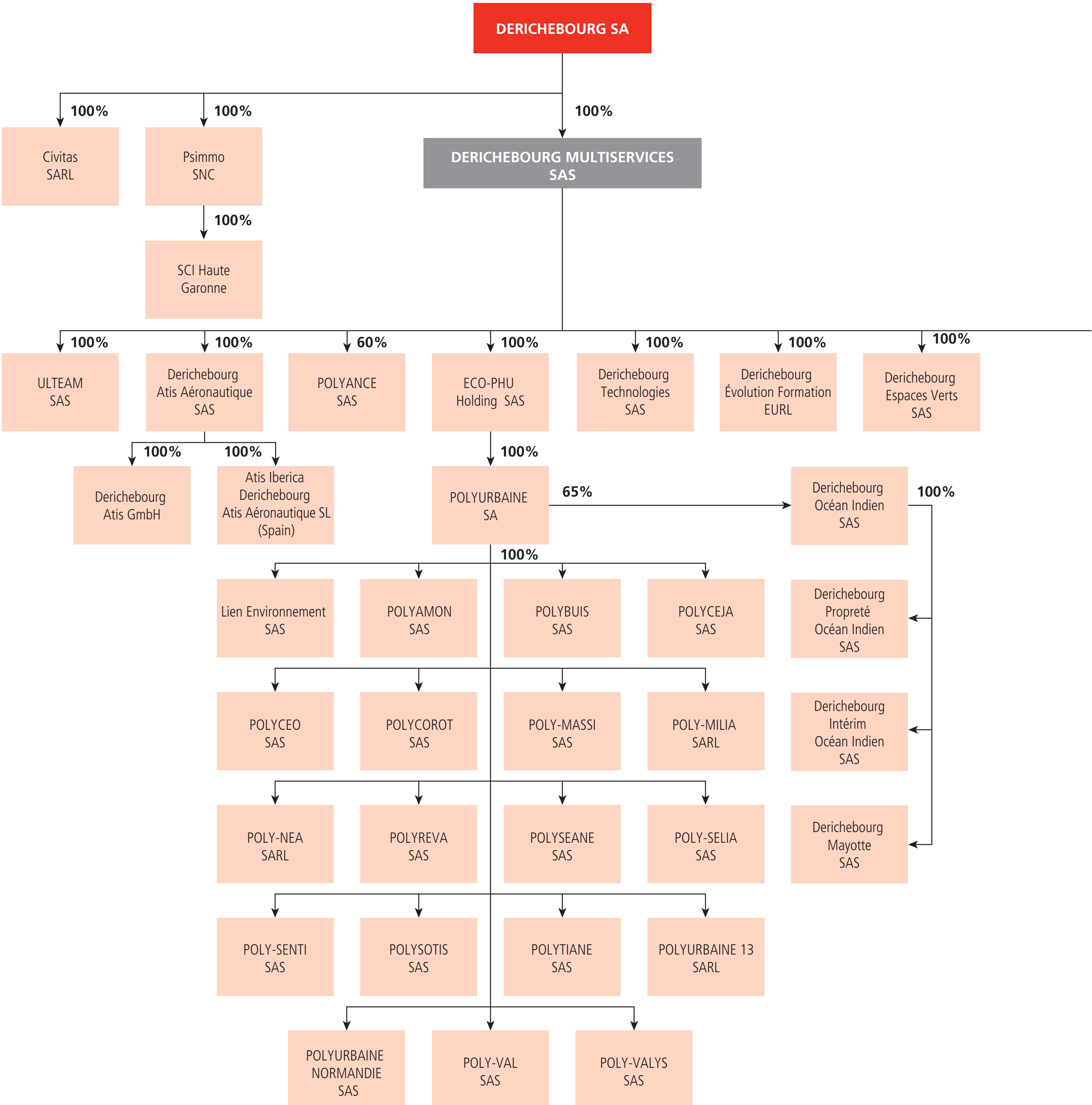
3.1.2.2 Detailed organization chart of Environment Services (as of September 30, 2015)

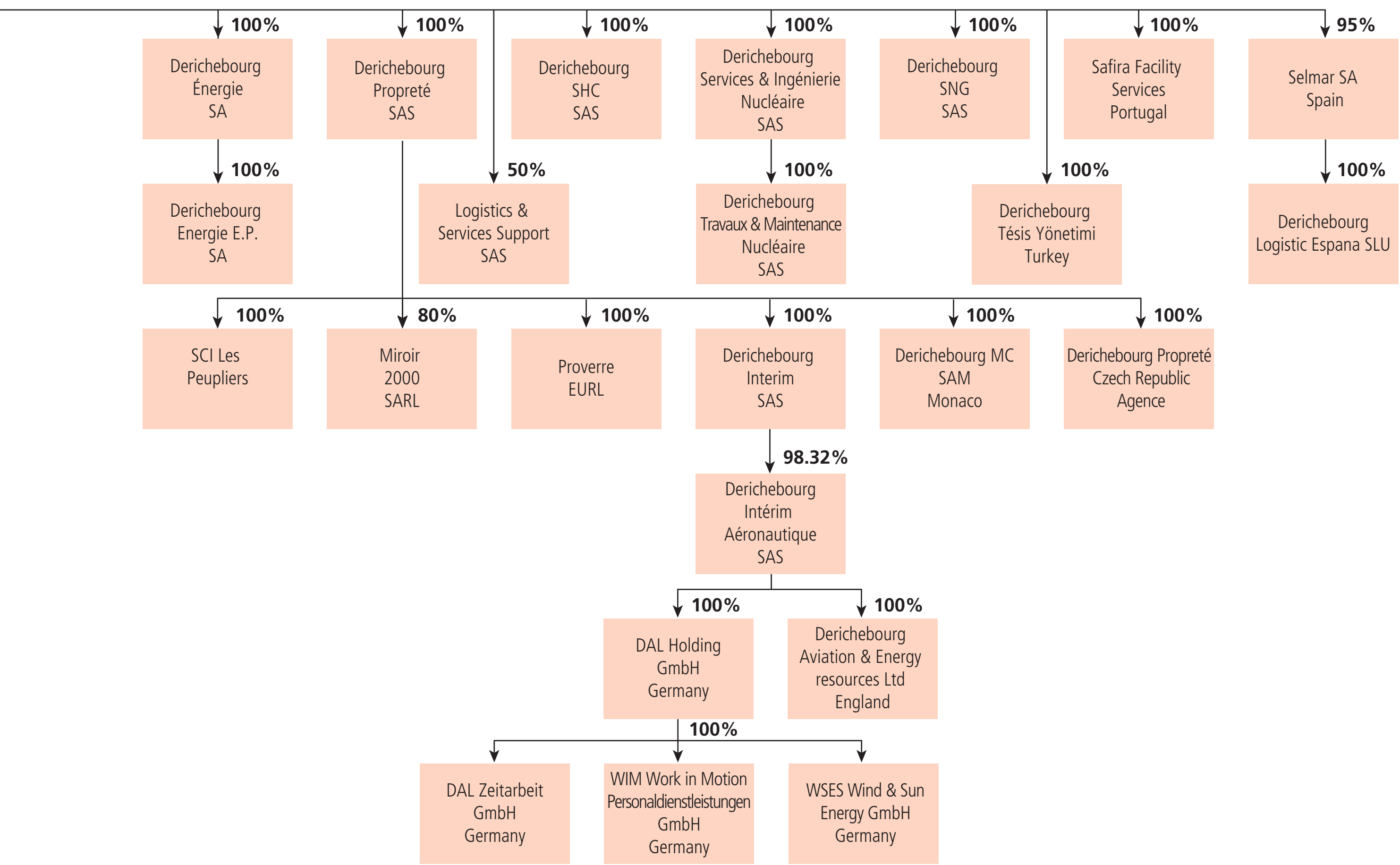


The following subsidiaries are in liquidation: Dohmen and Prosimétal do not appear on the organization chart.


DERICHEBOURG SA
100%
DERICHEBOURG Environnement
Italy
Germany
Spain
100%
REI
CRS
NUOVA PRIMARIA
SAN GERMANO
100%
DBG Holding GmbH
100%
Derichebourg Umwelt GmbH
100%
Derichebourg Medio Ambiente
REYFRA
50%
Morocco
51%
Derichebourg A & D Développement SA
99.90%
100%
99.90%
Derichebourg Marrakech SA
Derichebourg Rabat SA
Derichebourg Maroc SA
100%
Derichebourg Guarding SARL
100%
SCI CFF Sigma
100%
CMT Spa
100%
Derichebourg Multiservizi Spa
65%
PLUCART Srl
North
34.04%
Galloo Sallaumines SA
Alsace-Lorraine Franche-Comté Champagne-Ardennes
42.50%
80%
DREYFUS SA
SCI VOGIM
Île de France Normandy Centre
47.93%
Allo Casse Auto SA
50%
DAC SA
100%
Société des Prés de la Faisanderie SNC
Rhônes-Alpes PACA Languedoc-Roussillon
50%
VALERCO SA
50%
Plastic Recycling SAS
100%
Derichebourg Immobilier SCI
North
100%
SCI Arts et Descartes
SCI INOTERA
100%
ECOREC Srl
100%
West
Île de France Normandy Centre
Alsace-Lorraine Franche-Comté Champagne-Ardennes
Rhônes-Alpes PACA Languedoc-Roussillon
SCI AFM 86
SCI AFM Touraine
SCI Mandy Recuper
SCI Preveza
SNC Servaltec
SCI Carlissa
SCI Orée des Bois
SCI Bernes et Bruyères
SCI Berthelot Villeneuve
SCI CFF Gamma
SCI CFF Beta
SCI CFF Omega
SCI Impasse de l'Industrie
SCI Chaufontaine
SCI Bima
SCI Franora
SCI CFF Delta
SCI Purfollioule
SCI Gare de Chandieu
SCI Licodia
SCI CFF Vega
SCI L'Ecureuil
SCI Exadiane
SCI Routaboule
SCI Sudiane
SCI Roux
SCI Setiam
Canada
USA
Mexico
100%
Derichebourg Canada Inc
100%
Derichebourg Canada Environment Inc
100%
Derichebourg Recycling USA
100%
APD
MATTEC
Dekaizered
100%
Derichebourg Recycling Mexico
CFF Recycling Servicios

3.1.2.3 Detailed organization chart of Business Services (as of September 30, 2015)





The following subsidiaries are in liquidation: Derichebourg Atis Maintenance Services.

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, 2015 amounted to €5.5 million. The share of income attributable to non-controlling interests was €1 million.

3.1.4 List of Group subsidiaries

The list of Group subsidiaries is shown in note 4.30 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, and sensitive sector services.

The Environmental Services' core business is the processing and disposal of waste – mainly metal waste – and of end-of-life products, with recovery of secondary raw materials by using 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 Environmental Services make a direct contribution to the industry's efforts to reduce the fraction of non-recuperated waste.

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

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.

Main markets

	2015		2014[1]		
Revenue by business segment	*In €m*	*As a %*	*In €m*	*As a %*	**Variation**
Environmental Services	1,674	71%	1,888	75%	(11.3%)
Business Services	681	29%	628	25%	8.5%
Holding Companies	1	0%	1	0%	(12.5%)
Total	**2,356**	**100%**	**2,516**	**100%**	**(6.4%)**

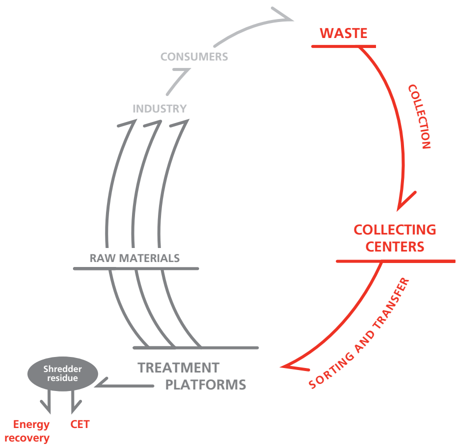
(1) Revised following the application of IFRS 10 (Consolidated financial statements) and IFRS 11 (Joint Arrangements).

	2015		2014[1]		
Revenue by geographical area	*In €m*	*As a %*	*In €m*	*As a %*	**Variation**
France	1,833	78%	1,930	77%	(5.0%)
Other European countries	359	15%	388	15%	(7.5%)
North and South America	153	7%	196	8%	(21.9%)
Africa	11	0%	2	0%	517.8%
Total	**2,356**	**100%**	**2,516**	**100%**	**(6.4%)**

(1) Revised following the application of IFRS 10 (Consolidated financial statements) and IFRS 11 (Joint Arrangements).

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. Environmental Services 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 downstream.

Of the few international operators, SIMS Metal Management, Scholz, EMR, Schnitzler and the Derichebourg Group have a significant international presence.

Environmental Services is faced with competition across France from the various regional operators, many of which are family owned, and additionally from national companies.

Veolia Environment, Suez Environment and Guy Dauphin Environment (the Ecore Group) 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 strong position *via* its operating subsidiaries.

Derichebourg Environnement is seen as a key player in the non-ferrous metals market, particularly for the sale of these metals through its Coframétal affiliate.

The Group estimates that Derichebourg Environnement has approximately one-third of the French ferrous and non-ferrous metals collection market in terms of shredded material. There are, however, no reliable statistics in existence.

3.2.1.1.1 The ferrous scrap metal recycling market

Production and consumption of steel

The main factor impacting on the ferrous scrap metal market is the level of global steel production. The table below shows the changes in the apparent consumption of steel worldwide (finished products).

Apparent steel consumption (finished products) *In millions of tonnes*	2008	2009	2010	2011	2012	2013	2014	2015*	2016*
Total	**1,226**	**1,151**	**1,308**	**1,412**	**1,439**	**1,528**	**1,537**	**1,513**	**1,523**
Annual variation	-	*(6.1%)*	*13.7%*	*7.9%*	*1.9%*	*6.2%*	*0.6%*	*(1.6%)*	*0.7%*
Of which Asia	705	770	843	912	939	1,020	1,008	-	-
Annual variation	-	*9.3%*	*9.5%*	*8.2%*	*2.9%*	*8.6%*	*(1.1%)*	-	-
Share of Asia in the total apparent use	57%	67%	64%	65%	65%	67%	66%	-	-
Of which rest of the world	521	381	465	500	501	509	529	-	-
Annual variation	-	*(27.0%)*	*22.1%*	*7.5%*	*0.2%*	*1.6%*	*4.0%*	-	-

* *World Steel Association Forecast, October 2015.*

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 66% of global steel production, while China alone accounts for 46%.

Global steel production can be broken down into two separate sectors:

- blast furnaces: within this sector, ferrous scrap metals (more stringent purity requirements) cannot account for more than 20% of the blast tonnage;
- electric steel mills: ferrous scrap metals constitute some 90% of supplies, with pre-reduced metals accounting for the remainder.

Electric steel mill production is the main outlet for recycling of ferrous metals.

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

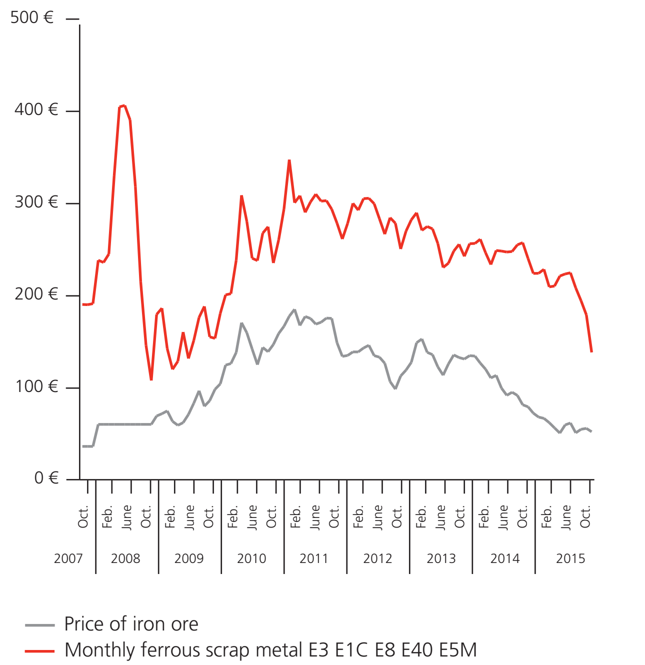
Crude steel production

Year	In millions of tonnes	Of which China (in millions of tonnes)	Share of China in global production	Share of the electric steel mills in global production	Share of the electric steel mills in China	Steel production by electric steel mills in China (in millions of tonnes)	Annual variation	Steel production by electric steel mills in Rest of World (in millions of tonnes)	Annual variation
2001	852	152	17.8%	33.5%	15.8%	24	-	261	-
2002	905	182	20.2%	33.7%	16.7%	30	7	275	13
2003	971	222	22.9%	33.4%	17.6%	39	9	285	11
2004	1063	273	25.7%	33.4%	15.3%	42	3	313	28
2005	1148	356	31.0%	31.9%	11.7%	42	0	325	11
2006	1250	421	33.7%	31.8%	10.5%	44	3	353	29
2007	1348	490	36.3%	32.0%	11.9%	58	14	373	20
2008	1343	512	38.1%	32.0%	12.4%	64	5	366	(7)
2009	1238	577	46.6%	28.7%	9.7%	56	(8)	299	(67)
2010	1433	639	44.6%	29.4%	10.4%	66	10	354	55
2011	1537	702	45.7%	29.5%	10.1%	71	4	383	28
2012	1559	731	46.9%	28.6%	8.9%	65	(6)	381	(2)
2013	1649	822	49.8%	27.4%	8.8%	72	7	379	(1)
2014	1665	823	49.4%	25.6%	6.1%	50	(22)	376	(3)

Source: World Steel Association (Derichebourg calculations).

The percentage of electric steel mill production varies greatly from one region to another, from a mere 6% of production in China, to 63% in the United States and 39% in Europe. As previously mentioned, the blast furnace sector also consumes ferrous scrap metal, although to a lesser degree. However, these data expressed as a percentage do not take into account the significance, in absolute terms, of the consumption of ferrous scrap metal and its growth. Steel production in electric steel mills has increased every year since 2009, with the exception of 2013 and 2014. The price of iron ore slumped during the past fiscal year, driven down as new mining production came on stream. This is an adverse development for steel production from electric steel mills.

The graph below shows comparative price trends in ore and scrap metal in recent years:



Sources: Iron ore = French national statistics office (INSEE) – Price of iron ore imported raw materials – Iron ore – Chinese imports, Tianjin port – Spot price – CIF, 62% Ferrous scrap metals = Derichebourg.

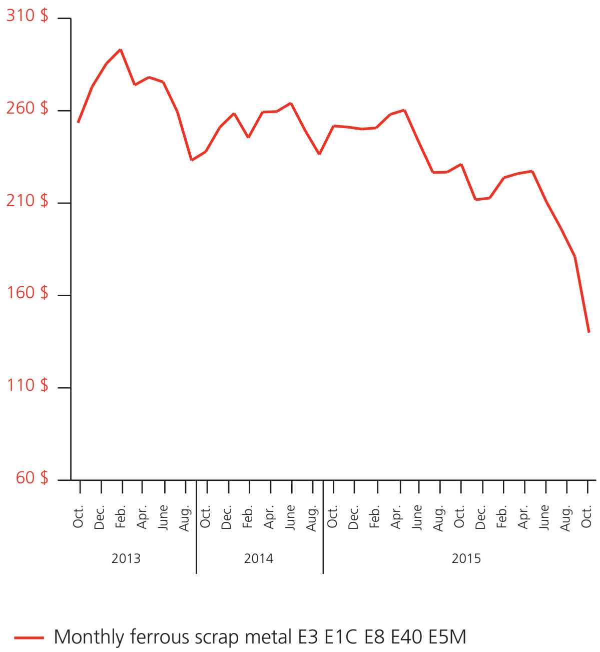
Note: There is no price scale common to both. The graph is supplied solely for the purpose of reading and comparing trends.

The ferrous scrap metals market

The global ferrous scrap metal market is estimated at 585 million tonnes, 370 million tonnes of which are accessible by recycling companies (source: Bureau of International Recycling (BIR)). The market has been stable for several years. The United States is the main exporter while Turkey is the main importer. China has also begun to import ferrous scrap metal.

The graph below details price trends in shredded ferrous scrap metal in recent years (in euros/tonne).

Monthly ferrous scrap metal



Derichebourg sources.

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

In terms of technical qualities, there is practically no difference between primary metal, manufactured from iron ore and secondary metal (recycled), manufactured from the products collected. The major users of ferrous scrap metal are the steel, construction, and automobile sectors; they are also the primary suppliers of scrap. Scrap metal is mainly 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 GDE, SITA (Suez Environnement) and Veolia Environnement, who cover a number of French regions. In the particular 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, which is an attractive factor;
- regulatory: many EU directives on waste are still perceived as being too complex by industry players, and obtaining operating licenses is a long and arduous process;
- technological: adapting production equipment to different market segments (ferrous metals, non-ferrous metals) remains 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 with steel, there are three main sources of recuperation: production waste; industrial demolition and collected 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 40% 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. 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.

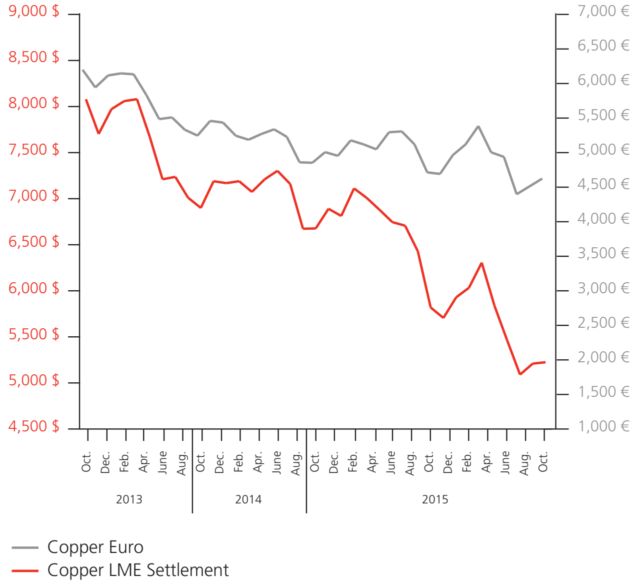
In addition, the production of secondary, recycled products is much cheaper than manufacturing primary products from ore. Investments required are, on average, three to four times lower than for refining ore. Energy savings compared to the production of primary metal are about 60 to 80% for copper and 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 approximately 35% of global NFM consumption (source: Bureau of International Recycling). The global demand for non-ferrous metals correlates strongly with changes in the global industrial production index.

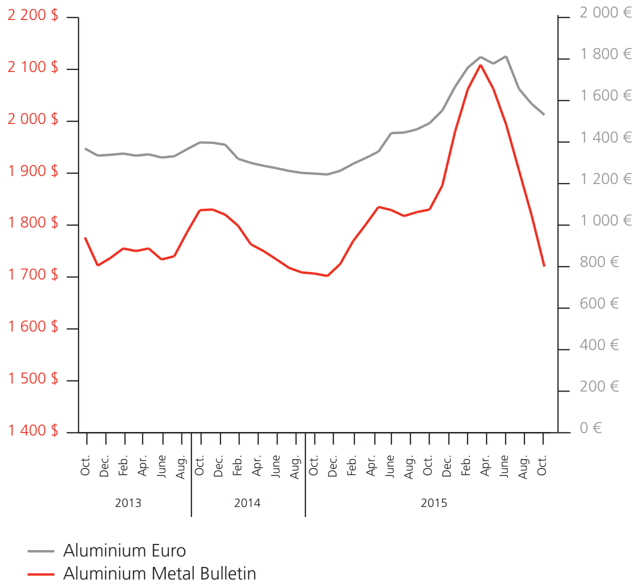
Demand from emerging countries, starting with China, is expected to continue to grow in the medium term, leading them to increase waste imports from industrialized nations, which have themselves been processing waste metals for many years. Non-ferrous metals have been treated as a type of financial asset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

Copper LME Settlement



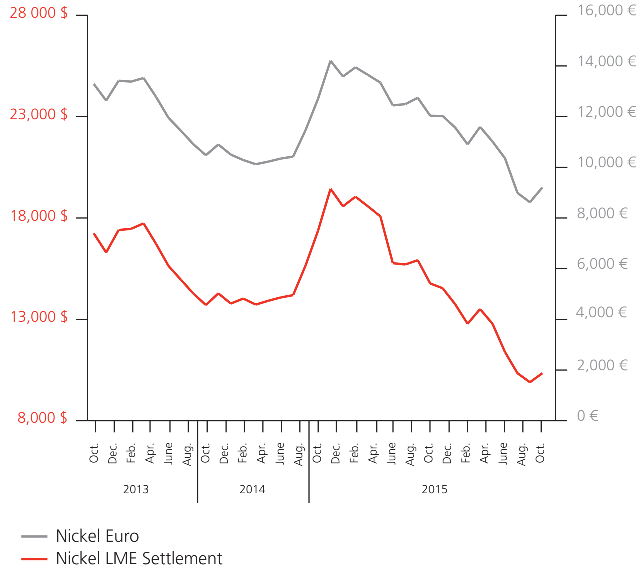
Derichebourg sources.

Aluminium – Price of ingots



Derichebourg sources.

Nickel LME Settlement



Derichebourg sources.

Demand for non-ferrous metals is influenced by:

- the growth rate in emerging countries and led by China, which has invested heavily in these infrastructures, as well as the global economy;
- dollar exchange rates against other currencies. The price of metals on the LME changes 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 and eco-organizations services market

Derichebourg Environnement is also an environmental services provider offering household waste collection, cleaning, collection and recuperation of Waste Electrical and Electronic Equipment (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 or tenders issued by eco-organizations.

3.2.1.2 The Derichebourg Environnement business portfolio

3.2.1.2.1 Collection, sorting, and recuperation

Derichebourg Environnement collects the following ferrous and non-ferrous waste:

- End-of-life vehicles (ELVs);
- Waste Electrical and Electronic Equipment (WEEE);
- production waste;
- demolition scrap metal.

It also collects:

- common industrial waste;
- plastics;
- tires;
- paper/cardboard.

Depending on the type of product to be treated, Derichebourg Environnement has a wide range of industrial equipment (shredders, shear baler, and balers) for the extraction of high-quality secondary raw materials. The Company uses a number of techniques to sort complex fragments: induction, colorimetry, density differences, aeraulic sorting and particle sizing, amongst others.

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 bins and dumpsters installed on-site. Derichebourg Environnement has solid experience with in situ platforms, including steel plants and automobile builders.

Derichebourg Environnement has operations in France, Belgium, Germany, Spain, Italy, the United States, Mexico and Morocco.

Scrap metals

Derichebourg Environnement prepares ferrous scrap metal with shredders and shear balers to produce materials that comply with high-quality standards: elimination of impurities, compliance with specifications and calibration of batches. 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 2014-2015, the Group processed more than 3.2 million tonnes of ferrous scrap metal, a 10.8% reduction compared to the previous fiscal year.

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 heavy metals (copper, bronze, etc.). Once sorted and conditioned, metals are sent to zinc and copper refineries for refining. With the exception of aluminum, which is processed into ingots for sale to automotive parts foundries by the Refinal refinery, a Group subsidiary, the recuperated products are destined for metallurgy companies. The Group's refinery produced 41,000 tonnes (2014-2015 production, overall stable compared to the prior fiscal year) of secondary aluminum ingots, sold to automobile industry subcontractors.

In fiscal year 2014-2015, the Group processed more than 480,000 tonnes of non-ferrous metal, an increase of 1.7% compared to the previous fiscal year.

Shredder residues

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

Throughout the year, the Group pursued its research into methods to recuperate the metal scraps present in shredder residues (heavy ends, i.e. induction waste), and into a unit to separate light shredding residue (<20 mm) into uniform recoverable categories and thus reduce the tonnage sent to the landfill.

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 project to manufacture bumpers from recycled plastics *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 is a major challenge 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. Polyurbaine (France), San Germano (Italy), Derichebourg Marrakech and Derichebourg Rabat (Marocco) handle all types of household waste and their collection processes, including traditional and selective (glass, newspapers and magazines, household packaging, green waste, paper/cardboard), both door-to-door and by voluntary drop-off. 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.).

Polyurbaine's subsidiaries also provide a door-to-door collection service for household and similar waste in four of the 10 Paris districts where waste collection has been operated privately and in two districts since September 2010 in Marseille (the 3rd and 16th).

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, which is then sent to appropriate recuperation businesses;
- management-distribution of **end-of-life vehicles** (collection, treatment and monitoring of materials) through its ECO-VHU subsidiary for car-makers. The Derichebourg Group has a network of over 500 approved dismantling plants in France (internal or third-party) 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 establish 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 significantly reduce the volumes of dangerous substances disposed of in landfill sites,
  - strong encouragement to prioritize economic solidarity and employment of the underprivileged in this new business,
  - strong emphasis on putting recycled material (plastic, mineral fragments, metals, etc.) back on the market in order to save on raw materials,
  - very clear creation of five different types of business: Other Large Household Appliances (washing machines, dishwashers, stove tops); large cooling household appliances (refrigerators and freezers); small household appliances, screens (computer and TV); 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 33% of the recycling of refrigeration appliances and around 50% of non-refrigeration appliances.

Derichebourg Environnement has also positioned itself in the market for the treatment of small household appliances and currently holds a market share of 18%. 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 large cooling household 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

Environmental Services 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, etc.

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 Refinal Industries (formerly 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-metal lie parts).

Derichebourg Environnement already produces more than 26,000 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.

A number of pieces of equipment were specified and developed for the recuperation and recycling of the metals and plastics 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 is a heavy consumer of equipment: shredders, shears, inductors, collection and sorting machines, as well as their related infrastructures, namely land, concrete slabs, and electricity supplies.

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

In millions of euros	09-30-2015	09-30-2014
Gross values	1,232	1,253
Accumulated depreciation	(837)	(842)
Net value	**395**	**411**

NB: The above figures also include the value of assets belonging to Holding companies, who own the land used by the Environmental Services.

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 January 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 business sectors 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: 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 offering: 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;
- a highly competitive environment between players offering very similar services.

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 subcontract this business activity for several reasons, including their industrial strategy (focus on the core business) and cost reductions.

3.2.2.1.1 Cleaning

A market which is growing, but is tied to the overall economic situation

The rate of outsourcing of this service varies from country to country, but the average is only 60% in Europe, which illustrates the significant growth potential remaining for this activity. Close to 52% is outsourced in France. In the 90s and up to 2008, cleaning sector companies constantly increased their revenue at an annual rate of approximately 6% on average. Following a decline of 2.5% in 2009, the sector returned to growth, in accordance with the Group's forecasts, with almost 5% growth in revenue in 2011 and 4% in 2012 (source: FEP – Key figures 2014).

The Derichebourg Group remains optimistic on the outlook for growth in the sector. Indeed, it expects an upturn produced by outsourcing by companies that still carry out cleaning in-house. These companies will increasingly look to subcontract the service in order to reduce costs and concentrate on their core business.

A fragmented market on the road to consolidation

There were approximately 139,000 companies in the European cleaning market in 2010 (source: FENI: Study of 19 countries in Europe).

In France alone, 32,000 companies (2013) operate in this market, including self-employed contractors. 9,000 companies have at least one employee; 66% of these employ fewer than ten people and only 1% employ more than 500 people. The 50 leading players account for 45% of revenue and 60% of employment in the sector (source FEP, Key figures Edition 2014).

In addition to higher demand generated by outsourcing, customers are increasingly interested in service providers with the ability to simultaneously provide more extensive geographical coverage and a comprehensive range of services. This trend favors the emergence of Europe-wide operators with a presence in several countries offering a broad range of services, which is out of the range of small and medium enterprises.

Margins under pressure

The market has demanding customers and experiences competitive pressure on service prices, which makes it difficult for companies to pass all of the costs from salary increases onto their sales prices (minimum standard increases, increases in employer contributions).

In order to maintain margins in these conditions, efforts are being made to optimize operational productivity. The introduction of the Employment Competitiveness Tax Credit in 2013 may improve this situation, as long as it survives and is not included in the calculation of the cost of labor indexes on which the majority of price revision formulas are based.

3.2.2.1.2 The temporary staff market

The temporary staff market often provides the means of adjusting the workforce to customer demand, and as a result, tends to follow trends in the employment market, but with greater variations. 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). Between 2010 and 2012, the temporary staffing market remained relatively stable; growth in 2011 was offset by a comparable contraction in 2012. The market declined again in 2013 by almost 9%, as GDP stagnated. The market stabilized in 2014, dipping slightly by 1.2%. (Sources Prism'Emploi).

Temporary employment in the Group is organized into two separate divisions, general temporary staffing and specialist staffing for the aeronautical, wind power and nuclear sectors.

The Group's Temporary Staff division has grown strongly in recent years.

3.2.1.1.3 The aeronautical services market

Derichebourg Atis Aéronautique (and its subsidiaries in Germany, Atis GmbH, and in Spain, Atis Iberica) is a major provider in the aeronautical construction support services sector. Its transnational presence translates into close customer relationships and positions it as a leader in these highly specialized industries, with few major operators. This is both a strength (few competitors), but also a potential weakness (few customers).

3.2.2.2 Group's Multiservices business portfolio

Business Services operates under the name Derichebourg Multiservices. Derichebourg Multiservices is a key player in **outsourcing services for business, industrial and service sector companies, as well as for public services and local authorities**. A world leader in local services, Derichebourg Multiservices offers **4 complementary high value added solutions**.

Solutions Industry	Solutions Service sector	Solutions Urban Area	Solutions *HR* & Temporary sourcing
Solutions for the automotive, agrifoods, health and pharmaceutical industries • Industrial cleaning • Industrial maintenance • Handling/logistics • Remote surveillance **Aeronautical solutions** • Aeronautical industry support • Aerial operations support **Solutions for nuclear companies & other sensitive environments** • Nuclear waste treatment process operator • Nuclear engineering, construction and maintenance • Support to nuclear operators & other sensitive environments	**Services for buildings & facilities** • Cleaning & related services • Industrial cleaning (health, pharmaceutical, agrifood, etc.) • Electrical engineering and air conditioning engineering • Multi-technical maintenance • Handling/logistics • Remote surveillance **Occupant services** • Concierge services • Reception desk and corporate event planning • Mail • Factotum	**City and exteriors services** • Public lighting • Urban billboards • Maintenance of urban furnishings • Green spaces • Roads & Utility Services	**Temporary staffing solutions** • General temporary staffing • Specialized temporary staffing • Temporary aeronautics staff • Temporary nuclear energy staffing **Sourcing & HR solutions** • Recruitment • Training center • Outsourcing

The division operates in nine countries and has more than 24,200 employees in controlled companies. 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 Atis Aéronautique

Derichebourg Atis Aéronautique is a major service provider in the aeronautical sector, at all stages of the aircraft life cycle: industrial processes, assembly, delivery assistance, special procedures, supply chain and logistics consolidation, navigability management.

Aeronautical industry support	Aerial operations support
Industrial processes • Industrialization • Production support • Product quality management • Industry partner coordination and representation **Assembly/Manufacturing** • Mechanical and electric systems integration • Cabin layout • Finishing • Test flight assistance • Maintenance, paint finish, stripping **Delivery assistance** • Coordination and customer representation • Aircraft delivery and receiving support **Special processes** • Technical cleaning, stripping temporary paint • Cleaning, towing and repositioning	• Navigability management • Aircraft/engine operation and inspection • Property maintenance • Onsite assistance / worksite supervision (MRO) • Assistance on Airbus and ATR final assembly lines • Aircraft delivery assistance • Information Systems training (AMASIS and other) • Knowledge transfer • Quality (Audit supervision part M & 145) • Warranty and claim management

Key figures 2015:

- 8 locations spread out over 3 countries: France, Spain and Germany;
- 1,500 employees.

3.2.2.2.2 Derichebourg Services & Ingénierie Nucléaire

Derichebourg Services & Ingénierie Nucléaire works with nuclear operators and industrial operators in sensitive environments (pharmaceutical industry, petrochemical industry, laboratories, etc.).

It offers three types of services:

- nuclear waste treatment process operator;
- nuclear engineering, construction and maintenance;
- support to nuclear operators & other sensitive environments.

Nuclear waste treatment process operator	Nuclear engineering, construction and maintenance	Support to nuclear operators & other sensitive environments
Waste management: • Management of radioactive waste management projects • Design of waste treatment processes • Sanitation, decontamination and dismantling of equipment and facilities • Facility operations (Industrial operators)	**Engineering:** • Design, general installation • Design and calculations, digital simulation • Process engineering • Remote operated systems • Safety and security research and analysis, radiation protection and O&HF (organizational and human factors) **Construction and maintenance** • Electrical engineering • Command automation and control • Nuclear ventilation • Industrial computing • Facility safety and security	**BNI maintenance and services:** • Sanitation and decontamination (S&D) • Technical assistance in fieldwork logistics • Radiation protection • Radiological and industrial cleaning **Laundry (industrial operators):** • Collection and transportation logistics • Changing room management • Facility management • Production tools maintenance • Laundromat renovation and design

Key figures 2015:

- 7 facilities in France;
- 300 employees.

3.2.2.2.3 Derichebourg Propreté and related services

Derichebourg Propreté focuses on all activities related to cleaning and hygiene. It is a benchmark player in France, 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 transportation equipment;
- cleaning in the agribusiness sector;
- cleaning in the nuclear industry;
- cleaning of ultra-clean premises/clean rooms;
- cleaning retail stores and salesrooms;
- cleaning of urban infrastructures: roads, car parks, exteriors, urban furnishings, bus shelters, toll booths;
- collection and selective sorting of waste.

Key figures 2015:

- 16,000 cleaning specialists;
- 50 facilities spread out across France;
- 10,000 private and public customers.

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.

Air conditioning engineering	Electrical engineering	Maintenance
• Heating, air-conditioning, ventilation • Processing of fluids, Plumbing	• High voltage and low voltage intense current • Low-power current (safety, security, VDI) • Technical control and management of the building • Electricity back-up	• Multi-technical, • High-voltage, low-voltage systems; • Plumbing/HVAC, • Back-up power, new energies • Finishing, building

Public lighting

Derichebourg Énergie also provides public lighting *via* its subsidiary Derichebourg Énergie E.P.

Urban lighting	Traffic lights	Stadium lighting	Festive lighting/decorations
• Facility audit • Maintenance of the public lighting grid • New construction and renovation	• Facility audit • Traffic light network maintenance • New construction and renovation • Rapid transit bus (BHNS), Tramway	• Research, design and building facilities • Ensuring compliance with federal requirements • Work at height (helicopter transport, cranes)	• Building lighting • Installation of event lighting/projections on buildings • Set up, take-down and maintenance of holiday lights

Key figures 2015:

- 30 years of expertise in air conditioning engineering and electrical engineering;
- 200 engineers and technicians;
- 1,000 private and public customers.

3.2.2.2.5 Derichebourg Technologies

Derichebourg Technologies offers a broad range of safety and security services covering all of its customers' needs and regulatory requirements.

Remote surveillance	Comprehensive security management	Remote services
• APSAD P3 Remote surveillance • Video-surveillance • *Cyber defense* • Interventions/precautionary measures	• Risk analysis, audit, consultancy • Human security • Electronic security • Mechanical security	• On-call management • Continuity plan (crisis management, emergency number, etc.) • *Backup*, protection • Hotline

Key figures 2015:

- 20 years of experience;
- 1,700 connections;
- 220,000 alarms handled/year;
- 1.5 million data points processed/year.

3.2.2.2.6 Ulteam

Ulteam offers public and private reception services, and special event hostesses:

Public and private reception services	Corporate event planning	Services
• In-person and telephone reception • Standard/helpdesk • Meeting room management • General administrative services	• Access control • Changing room management • Set-up, flow management • Cocktail • Sales management	• Mail management, deliveries and shipments • Handling • Factotum • Photocopying • Intra and inter-site shuttle and transportation

3.2.2.2.7 Derichebourg SNG

Derichebourg SNG offers a comprehensive array of services that range from display to installation and maintenance of urban furnishings.

Urban maintenance	Construction	Urban billboards
• Repair • Renovation • Preventative maintenance • Accompanying regulatory inspections	• Technical installation of urban furnishings (civil engineering, size calculations, etc.) • Project management • Take down and site restoration	• Signage • Reception control/quality control • Preparation (assembly, barcoding, folding), packing up, shipping • Visibility management (trimming, cleaning, light maintenance and emergency intervention)

Key figures 2015:

- 40 facilities spread out across France;
- 43,000 mechanisms managed per year;
- 443,000 service and maintenance operations per year on urban furnishings.

3.2.2.2.8 Derichebourg Espaces Verts

Derichebourg Espaces Verts offers a comprehensive array of services ranging from design and creation of exterior green spaces to maintenance.

Creation & construction of green spaces and Roads & Utility Services	Maintenance
Green spaces: • Grass seeding/planting/floral design • Land terracing and landscape masonry **Roads & Utility Services:** • Network creation: sewer systems, dry networks, etc. • Creation of reservoirs • Installing surfaces, fences, paving/tiling	• Mowing/Clipping • Pruning, cutting, grubbing, etc. • Phytosanitary treatment and eco-friendly weed control • Automatic watering systems management / reservoir management • Road de-icing

3.2.2.2.9 Derichebourg Intérim et Recrutement

Derichebourg Intérim et Recrutement offers services by specialization area and recruits applicants for temporary and permanent contracts in the following fields:

- Services: Insurance, Banking & Finance, Accounting, IT, HR & Payroll, Secretarial and office support functions;
- Industry: Civil engineering, Finishing, Automotive, Agrifoods, Pharmaceutical, Chemicals, and Production;
- Logistics: Distribution, Deliveries, Transport, Customs, Import-Export, Freight, Sales Administration and Disputes;
- Sales & Marketing: Retail, Sales, Cash, Inventory, Store – Profit Center Manager.

Key figures 2015:

- 5,000 customers in France;
- 96,500 temporary assignments;
- 60,000 temporary employees registered;
- 22 locations in France.

3.2.2.2.10 Derichebourg Intérim Aéronautique

Derichebourg Intérim Aéronautique, employment agency, recruits staff for large aeronautical companies, commercial and business airlines, as well as the military and transport sectors.

The network of Derichebourg Intérim Aéronautique agencies assigns temporary personnel for long-or short-duration projects, and also recruits staff on permanent or temporary contracts through its recruitment consulting firm, Derichebourg Aérosearch.

Skills recruited	Types of contracts
• Design • Production, Assembly, Maintenance • Production staff • Administrative staff • Marketing • Airport Services	• Temporary assignments • Temporary and Permanent placement

Key figures 2015:

- 50,000 temporary assignments;
- 200 Temporary and Permanent placements;
- 15,000 temporary employees registered;
- 20 locations in Europe, 13 of which in France.

3.2.2.2.11 Derichebourg Evolution Formation

In 2008, the Group set up its own aeronautical services training school.

Derichebourg Evolution Formation, a training center in Toulouse, offers a wide range of training sessions:

- aeronautical certification: Fitter assembler (CQPM), Fitter cabler (CQPM), Aircraft cabin integrator (CQPM), Systems mechanic, Catia V5 (expert based); Controller;
- aeronautical safety and security: human factors, fuel safety (CDCCL);
- human resources: management, stress management, employment law, etc.;
- prevention: electric installations; first aid; gestures and postures; causal tree, fire, ATEX;
- driver safety certificates: lifts, airplane nacelles, machinery, cranes, overhead cranes;
- cleaning: cleaning techniques, product use, service attitudes.

Open to the public: jobseekers, employees (study leave, training entitlement, training plan, professional contract), retraining, disabled worker.

Key figures 2015:

- more than 6,000 people trained;
- over 400,000 training hours;
- return to employment rate in excess of 80% for jobseekers who received training with qualification.

3.2.2.3 Assets used

Multiservices mainly provides services and, because of this, uses 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:

Business Services *In millions of euros*	**09-30-15**	**09-30-14**
Gross values	94	80
Accumulated depreciation	(65)	(57)
Net value	**29**	**23**

Management report

4

.../...

4.1 Business and significant events

4.1.1 Sharp fall in the price of ferrous metals at year-end

The fiscal year saw adverse market conditions worsen for steel production by electric steel mills, the main consumers of ferrous metals. Low prices for iron ore, coal and ocean freight boosted exports of Chinese low-cost, semi-finished steel products, including to Turkey and other traditional European electric furnace steel producers, such as Italy. This trend was especially evident in the second half and led to a contraction in the ferrous metals market. As a result, there was a severe correction in the price of ferrous metals between July and September, as prices slumped by some 20% (-€40 to -€50 per tonne), a pattern that continued into October 2015. The fall in ferrous metal prices negatively impacted recyclers' earnings, by devaluing their inventory, but was positive for customers' long-term survival. At present, the Group estimates that the potential for further price reductions is limited, as the purchase price of ferrous metals is now so low that there is little incentive for collection, which in turn could intensify scarcity.

4.1.2 Environmental Services and Multiservices divisions bolstered by acquisitions

After several years focusing on deleveraging, the Group turned to consolidating and growing its businesses through external growth transactions, notably:

Environmental Services

- The acquisition of Bienstock, the waste metal collection site in the Rouen region in France;
- In October 2015, after the reporting date, the Group subsidiary Purfer acquired Valério et Compagnie and its subsidiaries. Valério owns four waste metal collection and recycling sites in the Var and Alpes Maritimes. The acquisition expands the Group's footprint in this region.

Multiservices

- Acquisition of the assets of a company in receivership in the nuclear industry, which was renamed Derichebourg Travaux & Maintenance Nucléaire;
- Acquisition of DAL Holding GmbH and its English subsidiary, extending the reach of Intérim Expert Aéronautique outside France for the first time, and enabling it to support its customers in the international market;
- Acquisition of 51% of the capital of Safira Facility Services, a major player in the hygiene services market in Portugal, bringing the Group's holding to 100%. This company generated €35 million in revenue in 2014.

Derichebourg will continue this selective acquisition policy in fiscal year 2015-2016, focusing on assets with the potential to create synergies with its existing business lines.

4.2 Earnings from businesses and financial position

4.2.1 Group profit (loss)

In millions of euros	2015	2014	Variation %
Revenue	**2,355.9**	**2,516.3**	**(6.4%)**
Recurring Ebitda	**124.5**	**115.6**	**7.7%**
in % of revenue	5.3%	4.6%	
Other revenues from operations	**53.5**	**44.8**	**19.3%**
in % of revenue	2.3%	1.8%	
Italy – Restructuring and development of legal disputes	(1.0)	(6.2)	
Belgium – Environmental and labor relations disputes		(2.0)	
France – Costs of adapting to a new economic environment	(0.5)	(0.9)	
France – Non-recurring expenses linked to Aeronautics Maintenance		(2.2)	
France – Derichebourg Propreté social security (Urssaf) audit		(0.5)	
France – Restructuring of the Multiservices business	(0.7)		
Other	0.2	(1.2)	
Operating income	**51.4**	**31.9**	**61.5%**
Net financial expenses	(16.9)	(27.9)	
Foreign exchange and other gains and losses	1.3	1.7	
Impairment of financial receivable		(12.8)	
Profit (loss) before tax	**35.8**	**(7.1)**	**N/A**
Income tax	(5.5)	(1.1)	
Income from associates	(1.0)	0.2	
Net profit (loss)	**29.3**	**(8.0)**	**N/A**
Income net of tax from discontinued activities	(0.2)		
Consolidated net income	**29.1**	**(8.0)**	**N/A**
Attributable to shareholders	28.2	(8.3)	
Attributable to non-controlling interests	1.0	0.3	

The 2014 figures were restated for the application of IFRS 10, IFRS 11 and IFRIC 21. The impact of these restatements is explained in the notes to the consolidated financial statements.

Consolidated revenue

At €2.4 billion for the 2014-2015 fiscal year, Group revenue declined 6.4% compared to the previous year. It was driven down by the combined effect of the sharp drop in commodities prices and the decline in volumes handled by the Group's Environmental Services business, which saw a slump in revenue of 11.3%, partially offset by growth of 8.5% in the Multiservices business.

Recurring Ebitda

Consolidated recurring Ebitda rose 7.7% year-on-year to €124.5 million. Recurring Ebitda improved for both operating divisions. Group recurring Ebitda represents 5.3% of revenue.

Other revenues from operations and operating income

Other revenues from operations amounted to €53.5 million, up 19.3% over the prior year.

There were very few non-recurring items (€2.1 million) during the fiscal year, in contrast to the previous year when the Group saw an accumulation of adverse developments in pre-existing situations (€(12.9) million impact on operating income). As a result, operating income advanced 61.5% in the year to €51.4 million.

Profit (loss) before tax

After taking €16.9 million in financial expenses into account (€11 million less than the prior year), profit before tax totaled €35.8 million, compared with a loss of €(7.1) million in 2014.

Net profit (loss)

Net profit was positive at €29 million following two loss-making fiscal years.

4.2.2 Environmental Services

In millions of euros	2015	2014	Variation %
Revenue	**1,674.1**	**1,887.6**	**(11.3%)**
Recurring Ebitda	**101.1**	**94.7**	**6.7%**
in % of revenue	6.0%	5.0%	
Other revenues from operations	**39.8**	**32.9**	**21.0%**
in % of revenue	2.4%	1.7%	
Italy – Restructuring and development of legal disputes	(1.0)	(5.7)	
Belgium – Environmental and labor relations disputes		(2.0)	
France – Costs of adapting to a new economic environment	(0.5)	(0.9)	
Other	0.0	(0.8)	
Operating income	**38.3**	**23.5**	**63.2%**

Environmental Services revenue amounted to €1.7 billion, down 11.3% compared to the previous fiscal year.

Ferrous metals

The highlights of the fiscal year section details the developments in this market during the year.

The volume of ferrous metals handled fell back 10.8% to 3.2 million tonnes, with the decline sharpest at the end of the period. The slump was greater than 10.8% in the Trading segment, which has the lowest margins, and was around 8% for the tonnages taken in at the Group's sites.

Taking into account the drop in unit prices, which was modest in the first nine months before accelerating at the year-end, and the 10.8% decline in volume, the revenue generated by Ferrous metals fell 21.2% to €763.8 million.

Non-ferrous metals

Prices for the various non-ferrous metals handled by the Group fell sharply in the fiscal year, primarily due to lower demand pressure from China. Secondary aluminum ingots were the exception to the trend, with prices increasing until June 2015 before falling at the end of the year.

The volumes handled by the Group were up 1.7%. In view of the increase in aluminum ingot prices in the first nine months of the year, and the higher volumes referred to above, the contraction in operating revenue from Non-ferrous metals was contained at 0.5%.

Services

Services revenue edged down 2%. The decline in Household Waste Collection revenue was partially offset by services provided to environmental companies.

Volumes and revenues are detailed in the table below:

In thousand tonnes	2015	2014	Variation
Ferrous metals	3,232.9	3,624.1	(10.8%)
Non-ferrous metals	480.1	471.9	1.7%
Total volumes	**3,713.0**	**4,096.0**	**(9.4%)**

In millions of euros	2015	2014	Variation
Ferrous metals	763.8	969.1	(21.2%)
Non-ferrous metals	658.0	661.1	(0.5%)
Services	252.3	257.5	(2.0%)
Total revenue	**1,674.1**	**1,887.6**	**(11.3%)**

Throughout the fiscal year, the Group intensified efforts to increase its unit margins, improve logistic flows and reduce the proportion of fluff sent to landfill. This drive was successful in that, despite the decline in volume referred to above, our sales margin (revenue - cost of raw materials - cost of transport - cost of sending to landfill) improved by €3 million.

Initiatives to capture savings were also introduced throughout the year. Measures included:

- the closure of a regional administrative headquarters;
- the full-year impact of the shut-down of two shredders in the previous year, and the shut-down of a third shredder at the end of July 2015, to adjust production resources to the lower ferrous metals volume;
- headcount adjustments by not replacing a number of retiring employees.

Recurring Ebitda rose 6.7% from €6.4 million to €101.1 million. It includes the improved contribution from household waste collection. Recurring Ebitda represents 6% of revenue.

Depreciation remained practically unchanged from the prior year (€(0.1) million), pushing up other revenues from operations by 21% from €6.9 million to €39.8 million.

Taking into account the lower non-recurring expenses this year compared to 2014 (€1.5 million vs. €9.4 million), Environmental Services reported a 63.2% increase in operating income to €38.3 million from €14.8 million.

4.2.3 Multiservices

In millions of euros	2015	2014	Variation %
Revenue	**681.3**	**627.8**	**8.5%**
Recurring Ebitda	**27.4**	**22.8**	**20.0%**
in % of revenue	4.0%	3.6%	
Other revenues from operations	**19.8**	**16.0**	**23.8%**
in % of revenue	2.9%	2.6%	
France – Non-recurring expenses linked to Aeronautics Maintenance		(2.2)	
France – Derichebourg Propreté social security (Urssaf) audit		(0.5)	
France – Restructuring of the Multiservices business	(0.7)		
Other		0.0	
Operating income	**19.1**	**13.4**	**42.6%**

The Multiservices division reported 8.5% growth in revenue to €681.3 million.

Excluding the Energy business line, where growth plateaued following a very strong performance the previous year, there was a marked increase in revenue for all the division's business lines:

- Cleaning, with growth in the majority of French regions;
- Aeronautics, particularly in Spain and Germany: the Group renewed its major contracts during the past fiscal year, and gained additional market share in its areas of expertise, namely quality inspection and production;
- Temporary work in both specialty aeronautics and more general staffing: the general Temporary work network continued to grow and new major accounts were secured. Specialist aeronautics temporary staffing expanded into the international market, in both Germany and the UK;
- Urban maintenance: The successful start-up of the innovative urban billboards outsourcing contract;
- Energy: first public lighting commercial successes.

The revenue generated by Safira Facility Services, the Portuguese cleaning company in which the Company added to its previous 49% stake by acquiring the remaining 51% share on August 31, 2015, is consolidated as of September 1, 2015. Safira reported €35 million in revenue in 2014.

Recurring Ebitda increased 20% by €4.6 million to €27.4 million, or 4% of revenue. It includes the employment competitiveness tax credit (CICE), in accordance with IFRS. Ebitda increased across all Multiservices businesses.

Other revenues from operations increased a strong 23.8% to €19.8 million.

Considering that non-recurring items were much lower than in the prior year, operating income gained 42.6% to €19.1 million.

4.2.4 Holding Companies

In millions of euros	2015	2014	Variation %
Revenue	**0.5**	**0.8**	**34.5%**
Recurring Ebitda	**(4.0)**	**(1.9)**	**N/A**
in % of revenue	N/A	N/A	
Other revenues from operations	**(6.2)**	**(4.1)**	**N/A**
in % of revenue	N/A	N/A	
Italy – Restructuring and development of legal disputes		(0.5)	
France – Derichebourg Propreté social security (Urssaf) audit			
Other	0.2	(0.4)	
Operating income	**(6.0)**	**(5.0)**	**N/A**

Derichebourg SA

With regard to the corporate financial statements of Derichebourg SA, the parent company, it mainly acts as a holding company for the Group's sub-holding companies and provides financing for the businesses insofar as it bears the risk of the syndicated loan. It also owns the Group's real estate, in particular, *via* its holding in SCI Derichebourg Immobilier. Derichebourg SA is also the parent company of the French tax consolidation Group.

Main Company data

In millions of euros	2015	2014
Revenue	3.2	3.2
Operating income (loss)	(2.2)	(7.2)
Net financial income (loss)	(3.2)	83.5
Recurring profit (loss) before tax	(5.4)	76.3
Non-recurring gain (loss)	6.0	(78.3)
Corporate income tax	4.7	12.4
Net profit (loss)	**5.4**	**10.4**

Revenue was stable compared to the previous fiscal year.

Operating income was a loss of €2.2 million, an improvement on the prior year, which included the costs related to setting up the new syndicated loan.

Net financial loss was mainly due to provisions and write backs on investment securities.

The exceptional gain includes a capital gain on the disposal of land, which is neutral in the consolidated financial statements, since the asset had been recognized at a market value close to the disposal price when the Group switched to reporting under IFRS.

Net profit is positive at €5.4 million.

In accordance with Article L. 441-6-1 of the French Commercial Code, the payment schedule for Derichebourg SA's trade payables is shown below:

In millions of euros	Due	Not due	Total
Non-Group suppliers	0.1	0.2	0.3
Intra-Group suppliers	N/A	N/A	0.6
Total suppliers			0.9
Outstanding invoices	N/A	N/A	1.4
Total suppliers and related accounts Derichebourg SA			**2.3**

Furthermore:

- none of the expenses referred to in Article 39-4 of the GTC were incurred over the fiscal year;
- the Company did not incur any research and development costs. The Group's research and development activities are detailed in 3.2.1.3;
- With respect to ownership thresholds, the following changes were recorded during the course of the fiscal year:
- thresholds exceeded:
  - Westever: 10%, 33.33%, 50%, 66.66%,
  - Derichebourg A&D Développement: 10%, 33.33%, 50%,
  - Société des Prés de la Faisanderie: 10%, 33.33%, 50%, 66.66%,
  - Derichebourg Oil and Gas: 10%, 33.33%, 50%, 66.66%;
- drops below thresholds:
  - Derichebourg Maroc: 10% in the context of an internal reorganization,
  - Derichebourg Marrakech: 10% in the context of an internal reorganization,
  - Valren: 10%, 33.33% and 50% following the Company's liquidation.

4.2.5 Outlook

4.2.5.1 Events occurring after year-end

None.

4.2.5.2 Significant changes in the financial or trading position, information on trends

In the Multiservices business, revenue and profits should continue to grow during the next fiscal year.

In Environmental Services, business in the first quarter of the new fiscal year is characterized by ongoing low tonnages. The potential for further price reductions in ferrous scrap metal is limited, as there is little incentive for collection. The Group is expecting a progressive return to higher tonnages in the first half-year due to the depletion of steelmakers' inventories and the rise of the dollar, which increases the cost of Chinese imports. Over the long term, the Group remains confident in the value of products from recycled materials such as scrap metal. This is especially pertinent given the willingness expressed by the countries who took part in the COP21 conference to reduce greenhouse gas emissions. Compared with the production of primary metal, recycling considerably reduces greenhouse gas emissions.

4.2.5.3 Profit forecasts or estimates

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

4.2.6 The Group's net financial debt

The Group's net financial debt totaled €232 million at September 30, 2015, down by €47 million compared to September 30, 2014.

The Group's debt can be summarized as follows:

In millions of euros

Net financial debt at 09-30-14	**278.6**
Recurring Ebitda	(124.5)
Investments	54.1
Change in working capital requirements	(37.8)
Net financial expenses paid	16.9
Corporation tax paid	5.8
Acquisition of own shares	25.3
Changes in scope	13.8
Other	(0.3)
Net financial debt at 09-30-15	**231.9**

4.2.6.1 Cash flow

The cash flow table is included in 5.1.3. Further information on Group debt can be found in note 4.11 of the notes to the consolidated financial statements.

4.2.6.2 Financing structure and borrowing conditions

The borrowing conditions and financing structure are shown, in detail, in note 4.11 of the notes to the consolidated financial statements and in section 4.3 "Risk factors and uncertainties".

At September 30, 2015, the Group was compliant with its financial covenants and had €138 million in undrawn credit lines (excluding factoring lines).

4.2.6.3 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.

4.2.7 Investments

4.2.7.1 Objectives

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

Environmental Services division

- Continued expansion of regional coverage;
- Better control of sourcing (material flow) by developing a fleet of collection vehicles and reception centers;
- Maintaining the high quality of the production equipment;
- Development of plants in urban areas and, in a wider sense, compliance with environmental requirements.

Business Services

- Development and rationalization of the branch network;
- Purchase of the materials required for the start-up of contracts won.

4.2.7.2 Main investments

The table below shows the main investments made (recognized in asset accounts, independent of financing mode, use of own shares or leasing):

In millions of euros	09-30-15	09-30-14	09-30-13
Investments in land or infrastructures	7	13	13
Production equipment	18	18	16
Handling and transportation equipment	24	15	11
Other	0	7	10
Environmental Services subtotal	**49**	**53**	**50**
Cleaning	9	6	6
Other Multiservices investments	4	3	3
Multiservices subtotal	**13**	**9**	**9**
Holding companies subtotal	**2**	**1**	**2**
Total property, plant and equipment and intangible investments	**64**	**63**	**61**

4.2.7.3 Investments in progress

Firm investment orders totaled €7 million for which invoices have not yet been received.

4.3 Risk factors and uncertainties

The Issuer has reviewed the risks that could have a material adverse effect on its business, financial position or results and considers that to its 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 Environmental Services

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 now incorporates, through the application of European directives, the requirement that manufacturers and importers 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, i.e., domestic production and current consumption.

Scrap metal is collected from three sources:

- production waste;
- demolition scrap mainly from industrial facilities;
- 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.

A slowdown in growth, an economic crisis, the gap between the price of shredded or ferrous scrap and the price of iron ore, or an event that affects a national or the global economy may affect the volumes and prices, resulting in a fall in the profitability of this business.

Furthermore, a severe deterioration in economic conditions may be likely to create in some players behaviors aimed at retaining business volume, at any cost, to the detriment of margins and any kind of rational behavior, thereby resulting in a deterioration in purchasing and sale terms for other competitors, including the Group.

4.3.1.1.2 Risks pertaining to changes in raw material prices

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 purchase when a sale 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.

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.

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's requirement for working capital, the higher the operating profit.

The table below shows the estimated impact on the Company's working capital requirements of different events.

In millions of euros	Impact on working capital requirement
10% increase in monthly tonnage	~ €10 million
10% increase in unit price per tonne	~ €10 million

The positions shown are the estimated monthly variations. Intra monthly variations may be greater. The two effects may be cumulative.

The data are presented prior to recourse to the factoring which enables this requirement to be funded, possibly with a time lag of up to one month.

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 in France 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 compliance 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 taken as a whole.

4.3.1.1.5 Risks linked to retail metal purchases in cash

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

Since the publication of the 2011 amending finance law in the *Journal Officiel* on July 30, 2011, 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 must be declared on an annual basis, prior to January 31 every year, 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.

Laws vary from country to country, and are sometimes more favorable for payments made in cash. When possible, and taking into account that it does not have police powers, the Group verifies the identity of suppliers.

4.3.1.1.6 Business concentration risks

One major client accounts for approximately 15% of revenue achieved by the Environmental Services business (15% in 2013-2014), the top five clients account for around 38% (39% in 2013-2014), and the top ten for 45% (47% in 2013-2014). The financial failure of one or more of these clients would be likely to have a severe negative impact on the Group’s profits and business.

4.3.1.2 Industrial and environmental risks

Service, production, treatment and recycling facilities have mandatory operating licenses issued by the competent authorities.

Nevertheless, 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 new facilities, in particular.

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. Eighty yards have received “ELV” certification, enabling them to recycle and process End-of-Life Vehicles in an environmentally-friendly manner. Environmental issues that concern Environmental Services are monitored and managed by the division’s regional departments, each of which has its own “environment manager”.

4.3.2 Specific Business Services risks

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

The net amount of goodwill appearing in the financial statements for Business Services as of September 30, 2015 was €164 million.

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.

A change in one or more parameters could result in a value for the Business Services activity that is below that of the assets appearing in the financial statements: if, in the future, inadequate Multiservices business 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 significant impact on the balance sheet and the Group's results. The different calculation parameters are explained in note 4.1 of the notes to the consolidated financial statements.

4.3.2.2 Risks linked to concentration on certain customers

In Business Services, the Group works with around 10,000 customers. The largest customer (a group of legal entities controlled by a single company) accounts for about 21% of annual revenue (21% in 2013-2014).

4.3.2.3 Risks of a labor dispute and its consequences, or of changes in employment regulations

The Group's Business Services are labor-intensive activities 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 impacts can be anticipated wherever possible. Particular attention is paid to developments and possible future changes in French employment law, given their importance for Business Services.

In particular, the introduction of the Employment Competitiveness tax credit (CICE) in 2013 had a significant impact in terms of lowering labor costs for companies employing a high proportion of workers earning less than 2.5 times the French minimum wage (SMIC). Its abolition, or a change to the eligibility criteria, would have a significant impact on the Multiservices business financial statements.

4.3.3 Risks linked to the sale of Servisair

Derichebourg sold Servisair to Swissport France Holding on December 23, 2013. The share purchase agreement includes guarantees in the event of inaccurate representations and warranties by the seller. Should any litigation be brought about by the vendor that appears before the courts as a last resort, the Group may be forced to repay the purchaser part of the sale price, up to a maximum amount of €30 million.

4.3.4 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 affects its business. However, the Group does believe that Environmental Services and Business Services would be able to continue to operate on a partial basis.

4.3.5 Credit and counterparty risks

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 domestic, export and foreign accounts receivable, Environmental Services and Business Services systematically apply for credit insurance to cover 95% of this risk on these receivables, excluding taxes. 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.

For several years now, the Group has implemented a very strict policy of monitoring customer outstandings and systematically issuing routine reminders for overdue outstandings.

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.

Despite the turbulent environment, the Group has not yet observed any significant increase in payment delays, with non-recoverable losses totaling €0.9 million. The Group considers that its other loans, taken as a whole, do not constitute a substantial risk, except for certain receivables more than four months overdue (see note 4.12.5 in the notes to the consolidated financial statements).

4.3.6 Presentation of the 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.

At September 30, 2015, the Group's main sources of funding were:

- a €232.5 million syndicated loan agreement set up in March 2014, €26.5 million of which was repaid on March 31, 2015, leaving €206 million outstanding. It includes a five-year loan for €132.5 million, repayable in equal annual installments, and a five-year revolving loan for the sum of €100 million. The next installment for the repayment loan is due on March 31, 2016 and amounts to €26.5 million. At September 30, 2015, €70 million of the revolving loan had not been drawn;
- a 2-year non-recourse factoring agreement went into effect on January 1, 2015. It has a €240 million credit line (depending on the receivables available). The factoring purchases non-recourse receivables for up to the approved amounts issued by the credit insurers. The total receivables that may be derecognized by the Group is thus dependent on the total receivables available and the credit insurers' authorized limits. Any downward variation in one of these amounts may lead to an increase in the net debt recognized by the Group;
- €11 million in medium-term borrowings, €11 million of which has been drawn down;
- leasing contracts, repayable in installments and at a fixed rate of interest. The amount outstanding as at September 30, 2015 was €78 million;
- bilateral credit lines, whether confirmed or not, totaling €72 million, with €4 million used at September 30, 2015.

The main payment maturity dates up to 2020 are shown in the table below.

Main maturity dates

In millions of euros	Less than one year	More than one year	At + 2 years	At + 3 years	At + 4 years	Total
Syndicated credit	26.5	25.5	25.5	55.5	0.0	133.0
Finance leases	21.1	18.2	15.1	10.3	5.6	70.4
Other medium- and long-term lines(1)	46.3	1.7	1.5	1.1	2.6	53.3
Total	**94.0**	**45.4**	**42.1**	**67.0**	**8.2**	**256.7**

(1) Of which factoring accounts for €23.4 million due in less than one year.

Financial ratios

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

- the leverage ratio, being the ratio of (a) consolidated net financial debt to (b) consolidated recurring Ebitda, on each calculation date and over a rolling 12-month period ending on each calculation date, must be less than the figures shown in the table below for the calculation date considered:

Date of calculation	Lower leverage ratio
September 30, 2015	2.50
March 31, 2016	2.50
September 30, 2016 and March 31 and September 30 of each year after that date	2.00

On September 30, 2015, the leverage ratio was 1.86.

- the debt service coverage ratio, i.e. the ratio of (a) consolidated cash flow before debt service to (b) debt service on calculation date and over a rolling 12-month period ending on each calculation date considered, must be greater than 1.

On September 30, 2015, the debt service coverage ratio was 1.96.

The Group is compliant with its financial covenants at September 30, 2015. Failure to comply with these ratios would be considered a default event and a majority of the lenders could elect to enforce covenants.

Given the liquidity margin of €180 million at September 30, 2015, and based on business and investment forecasts, the Group estimates that it has sufficient financial lines to meet its payments over the 12 months from September 30, 2015.

4.3.7 Market risks (interest rates, exchange rates, equities, metals)

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

4.3.8 Presentation of risks arising from legal proceedings

4.3.8.1 Italy

- In August 2007, the Derichebourg Environnement subsidiary 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 by Derichebourg Environnement. In response to the seller's demands to go through with the acquisition, Derichebourg Environnement 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.

  On March 4, 2014, the Court issued a preliminary partial decision, which was unfavorable to the Group; however, the Court did not rule on the opposing party's claims. A provision was made for the entire amount of the initial payment as a precaution. The Group has appealed this decision which it considers to be ill-founded in fact and law. A decision is not expected to be handed down until late 2016 or 2017.

  To the extent that it would be legally feasibly, the enforcement of the initial protocol would represent a payment of €43 million for the company. The Group and its legal advisors consider such risk as low.

- In November 2013, the director (managing director) of the Italian subsidiary of the Multiservices business was remanded in custody, as part of an investigation into procedures for awarding public contracts in Campania. Given the block on the Company's operations likely to be caused by his incapacity, his appointment as managing director was revoked. He was later released and remains under house arrest. The Company does not know what grievances, if applicable, may be made against it and at this point is unable to evaluate the possible financial risk.

4.3.8.2 Belgium

- A tax audit was conducted on the Belgian subsidiary George relating to the identification of suppliers of metals and ferrous scraps for the years 2006 to 2010. The tax authority believes that the company did not adhere to the law concerning identification of the VAT of suppliers and rejected the deduction of purchase invoices deemed non-compliant. This would result in an increase in corporate income tax of €5 million, plus legal interests.

The Company protests this sanction claiming, in particular, that:

- Belgian legislation in effect at that time did not invest the Company with any legal authority to identify these metals resellers;
- an audit had been performed on these fiscal years 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 recognized as of September 30, 2015, since all amounts have been disputed by the company which has instituted proceedings to challenge said amounts following the rejection of its administrative claims.

On November 26, 2015, the Company received another first instance decision in its favor.

- 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. As a result of the first instance ruling handed down on April 1, 2014, George has been ordered to pay €1.3 million, plus legal costs. On September 30, 2015 the company recognized a provision of €2 million which takes into account guarantees received. It is appealing this decision.

In the end, the company's request to investigate the directors' responsibility was rejected.

The proceedings instituted by George against the former owners have not yet been brought before the courts.

4.3.9 Insurance and coverage of 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, where appropriate, who reports 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, etc. Insurance policies are taken out with financially sound international insurance companies. This enables 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:

- 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 for pollution risks;
- Airport public liability insurance;
- 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 maritime, rail and ground transportation between the Group's plants and its customers;
- Charterer insurance;
- Ten-year insurance for all building-related activities;
- Directors' liability insurance;
- Workers' Compensation insurance, to cover work-related accidents and illness; this system is specific to the United States.

The Group's US subsidiaries 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 US.

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.

Policies recognized in the Group's financial statements on September 30, 2015 amounted to €10 million.

4.3.10 Legal proceedings and arbitration

With the exception of those proceedings described in 4.3.8 and 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 it is threatened, likely to have, or having had over the course of the last 12 months, significant effects on the company's and 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 managing directors at September 30, 2015

Name and address for professional purposes	Position	Date of first appointment	Date of renewal	Date of renewal
Daniel DERICHEBOURG at the Company's registered office 119, avenue du Général Michel Bizot 75012 Paris Father of Thomas and Boris DERICHEBOURG Shares held directly: 117	Director Chairman of the Board of Directors and CEO	Board meeting on June 29, 2006 Board meeting on June 29, 2006	Shareholders' meeting of February 3, 2010 Board meeting on February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2015
Abderrahmane EL AOUFIR at the Company's registered office 119, avenue du Général Michel Bizot 75012 Paris Shares held: 0	CEO (non director)	Board meeting on January 8, 2014		At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2015
Bernard VAL at the Company's registered office 119, avenue du Général Michel Bizot 75012 Paris Shares held: 1	Director	Shareholders' meeting of June 24, 2004	Shareholders' meeting of February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2015
Matthieu PIGASSE at the Company's registered office 119, avenue du Général Michel Bizot 75012 Paris Shares held: 1	Director	Board meeting of October 25, 2005	Shareholders' meeting of February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2015
Boris DERICHEBOURG at the Company's registered office 119, avenue du Général Michel Bizot 75012 Paris Son of Daniel DERICHEBOURG Shares held: 56	Director	Shareholders' meeting of July 18, 2007	Shareholders' meeting of February 18, 2013	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2018
Thomas DERICHEBOURG at the Company's registered office 119, avenue du Général Michel Bizot 75012 Paris Son of Daniel DERICHEBOURG Shares held: 56	Director	Shareholders' meeting of July 18, 2007	Shareholders' meeting of February 18, 2013	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2018
CFER Represented by Mrs. Sophie Moreau- Follenfant 15 rue Messidor, 75012 Paris Paris Register of Trade and Companies no. 339 638 306 Shares held: 85,411,102	Director	Shareholders' meeting of February 18, 2013		At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2018

As the terms of office of Daniel DERICHEBOURG, Bernard VAL and Matthieu PIGASSE are about to expire, their renewal will be submitted for approval by the Shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2015.

4.4.1.2 Information and list of offices and positions held by acting corporate officers and related information

Mr. Daniel DERICHEBOURG, Chairman of the Board of Directors and CEO

Mr. Daniel DERICHEBOURG is the Group's Chairman and CEO and has held the offices appearing in the tables below.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Chairman and Chief Executive Officer	CFER	
Chairman	DERICHEBOURG ENVIRONNEMENT	FINANCIÈRE DBG
Director	CFER	PARIS SUD HYDRAULIQUE
Manager	DBG 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 LES MYRTES DU DETROIT SCI FINANCIÈRE DES SOURCES SCI DES DEMUEYES SCI BERNES & BRUYÈRES SCEA DU CHÂTEAU GUITERONDE
Legal representative	SCI HEBSON (SCI LES BUIS DE CHÂTEAUVIEUX, SCI LES ARRAYANES, SCI LES LAURIERS, SCI LES ARBOUSIERS, SCI LES NOISETIERS, SCI LES MÛRIERS)	STÉ DES DEMUEYES (SCI LES COQUETIERS)
Chairman abroad	DERICHEBOURG RECYCLING USA, Inc.	
Managing director in Belgium	TBD FINANCES	
Director abroad	CFF RECYCLING UK Ltd DERICHEBOURG RECYCLING MEXICO DERICHEBOURG RECYCLING USA, Inc.	DERICHEBOURG A&D DEVELOPPEMENT DERICHEBOURG RABAT
General partner in Belgium	DBG FINANCES	

Other offices held during the last five years, i.e. since January 1, 2011

Chairman of the Board of Directors	AFM RECYCLAGE	
Chairman	SERVISAIR SAS	
Director	AFM RECYCLAGE	
Permanent representative	DERICHEBOURG (SERAM company)	
Director abroad	SERVISAIR GROUP Ltd SERVISAIR UK Ltd	SERVISAIR USA Inc.
Managing director in Belgium	DBG FINANCES	

Mr. Abderrahmane EL AOUFIR, Deputy CEO

Mr. Abderrahmane EL AOUFIR is the Group's deputy managing director and holds and has held the offices appearing in the tables below.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Chairman	DERICHEBOURG EXPANSION DERICHEBOURG RECYRECUP	INOREC REFINAL INDUSTRIES
CEO	DERICHEBOURG ENVIRONNEMENT	FRICOM RECYCLING
Director	AFM RECYCLAGE FRICOM RECYCLING	HYDROVIDE SERAM SA
Member of the Management Committee	PLASTIC RECYCLING	
Co-manager	SCI DERICHEBOURG IMMOBILIER	
Chairman abroad	GEORGE & COMPAGNIE	REYFRA
Manager abroad	DERICHEBOURG UMWELT GmbH	
Director abroad	CRS DERICHEBOURG MAROC DERICHEBOURG MEDIO AMBIENTE SA DERICHEBOURG RECYCLING USA Inc. DERICHEBOURG RECYCLING MEXICO	REI REYFRA SAN GERMANO SELMAR SA

Other offices held during the last five years, i.e. since January 1, 2011

Chairman and Chief Executive Officer	SERVISAIR FRANCE	SERVISAIR CARGO FRANCE
CEO	SERVISAIR SAS	
Director	SERVISAIR FRANCE	SERVISAIR CARGO FRANCE
Co-manager	COFRAMETAL COREPA	SCI CARSOA
Permanent representative	DERICHEBOURG MULTISERVICES (SERVISAIR FRANCE)	
Chairman abroad	HEATHROW CARGO HANDLING SERVISAIR ALERICAS Inc.	SERVISAIR AMSTERDAM
CEO abroad	SERVISAIR HOLDING CANADA Inc. SERVISAIR GROUP Ltd SERVISAIR LLC	SERVISAIR Inc. TRINIDAD AND TOBAGO Ltd
Manager abroad	DBG HOLDING GmbH	
Director abroad	HEATHROW CARGO HANDLING INTERNATIONAL AIRLINE HANDLING (CORK) Ltd INTERNATIONAL AIRLINE HANDLING (SHANNON) Ltd INTERNATIONAL AIRLINE HANDLING (DUBLIN) Ltd SAFIRA FACILITY SERVICES SERVISAIR ALERICAS Inc. SERVISAIR CHILE SERVISAIR CONTRACT HANDLING Ltd SERVISAIR DANMARK SERVISAIR FINLAND SERVISAIR HOLDINGS Ltd SERVISAIR IBERICA SA SERVISAIR IRELAND	SERVISAIR LLC SERVISAIR NOMINEES SERVICES Ltd SERVISAIR PERU SERVISAIR Portugal UNIPESSOAL LDA SERVISAIR SVERIGE AB SERVISAIR TCI Ltd SERVISAIR UK Ltd SERVISAIR USA Inc. SERVISAIR VENEZUELA CA SHAMROCK LOGISTICS Ltd TRADING SPACES Ltd

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 any other Group company. Mr. Val holds or has held the offices listed in the tables below.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Director	SOCIÉTÉ DES AUTOROUTES ESTÉREL, CÔTE D'AZUR, PROVENCE, ALPES (ESCOTA)	AUTOROUTES DU SUD DE LA FRANCE (ASF)

Other offices held during the last five years, i.e. since January 1, 2011

Member of the GINGER Supervisory Board

Mr. Matthieu PIGASSE, director

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Managing partner and deputy managing director	LAZARD FRANCE	
Vice-Chairman	LAZARD EUROPE	
Chairman of the Board of Directors	LES ÉDITIONS INDÉPENDANTES	
Chairman	LES NOUVELLES ÉDITIONS NUMÉRIQUES LES NOUVELLES ÉDITIONS INDÉPENDANTES	YSATIS
Director	GROUPE LUCIEN BARRIÈRE RELAXNEWS	THEATRE DU CHÂTELET BSKYB GROUP
Member of the Supervisory Board	SOCIETE ÉDITRICE DU MONDE	LE NOUVEL OBSERVATEUR

Other offices held during the last five years, i.e. since January 1, 2011
None.

Mr. Boris DERICHEBOURG, director

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Chairman and Chief Executive Officer	DERICHEBOURG ÉNERGIE DERICHEBOURG ÉNERGIE E.P.	
Chairman	DERICHEBOURG ESPACES VERTS DERICHEBOURG INTÉRIM DERICHEBOURG MULTISERVICES DERICHEBOURG PROPRETÉ DERICHEBOURG SERVICES & INGÉNIERIE NUCLÉAIRE DERICHEBOURG SHC	DERICHEBOURG SNG DERICHEBOURG TRAVAUX & MAINTENANCE NUCLÉAIRE DERICHEBOURG TECHNOLOGIES LOGISTICS & SERVICES SUPPORT ULTEAM
Director	CFER DERICHEBOURG ÉNERGIE	DERICHEBOURG ÉNERGIE E.P.
Managing partner	BORIS COURSE ORGANISATION	
Manager	CIVITAS MIROIR 2000 PSIMMO SCI CFF BETA SCI HAUTE-GARONNE	SCI LES CHÂTAIGNIERS SCI LES CYPRÈS DE MONTMORENCY SCI LES PEUPLIERS SCI LES SOPHORAS
Chairman abroad	DERICHEBOURG MC DERICHEBOURG MULTISERVIZI SPA DBG TESIS YÖNETIMI	SAFIRA FACILITY SERVICES SELMAR SA
Director abroad	REI DERICHEBOURG MARRAKECH DERICHEBOURG MULTISERVIZI SPA	SAFIRA FACILITY SERVICES SELMAR SA

Other offices held during the last five years, i.e. since January 1, 2011

Chairman and Chief Executive Officer	SERVISAIR FRANCE	
Chairman	ASSOCIATION DERICHEBOURG MISSION HANDICAP DERICHEBOURG ATIS MAINTENANCE SERVICES	DERICHEBOURG ENTREPRISE ADAPTÉE HERACLÈS
Director	ASSOCIATION DERICHEBOURG MISSION HANDICAP DBG MULTI RESTO SERVICES	SERAM SA SERVISAIR FRANCE
Managing partner	BORIS COURSE ORGANISATION	
Manager	DERICHEBOURG ESPACES VERTS DERICHEBOURG ATIS MAINTENANCE SERVICES	ULTEAM
Liquidator	DERICHEBOURG ENTREPRISE ADAPTÉE	DBG MULTI RESTO SERVICES
CEO abroad	DERICHEBOURG MAROC	
Chairman abroad	DERICHEBOURG MULTISERVICES Ltd (UK) DERICHEBOURG MULTISERVICES Ltd (Ireland) INFLIGHT CATERING SERVICES (Guernsey) Ltd INFLIGHT CUSTOMER SERVICES Ltd INFLIGHT CATERING SERVICES Ltd INFLIGHT CATERING SERVICES (Guernsey) Ltd INFLIGHT CLEANING SERVICES Ltd	INFLIGHT COMMERCIAL SERVICES Ltd INTER COMPANY SERVICES Ltd DERICHEBOURG MULTISERVICES Ltd (Manx) DERICHEBOURG MAROC SELMAR SA
Director abroad	AGYR LUXEMBOURG DERICHEBOURG MAROC	KNIGHTS CLEANING SERVICES Ltd
Permanent representative	DERICHEBOURG PROPRETÉ (DERICHEBOURG MC company)	

Mr. Thomas DERICHEBOURG, director

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Chairman and Chief Executive Officer	POLYURBAINE	
Chairman	DERICHEBOURG AQUA DERICHEBOURG AQUA OCEAN INDIEN DERICHEBOURG INTERIM OCEAN INDIEN DERICHEBOURG MAYOTTE DERICHEBOURG PROPRETÉ OCEAN INDIEN ECO-PHU HOLDING LIEN ENVIRONNEMENT POLYAMON POLYANCE POLYBUIS POLYCEJA POLYCEO	POLYCOROT POLY-MASSI POLYREVA POLYSEANE POLY-SELIA POLY-SENTI POLYSOTIS POLYTIANE POLYURBAINE NORMANDIE POLY-VAL POLY-VALYS REVIVAL
Director	DERICHEBOURG ÉNERGIE E.P. POLYURBAINE	SERAM SA
Manager	POLYURBAINE 13 POLY-MILIA POLY-NEA	SCI LES CYPRÈS DE MONTMORENCY SCI LES CHARMES
Permanent representative:	POLYURBAINE (Derichebourg Océan Indien company) REVIVAL (ALLO CASSE AUTO company) REVIVAL (AFM RECYCLAGE company)	TBD FINANCES (Paris Sud Hydraulique company)
Chairman abroad:	CMT SPA DERICHEBOURG A&D DEVELOPPEMENT DERICHEBOURG CANADA ENVIRONNEMENT INC DERICHEBOURG CANADA INC	DERICHEBOURG MAROC DERICHEBOURG MARRAKECH DERICHEBOURG RABAT SAN GERMANO
Director abroad	CMT SPA CRS ECOREC SRL DERICHEBOURG A&D DEVELOPPEMENT DERICHEBOURG MAROC	REI DERICHEBOURG MARRAKECH DERICHEBOURG RABAT SAN GERMANO SELMAR SA

Other offices held during the last five years, i.e. since January 1, 2011

Chairman and Chief Executive Officer	SERAM SA
Chairman	ECO-PHU
Manager	POLYURBAINE MÉDITERRANÉE
Chairman abroad	REI
Permanent representative abroad	SERVISAIR SAS (AIRPORT MOSCOW AG company) SERVISAIR SAS (ZAO CARGO TERMINAL PULKOVO company)

Mrs. Sophie MOREAU-FOLLENFANT, permanent representative of CFER, director

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended on September 30, 2015

Permanent representative	DERICHEBOURG ENVIRONNEMENT (POLYURBAINE company) DERICHEBOURG MULTISERVICES (DERICHEBOURG ÉNERGIE company) DERICHEBOURG PROPRETÉ (DERICHEBOURG ÉNERGIE E.P. company)	WESTEVER (HYDROVIDE company)
Director	DERICHEBOURG MULTISERVIZI SPA	
Permanent representative abroad	DERICHEBOURG MULTISERVICES (SELMAR SA)	

Other offices held during the last five years, i.e. since January 1, 2011

Director	ASSOCIATION DERICHEBOURG MISSION HANDICAP

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

With the exception of:

- 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 service agreement concluded between Derichebourg SA and DBG Finances, aiming to define the terms and conditions of DBG Finances' input into the definition and oversight of Group strategy;
- the agreement to use the Derichebourg trademark in exchange for royalties concluded with TBD Finances, both companies being controlled by the Derichebourg family;

There are no other potential conflicts of interest between the duties of any member of the Board of Directors and their private interests or other duties. sections 7.3.3 and 7.3.4 and the independent auditor's report appearing in section 7.3.5 show the details of these agreements.

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 only potential, 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.

Two independent directors sit on the Company's Board of Directors. The Company feels there is no risk of the control referred to in section 4.5.9 being abused.

4.4.2 Compensation and benefits

4.4.2.1 Compensation 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 subsidiaries and the controlling company, during the fiscal year to each corporate officer in office at the end of the fiscal year.

In euros	2014-2015	2013-2014
Mr. Daniel DERICHEBOURG, Chairman and Chief Executive Officer		
Salaries	228,000	228,000
Attendance fees	15,000	9,000
Total	**243,000**	**237,000**

Information has been provided by DBG Finances.

Attendance fees were paid by Derichebourg SA.

Mr. Daniel Derichebourg does not have an employment contract with Derichebourg SA or any other company controlled by Derichebourg SA.

Additionally, Mr. Daniel Derichebourg is provided with a Citroen C2 by the Group.

In euros	2014-2015	2013-2014
Mr. Abderrahmane EL AOUFIR, Deputy CEO (since January 8, 2014)		
Fixed compensation	238,974	222,677
Variable compensation	100,000	300,000
Total	**338,974**	**522,677**

Compensation was paid by Coframétal.

The variable compensation referred to is that paid over the year. Mr. Abderrahmane El Aoufir may receive a variable portion of compensation. This depends, in particular, on the appraisal of operational performance or qualitative criteria appertaining to each senior executive, but is also dependent on the Group's results. There were no outstanding claims in this regard at fiscal year-end.

Mr. El Aoufir is also provided with a Peugeot 407 or equivalent type vehicle by the Group.

In euros	2014-2015	2013-2014
Mr. Boris DERICHEBOURG, Director		
Fixed compensation	136,500	136,500
Variable compensation	30,000	51,000
Attendance fees	15,000	9,000
Total	**181,500**	**196,500**

During fiscal year 2013-2014, compensation was paid by Derichebourg Environnement under an employment contract.

Attendance fees were paid by Derichebourg SA.

The variable compensation referred to is that paid over the year. Mr. Boris Derichebourg may receive a variable portion of compensation. This depends, in particular, on the appraisal of operational performance or qualitative criteria appertaining to each senior executive, but is also dependent on the Group's results. There were no outstanding claims in this regard at fiscal year-end.

Mr. Boris Derichebourg is also provided with a Peugeot 508 or equivalent type vehicle, by the Group.

In euros	2014-2015	2013-2014
Mr. Thomas DERICHEBOURG, Director		
Fixed compensation	145,500	136,500
Variable compensation	100,000	51,000
Attendance fees	15,000	9,000
Total	**260,500**	**196,500**

Compensation was paid by Derichebourg Environnement, under an employment contract.

Attendance fees were paid by Derichebourg SA.

The variable compensation referred to is that paid over the year. Mr. Thomas Derichebourg may receive a variable portion of compensation. This depends, in particular, on the appraisal of operational performance or qualitative criteria appertaining to each senior executive, but is also dependent on the Group's results. There were no outstanding claims in this regard at fiscal year-end.

Mr. Thomas Derichebourg is provided with a Renault Scenic-type or equivalent vehicle, by the Group.

In euros	**2014-2015**	2013-2014
Mr. Matthieu PIGASSE, Director		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	0	0
Total	**0**	**0**

In euros	**2014-2015**	2013-2014
Mr. Bernard VAL, Independent director		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	15,000	9,000
Total	**15,000**	**9,000**

In euros	**2014-2015**	2013-2014
CFER, Director Represented by Mrs. Sophie MOREAU- FOLLENFANT		
Attendance fees	15,000	9,000
Total	**15,000**	**9,000**

Attendance fees were paid by Derichebourg SA.

Attendance fee data relate to fees paid during fiscal year 2014-2015. At its meeting on May 22, 2014, the Board of Directors decided on an unequal distribution of attendance fees for fiscal year 2013-2014.

4.4.2.2 Amounts provisioned or recorded elsewhere

None.

4.4.2.3 Share subscription or purchase options

The Derichebourg Group has no current stock option plan.

4.4.2.4 Performance shares

No performance shares were granted in the Derichebourg Group.

4.4.2.5 Bonus shares

None.

4.4.2.6 Supplementary pension schemes

There are no supplementary pension schemes for directors.

4.4.2.7 Allowances or benefits due, or likely to be due, as a result of termination or change of position

None.

4.4.2.8 Transactions in the Company's securities reported by the directors and corporate officers

None for fiscal year 2014-2015.

4.5 Legal information relating to share 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' combined general meeting held on February 12, 2015 approved three 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 carried out is €50 million;
- the nominal amount of debt securities likely to be issued is €500 million;
- the nominal amount of capital increases in respect of the incorporation of reserves is €50 million.

4.5.3 Non-equity securities

None.

4.5.4 Securities giving access to the Company's share capital

4.5.4.1 Share subscription options

There are no share subscription options outstanding.

4.5.4.2 BSARs (Redeemable share subscription warrants)

There are no more BSARs outstanding.

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 "BSA" (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 ordinary 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 so that the BSAs can 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 approved 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 involving the Company's capital.

After the proposed merger between CFF Recyling, Penauille Polyservices, JCP Participations and DJC was made public, contact was made with Penauille Polyservices' lending banks to obtain from them Derichebourg 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 to the banks and exercisable in the event of market illiquidity, until March 13, 2017.

The shareholders' 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 was 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 capital: impact of issues on the equity interest in Derichebourg SA of a shareholder with a 1% capital interest and who does not subscribe said issues

	Total number	Number Shares issued	of shares of shares held	%
Share capital on September 30, 2015	**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

As a reminder, below is a recap of the latest developments to share capital:

		Number of shares		Number of shares comprising of the share	Share capital movements	Balance share capital	Changes in merger issue and capital contribution premiums	Merger issue or capital contribution premium balance
Date	Transaction	*created*	*cancelled*	capital	€	€	€	€
September 30, 2010				170,395,882		42,598,970.50		39,682,201.59
December 31, 2010	Creation of 26 shares following exercise of BSAR A	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**

The share capital has remained unchanged during the last three fiscal years.

4.5.7 Shares held by the issuer or by its subsidiaries

At September 30, 2015, Derichebourg SA held 12,423,980 own shares, accounting for 7.39% of the capital. These securities were purchased at a cost of €32,954,769. Their reported net book value is €32.376.892.

4.99% of these shares were purchased "for subsequent use in exchange or as payment for acquisitions", and 2.40% for "share cancellations"

Furthermore, the shareholders' meeting of February 12, 2015 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;
- granting shares to employees, in accordance with legal conditions and requirements and generally within the framework of a profit sharing or company savings plan;
- purchasing shares for subsequent use in exchange or as payment for an acquisition;
- canceling shares thus purchased.

The same shareholders' meeting authorized the Board of Directors to reduce the 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, 2015, 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	69.09
FINANCIÈRE DBG*	65,894	0.04	65,894	0.03
Employees	3,786,308	2.25	3,786,308	1.61
Own shares	12,423,980	7.39	0	0
Free float	66,394,746	39.50	68,758,803	29.27
Total	**168,082,030**	**100.00**	**234,885,355**	**100.00**

* *Mr. Daniel DERICHEBOURG's family has ultimate control of CFER and FINANCIÈRE DBG.*

As of September 30, 2014, 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	50.81	162,274,350	66.47
FINANCIÈRE DBG*	65,894	0.04	65,894	0.03
Employees	3,892,753	2.32	3,892,753	1.59
Own shares	3,173,057	1.89	0	0
Free float	75,539,224	44.94	77,918,928	31.91
Total	**168,082,030**	**100.00**	**244,151,925**	**100.00**

* *Mr. Daniel DERICHEBOURG's family has ultimate control of CFER and FINANCIÈRE DBG.*

As of September 30, 2013, 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	50.82	162,274,350	66.45
FINANCIÈRE DBG*	65,894	0.04	65,894	0.03
Employees	4,059,003	2.41	4,059,003	1.66
Own shares	3,146,747	1.87	0	0
Free float	75,399,284	44.86	77,787,151	31.86
Total	**168,082,030**	**100.00**	**244,186,398**	**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, 2015, the share capital comprised 168,082,030 shares with a nominal value of €0.25 each, including 79,227,305 shares with double voting rights. The number of voting rights at September 30, 2015 amounted to 234,885,355.

At September 30, 2015, Mr. Daniel Derichebourg's family held, through CFER and Financière DBG, 50.86% of the share capital of Derichebourg SA and 69.12% of the voting rights.

4.5.10 2% threshold set in bylaws

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 set forth in the regulations in effect 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 set forth in the regulations in effect.

Article 10 of the bylaws stipulates that any physical person or legal entity acting alone or in concert that 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. Failure to observe the provisions of the bylaws results in the following sanction: shareholders in breach of said provisions may be deprived of voting rights for shares in excess of the fraction 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 at shareholders' 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 disclosed 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.

Through a notification dated August 8, 2015, the issuer has been informed that the 2% share capital threshold has been crossed by Norges Bank, which held a 2.01% equity interest on this date.

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, 2015, the share capital comprised 168,082,030 shares with a nominal value of €0.25 each, including 79,227,305 shares with double voting rights. The number of voting rights at September 30, 2015 amounted to 234,885,355.

4.5.13 Employee shareholdings

At September 30, 2015, Derichebourg SA employees held 2.25% of the share capital and 1.61% of the voting rights.

4.5.14 Shareholder agreements

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

4.5.15 Rules on appointing and 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 established by the French Commercial Code.

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. 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 director 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' 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' 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' 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 auditors, 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 meeting in the *Bulletin des annonces légales obligatoires* (Mandatory Legal Announcements Bulletin), 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 publication of the notice of 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 that 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 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 responsible for 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 – Voting by mail (Article 28)

"Every shareholder is entitled to attend shareholders' meetings or to be represented thereat, regardless of the number of shares held, provided that all amounts payable on 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' meetings. Joint shareholders may be represented as specified in Article 12.

However, the right to participate in shareholders' meetings shall be conditioned on the registration of the shareholder or of the registered intermediary described hereinabove in the registered share accounts maintained by the Company or its agent, or on forwarding to the place indicated in the notice of 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 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' 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 scrutineer 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 particular, the following have no voting rights: shares which are not fully paid up, shares held by subscribers who may be called upon to rule, in shareholders' meetings, on the elimination of preemptive subscription rights and shares held by the interested party in the proceedings provided for in Article 21.

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, profits 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, 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."

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. 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, for the issue or redemption of shares

The table in section 4.5.20 lists the powers delegated to employees in terms of share issues.

Sections 7.1 and 7.2 describe 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 2014 syndicated loan agreement.

4.5.19 Dividends

4.5.19.1 Dividend distribution policy

Without being interpreted as an ongoing commitment, it is Group practice to distribute around 20% of consolidated net income in the form of dividends. This figure is performance-related and subject to assessment of self-financing requirements.

4.5.19.2 Dividends paid over the last three fiscal years

The dividends distributed by Derichebourg SA in respect of the last three fiscal years are as follows:

	2011-2012	2012-2013	2013-2014
Dividend per share	0.00	0.06	0.00
Total dividend *(in € million)*	0.00	9.9	0.00

The Board of Directors has proposed a €0.05/share dividend distribution to the shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2015.

4.5.20 Summary table of delegations of authority and powers granted by the shareholders' 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 of the French Commercial Code) and debt security issues, that were valid during the fiscal year ended September 30, 2015.

Date of meeting at which authority was delegated	Amount authorized *(in €)*	Period of validity of delegations of authority	Use made of such delegations of authority over the fiscal year
February 12, 2015	€50,000,000 (either maintaining or eliminating preemptive subscription rights)	26 months from the date of the shareholders' meeting, i.e. until April 11, 2017	None
February 12, 2015	€500,000,000* (either maintaining or eliminating preemptive subscription rights)	26 months from the date of the shareholders' meeting, i.e. until April 11, 2017	None
February 12, 2015	€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 April 11, 2017	None

* *By issuing debt securities.*

4.5.21 Change in the Derichebourg share price (FR0000053381)

Month *In euros*	Opening price for the month	Highest	Lowest	Closing price for the month	Volume
October 2012	2.45	2.55	2.08	2.18	3,921,145
November 2012	2.19	2.27	2.01	2.07	2,649,906
December 2012	2.10	3.3	2.068	3.15	12,761,219
January 2013	3.29	3.86	3.12	3.58	9,604,746
February 2013	3.58	3.83	3.225	3.35	5,598,986
March 2013	3.29	3.59	3	3.08	3,784,576
April 2013	3.04	3.285	2.821	3.07	3,297,558
May 2013	3.06	3.39	2.98	3.00	3,357,117
June 2013	2.99	3.005	2.379	2.45	4,143,892
July 2013	2.47	3.12	2.312	2.60	12,828,735
August 2013	2.61	2.689	2.265	2.32	9,956,588
September 2013	2.32	2.685	2.315	2.57	8,483,256
October 2013	2.54	2.79	2.461	2.58	6,048,482
November 2013	2.589	2.589	2.30	2.386	4,221,777
December 2013	2.40	2.417	2.05	2.42	5,515,857
January 2014	2.425	2.896	2.315	2.559	7,765,931
February 2014	2.568	2.75	2.385	2.57	5,470,918
March 2014	2.519	2.59	2.325	2.45	5,771,113
April 2014	2.465	2.941	2.465	2.80	9,789,355
May 2014	2.79	2.80	2.40	2.419	5,443,388
June 2014	2.444	2.67	2.3	2.328	6,577,292
July 2014	2.329	2.37	2.125	2.21	3,192,234
August 2014	2.21	2.29	1.95	2.24	3,890,728
September 2014	2.24	2.35	2.098	2.098	2,315,333
October 2014	2.10	2.119	1.68	2.000	4,106,626
November 2014	2.000	2.275	1.991	2.227	3,159,707
December 2014	2.21	2.55	2.15	2.55	6,093,113
January 2015	2.55	3.50	2.53	3.46	11,914,305
February 2015, 2015	3.40	3.70	2.91	3.05	7,979,227
March 2015	3.06	3.09	2.71	2.85	4,860,150
April 2015	2.86	3.14	2.76	2.79	4,744,690
May 2015	2.79	3.61	2.74	3.11	7,330,839
June 2015	3.19	3.24	2.83	2.88	5,987,307
July 2015	2.92	3.23	2.77	3.23	3,181,218
August 2015	3.30	3.35	2.51	2.93	6,260,468
September 2015	2.93	3.04	2.37	2.56	5,536,090
October 2015	2.56	2.91	2.56	2.80	2,414,670
November 2015	2.75	2.87	2.33	2.38	3,243,640

4.6 Social, environmental and societal information

Introduction

Decree No. 2012-557 of April 24, 2012 on companies' social and environmental transparency obligations, pursuant to Law 2010-788 of July 12, 2010 on the national environmental commitment (known as Grenelle 2), is applicable to fiscal years commencing as of December 31, 2011, and constitutes the new framework for social, environmental and societal information. This is the third report issued by the Derichebourg Group on social, environmental and societal information to have been audited by an independent third party. The objective of the audit is to ensure that this report contains all the information required by the decree, or that there is a valid reason why certain information has not been provided, and that the information supplied is reliable.

The information supplied relates to Environmental Services, Business Services and Holding Company activities.

The scope of social and environmental reporting is identical to the financial scope, except for companies acquired during the fiscal year, which are not included until the following year. In accordance with this principle, the company Safira Facility Services (Business Services), fully financially consolidated at year-end, with 4,630 employees, has not been included within the scope of analysis.

4.6.1 Social information

4.6.1.1 Employment at September 30, 2015

4.6.1.1.1 Total headcount, breakdown of employees by gender, age and geographic zone

At September 30, 2015, the Group headcount stood at 33,329 employees. The scope of analysis for social reporting covers 28,012 people, down 0.8% from the previous year. As mentioned in the introduction, this variance is due to companies that joined the financial scope during the 2014/2015 fiscal year, including Safira Facility Services, which has 4,630 employees.

This headcount includes employees working for the Group's temporary employment companies (around 3,395 people).

The phrase "employees working for the Group's temporary employment companies" means: individuals assigned on temporary work placements by our temporary employment subsidiaries as part of their temporary staffing business. In view of the nature of this business, these individuals remain employees of the temporary employment companies when assigned to clients.

These 3,395 employees therefore correspond to the number of temporary employment contracts existing at September 30, 2015, held by the Group's two temporary employment agencies.

In addition to these salaried employees, there were 1,463 non-Group temporary staff at year-end. These are temporary staff on placement contracts in Group companies who are employees of temporary employment agencies external to the Group (as at September 30, 2015).

4.6.1.1.1.1 Breakdown by country and by business

Breakdown by business and by country is as follows:

	Environmental Services		Business Services		Holding Companies		Total	
Employees	2015	2014	2015	2014	2015	2014	2015	2014
France	2,755	2,827	21,687	22,554	120	115	24,562	25,496
Other European countries	1,268	1,403	1,322	1,145	0	0	2,590	2,548
Europe	**4,023**	**4,230**	**23,009**	**23,699**	**120**	**115**	**27,152**	**28,044**
Americas	**173**	**185**	**0**	**0**	**0**	**0**	**173**	**185**
Africa	**273**	**0**	**414**	**0**	**0**	**0**	**687**	**0**
Total	**4,469**	**4,415**	**23,423**	**23,699**	**120**	**115**	**28,012**	**28,229**

This apparent stability conceals the counterweight effect between companies of:

- the Environment division, which saw an overall decline in activity which was more than offset by the launch of Moroccan operations;
- the Multiservices division, which saw an overall increase in headcount, except for one of the temporary employment agencies, where the number of workers on placements at September 30, 2015 was down significantly from 2014. In addition, the Portugal-based Safira Facility Services, which has 4,630 employees, has not yet been included in the scope of analysis.

4.6.1.1.1.2 Workforce by gender and age range

Employees	2015 <25	2015 26-45	2015 46-54	2015 55 and over	2015 Total	2014 Total
Managers	**61**	**854**	**281**	**170**	**1,366**	**1,024**
Men	38	583	208	135	964	682
Women	23	271	73	35	402	342
Non-Managers	**2,344**	**12,123**	**7,099**	**5,080**	**26,646**	**27,205**
Men	1,388	6,783	2,859	1,778	12,808	13,078
Women	956	5,340	4,240	3,302	13,838	14,127
Total	**2,405**	**12,977**	**7,380**	**5,250**	**28,012**	**28,229**

Note: skilled employees *(agents de maîtrise)*, which is a category specific to France, were not counted as managers in 2014 even though they are supervisory staff. They were included in the manager category for 2015.

The staff population is aging: the percentage of under-25s has fallen from 10.8% to 8.58% of the workforce, while the 26-45 age group has slipped from 47.5% to 46%. At the same time, there has been an increase in older workers, with the percentage of 46- to 54-year-olds up from 24% to 26%, while the percentage of employees aged 55 and over has climbed from 17.6% to 18.7%.

The 46-54 age bracket grew both in relative terms, from 24% to 26% of the total workforce, and in absolute terms, with an increase of over 8%. In this age group, females rose from almost 14% to more than 15% of the total workforce (the proportion of women remains stable at 26% of managers in this age group).

4.6.1.1.1.3 Breakdown by contract type

Salaried employee by contract type	Environmental Services 2015	Environmental Services 2014	Business Services 2015	Business Services 2014	Holding Companies 2015	Holding Companies 2014	Total 2015	Total 2014
Open-ended contracts	4,206	4,158	17,020	16,060	116	109	21,342	20,327
Fixed-term contracts	238	226	2,899	2,439	3	4	3,140	2,669
Work-experience contracts	25	31	109	115	1	2	135	148
Temporary employment contracts	0	0	3,395	5,085	0	0	3,395	5,085
Total headcount	**4,469**	**4,415**	**23,423**	**23,699**	**120**	**115**	**28,012**	**28,229**

Note: the number of temporary employment contracts corresponds to the number of temporary employment contracts outstanding at September 30, 2015, held by the Group's two temporary employment agencies.

In Europe (EU 28) 14% of salaried employees were on fixed-term contracts in 2014 (14.4% of women, 13.6% of men), with major disparities between Member States.

The percentage of fixed-term contracts remained highest in Poland (28%), Spain (24%) and Portugal (21%) and lowest in Romania (1.5%) and Lithuania (2.8%).

In 2014, 16% of the French salaried population was on fixed-term contracts (16.9% of women and 15% of men), up slightly from 2012.

(source: European Labour Force Survey – annual results 2014 – Eurostat.)

The number of fixed-term contracts within the Group (11.21%) was lower than the national average.

4.6.1.1.2 Recruitment and dismissal

It should be noted that Household Waste Collection/Cleaning (Environmental Services) and Cleaning (Business Services) are subject, both in France and in other countries, to regulations which may require the transfer to successor companies of employees working on a given contract, in line with specific detailed procedures.

These employees typically have permanent contracts. Changes in headcount are directly related to business trends. In addition, the increase in levels of business in these sectors implies a steadier volume of market gains and losses.

4.6.1.1.2.1 Recruitment by contract type

	Environmental Services		Business Services		Holding Companies		Total	
Employees	2015	2014	2015	2014	2015	2014	2015	2014
Open-ended contracts	233	554	3,805	2,944	26	14	4,064	3,512
Fixed-term contracts	367	357	27,988	27,016	8	13	28,363	27,386
Work-and-study contracts	24	24	1,332	1,500	0	0	1,356	1,524
Temporary employment contracts	0	0	20,503	19,339	0	0	20,503	19,339
Total headcount	**624**	**935**	**53,628**	**50,799**	**34**	**27**	**54,286**	**51,761**

Note: The number of temporary employment contracts is a pertinent indicator of the activities of the Group's temporary employment agencies. This is the number of temporary employment contracts signed by the Group's two temporary employment agencies during the year.

The increase in the number of permanent contracts in the Business Services division reflects the growth of the business, particularly under Annex 7 of the national collective bargaining agreement for the cleaning industry (employment contracts taken over by Derichebourg Propreté).

In contrast, the fall in permanent recruitment at the Environment division reflects the slowdown in this activity.

4.6.1.1.2.2 Reasons for departure, by type and by business

	Environmental Services		Business Services		Holding Companies		Total	
Employees	2015	2014	2015	2014	2015	2014	2015	2014
Standard end of contract(1)	306	197	27,330	26,814	9	16	27,645	27,027
Resignation	86	125	1,287	1,015	3	1	1,376	1,141
Redundancy	52	59	26	13	0	0	78	72
Other types of redundancy(2)	183	770	2,461	3,166	4	6	2,648	3,942
Other reasons	174	24	713	1,909	10	1	897	1,934
Contractual termination	39	37	191	113	3	3	233	153
Retirement	48	43	196	192	2	0	246	235
End of temporary placement	0	0	22,193	13,733	0	0	22,193	13,733
Total	**888**	**1,255**	**54,397**	**46,955**	**31**	**27**	**55,316**	**48,237**

(1) End of fixed-term and work-and-study contracts.
(2) Of which 1,295 contractual transfers and L. 1224-1.

4.6.1.1.3 Remuneration and trends in remuneration

	France		Europe (excluding France)		Americas		Africa		Total	
In thousands of euros	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Average total annual earnings	26.4	23.3	24.8	19.0	35.7	31.1	3.7	N/A	25.6	22.8
Average annual earnings men	28.6	26.2	29.4	21.8	34.6	30.9	3.7	N/A	27.8	25.6
Average annual earnings women	22.9	19.1	15.2	14.4	42.0	32.2	3.7	N/A	21.8	18.6

The average wage is the ratio between the annual remuneration and the annual average headcount over the twelve calendar months.

Please note the characteristics specific to the Cleaning business in France. At September 30, 2015, Derichebourg Propreté had 15,510 employees, i.e. over 55% of the Group's workforce. 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, looking at the ratio of men to women in this business in 2014 (as at 12/31) throws into sharp relief the fact that, out of a labor force of around 16,877 people, 78.25% (stable percentage) were working part-time. Women totaled nearly 70% of the workforce, mainly working part-time in the least qualified jobs. Women working part-time accounted for 61.95% of the total workforce of Derichebourg Propreté.

As a guide, the employment rate of women aged 15 to 64 working part-time in France (2014) is 30% (32.2% for the EU 28) (source: European Labour Force Survey – annual results 2014 – Eurostat).

In addition, it should be noted that over 50% of women work in 12 job categories; office cleaners represent the second largest category of female staff after carers, domestic cleaners and childminders (source: *Vers l'égalité réelle entre les femmes et les hommes* (2015), a report published by the French Ministry of Social Affairs, Health and Women's Rights).

Finally, the percentage of women working as office cleaners represents 70.5% of this category (source: *La répartition des hommes et des femmes par métiers*, a report published by the French Directorate for Research, Studies and Statistics (Dares), December 2013).

The impact of this type of workforce structure does, of course, tend to bring down the average wage for women across Group companies 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.

Initiatives in French subsidiaries 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, and consideration of the work/life balance during annual interviews.

4.6.1.2 Organization of work

4.6.1.2.1 Organization of working hours

	Environmental Services		Business Services		Holding Companies		Total	
In thousands of hours	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014
Total hours worked by employees over the fiscal year	7,477	7,446	25,309	24,286	186	186	32,972	31,918
Of which overtime	437	641	385	715	1	0	823	1,356
Number of part-time employees	182	182	13,108	12,780	6	3	13,296	12,965

According to the 2014 annual results published by Eurostat (source: European Labour Force Survey – annual results 2014 – Eurostat):

- in Europe, the length of the average working week for full-time employees in 2014 varied between 37.8 hours in Denmark and 42.4 hours in the United Kingdom. In Europe (EU 28), this averaged out at 40.4 hours per week, 39.4 hours for women and 41.1 hours for men (stable relative to 2011);
- in France, the average full-time working week stood at 39.1 hours (38.2 hours for women; 39.7 hours for men);
- the average part-time working week in Europe (EU 28) stood at 20.4 hours per week (20.7 hours for women; 19.2 hours for men). In France, this average working week stood at 23.2 hours per week (23.6 hours for women and 21.5 hours for men).

In 2014, part-time work accounted for 20.6% of jobs in the European Union (EU 28); 77.3% of part-time workers are women. In this regard, the specific characteristics of Derichebourg Propreté stand out sharply: whereas its workforce accounts for 54% of the total workforce, the number of hours worked represents 38% of the total hours worked.

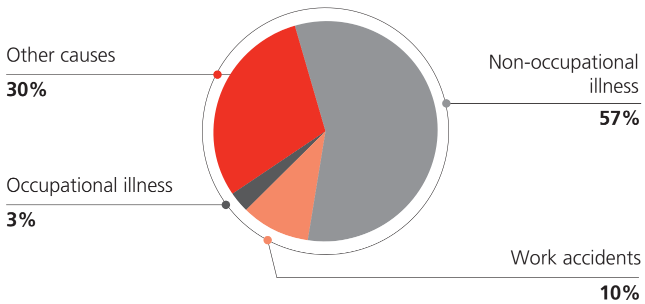
At September 30, 2015, around 78.3% of Derichebourg Propreté employees were part-time.

Average working hours for part-time employees at Derichebourg Propreté as of September 30, 2015 stood at 79.54 hours per month (67.93 hours/month for women and 108.93 hours/month for men). These figures mask a significant volume of contracts for very low monthly contractual hours, in line with the nature of commercial contracts. These working hours are broadly stable compared with 2014.

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 employer. Insofar as possible, Derichebourg Propreté aims to enable its employees to increase their working hours as opportunities arise in the market. Customers who are aware of this issue have already been approached with a view to developing services on a daytime basis.

4.6.1.2.2 Absenteeism

For the Derichebourg Group as a whole, the number of days of absence is estimated at between 600,000 and 700,000 per year. Nearly 90% of these days of absence are recorded in Business Services, which account for an average of 23 days of absence per employee per year. The main causes of the absences recorded are the following:



Note, "Other causes": authorized absences, unjustified absences, unauthorized absences, unpaid leave, various personal days for family reasons and parental leave due to a sick child

The categories of absences were defined in a more precise way this year, in the Social Reporting Protocol, but the number of absences remains approximate due to several difficulties: firstly, procedure implementation difficulties and, secondly, the limitations of the definitions. For example, part-time employees' periods of absence from work are listed without taking their pro rata attendance into account. Concerning employees of the temporary work subsidiaries, which account for 12% of the workforce, the reasons associated with the absences may incite people to refuse temporary placement contracts.

The monitoring of the number of days of absence has shown a significant increase between 2014 and 2015, partly due to an increase in Business Services staff (excluding employees under temporary work contracts).

4.6.1.3 Labor relations

4.6.1.3.1 Organization of social dialogue, in particular, employee consultation and information processes and negotiation procedures

	Environmental Services		Business Services		Holding Companies		Total	
In figures	2015	2014	2015	2014	2015	2014	2015	2014
Union presence (number)	60	66	26	40	1	1	87	107
Number of offices held by workers' representatives	380	373	571	753	11	9	962	1,135
Number of meetings of bodies representing workers	444	473	881	936	17	17	1,342	1,426

Information was gathered from each legal entity and so a single labor organization may be counted several times through its different unions.

4.6.1.3.2 Overview of collective agreements

In total 56 agreements have been reached in the following areas:

- wage agreements: 36;
- agreements on the right to organize and represent employees: 6;
- work organization: 4;
- health and safety: 2;
- diversity: 8.

4.6.1.4 Health and Safety

4.6.1.4.1 Health and Safety conditions at work

In France, Group companies are equipped with safety management systems, supported by the Health, Safety and Working Conditions Committee (CHSCT) and the safety committees responsible for deploying safety and audit procedures.

The "toolbox talks" principle is widespread across operating sites (indeed systemic across Environment division companies).

In addition, negotiations subsequent to the Law of November 9, 2010 on pension reform, were preceded by a diagnostic phase across all of the Group's French companies, which brought together in-house players in the field of prevention as well as external consultants such as CRAM, Carsat, certifying bodies, occupational health officers, etc.

The action plans adopted as a result of the conditions set by the aforementioned law, sometimes just for certain companies, including instances where such requirements were not mandatory, are still in force and form part of the prevention policy implemented within the Group's various companies.

The Derichebourg Group has launched an initiative to prevent risks pertaining 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.

Under the **law of January 20, 2014** guaranteeing a fair pension system for the future and establishing a scheme for the prevention of onerous working conditions, a working group composed of the quality, safety and environment managers of all French businesses defined an analysis and mapping methodology to determine the exposure of each role to onerous working conditions, taking into account the individual and collective preventive measures as well as aspects related to versatility.

Example of a safety/preventive approach

One example of this approach is an experiment conducted at Derichebourg Intérim Aéronautique and welcomed by the pensions and occupational risks fund Carsat Sud-Est.

Derichebourg Intérim Aéronautique has always been committed to continuous improvement based on the three complementary pillars of Quality, Safety and Sustainable Development that underpin its integrated management system.

Its Quality system is designed so that the following fundamental priorities are central to its management:

- customer and employee satisfaction and retention, offering a level of service that is highly effective, controlled and measured based on dialogue and feedback;
- respect for our permanent and temporary staff, furthering their development by:
- applying the 10 principles of the Global Compact advocated by the United Nations,
- respect for different cultures by encouraging diversity among employees and temporary workers,
- facilitating social inclusion and promoting the integration of people with disabilities,
- increasing the employability of its staff by matching their skills to the job through the implementation of strategic workforce management,
- striving to reduce workplace accidents by developing and encouraging the widespread use of analytics.

To reduce accidents, a five-point safety plan has been introduced for clients and temporary staff:

1/ Inspection of workstations for clients where Derichebourg Intérim Aéronautique has placed temporary workers;

2/ In-house safety orientation for temporary workers;

3/ Analysis of lost-time accidents, joint review with the client and implementation of action plans;

4/ Awareness-raising for temporary workers at the client's site or in-house on the prevention of occupational risks;

5/ Placement review (mid-term and final) for temporary workers:

- mid-term review: for temporary placements of more than three months,
- final review: for temporary placements of one to three months.

Until 2012, a single coordinator for the whole of France to manage the network of 11 branches, with one safety officer per branch.

In 2013, Derichebourg Interim Aéronautique decided to focus on the occupational health and safety of all its employees. This commitment is set out in its management policy. A safety coordinator team has also been set up, with France split into three regions:

- Vitrolles/Aix-les-Bains;
- Toulouse/Tarbes/Bordeaux/Rochefort;
- Paris/Roissy Charles de Gaulle/Nantes/Saint-Nazaire/Boves.

In 2013 and 2014, the management subsequently gave a written commitment to Carsat on a range of topics, setting clear and quantified health and safety targets.

This commitment was based on four priorities, three of which already exist:

- training permanent staff on occupational risk prevention to improve the sharing of information on risks identified by clients and the appropriate means of prevention;
- compiling a description of the client's workstations, especially if these are listed as posing specific risks for the health and safety of temporary employees, accompanied by an annual questionnaire;
- inspecting the workstations used by staff on temporary placements;
- analyzing all lost-time accidents.

In terms of safety training, the level of knowledge of permanent staff was found to be extremely mixed. The existing market offering was reviewed, however no solution or service was found that matched the Company's needs and organization.

Accordingly, a "bespoke" solution involving the creation of a package tailored to the business and organization emerged as the only possible option for training all branch employees and the branch safety officer, bearing in mind that this is usually the branch manager.

The training package was developed in partnership with the company Auxilium QSE and the health and safety team.

At the end of this phase, which took almost five months, the package was presented to Carsat Sud-Est and Midi-Pyrénées for an endorsement of the content.

A package that incorporated the key health and safety standards for temporary employment defined by Assurance Maladie and Prism'emploi had been one of the requirements stipulated by Carsat in order to secure its endorsement.

The training goals were based on the following Assurance Maladie standards:

1. to harmonize safety knowledge and practices;
2. to engage in dialogue with the client so that the employment contract incorporates a health and safety element;
3. to inform temporary workers about their temporary placement, as well as the related health and safety aspects;
4. to analyze incidents to build up a knowledge base of the client's risks;

5. to meet the requirements of the Derichebourg Intérim Aéronautique safety policy.

As well as the key regulatory aspects, the training package incorporates the Company's software, procedures and document libraries. The concepts covered are thus systematically linked to the operational aspects of the recruitment officer role.

Various exercises and case studies make the training more interactive. At the end of each module, an exercise or role-play tests the trainee's knowledge.

This means that, rather than learning passively, trainees are regularly called on to contribute throughout the module.

At the end of the training, trainees must complete a final questionnaire containing 50 questions.

If trainees answer less than 50% of the questions correctly, they will have to retake the course within a month based on one-to-one training with the safety coordinator, so that they can fill any knowledge gaps in accordance with the required standards.

All trainees are given a feedback questionnaire to evaluate internal trainers who are safety coordinators after completing the basic safety modules required by Carsat to become a health and safety trainer.

Two 14-hour training sessions spread over two consecutive days were initially held for all branch managers.

The safety officers then trained all recruitment officers individually or in small groups, thereby encouraging the exchange of ideas.

The training consists of four half-days spread over a one-month period.

This arrangement had a twofold objective:

- to allow better assimilation of the information;
- to cause minimum disruption to the day-to-day organization of the branches.

One of the advantages of this training is its flexibility, both in terms of planning and duration. The coordinators take branch constraints into account wherever possible. In addition, depending on individual requirements, the training may be spread over 14 or even 16 hours.

Each new recruitment officer or branch manager now receives this training within a month of joining the Company.

Within the temporary employment community, Derichebourg Interim Aéronautique is one of the organizations that devotes the most time to health and safety training for its branch personnel.

There is now a common core of health and safety knowledge shared by all recruitment teams. The recruitment officers are able to act much more independently in the sensitive area of workplace safety and regulation.

Some even put forward new suggestions on how to improve the tools used to raise awareness among temporary employees.

Employees who have completed the training and who answered more than 50% of the questions correctly receive a certificate.

Within the industry, this training is provided by training organizations over a seven-hour day, and only for certain branch employees.

Carsat Sud-Est acknowledged this significant financial and human investment, as well as the originality of the training deployment, with its invitation to the PREVENTICA trade event in Marseille on June 19, 2014.

Carsat Sud-Est suggested that Derichebourg Intérim Aéronautique give a presentation on the subject during their conference on occupational health and safety.

Updates to the tool are also dictated by regulatory changes, most recently the new legislation on onerous working conditions.

This training is here to stay; it is an intrinsic part of the Company's present and future. Training is an ongoing process, built around a dynamic platform that evolves and adapts – much like the Company – to the developments around it.

Quality of life in the workplace

Moreover, as part of measures to improve quality of life in the workplace, the Group launched an assessment process in February 2014 within the scope of its French companies (except Derichebourg Propreté which set about a similar process in 2013) based on a Quality of Life in the Workplace questionnaire.

The **participation** rate stood at **38%** (Derichebourg Propreté 10% participation rate in 2013).

The most notable findings were that **87%** of employees are **happy at work** (78% in Derichebourg Propreté), while over **90% feel proud to belong to the Derichebourg Group**.

When asked about **the working environment**, more than **89%** of Group employees felt **safe** at work, while in excess of **80%** considered that they **had the equipment needed** at their workstations.

Questions on **tasks/work**: this result is probably explained by the answers that **work is meaningful** (for more than **93%**), varied (more than **84%**), and offered **autonomy** (more than **81%**).

Training (>**86%**) and **clear requirements** (>**94%**) with **clear communication of explanations** where necessary (>**84%**) increased the **general** level of satisfaction.

Questions on **relations at work** (colleagues – supervisors): **friendly** working relations, both with **colleagues** (**89%**) and **supervisors (more than 80%)** illustrate the high overall support level in the workplace.

More than **90%** of the employees surveyed said they felt **successfully integrated as part of a team**.

Lastly, **work-life balance** was **very positive** for more than **89%** of respondents.

This survey will be carried out again for 2015/2016.

4.6.1.4.2 Overview of agreements signed with labor organization and employee representatives on health and safety at work

See 4.6.1.3.2.

4.6.1.4.3 Accidents at work, in particular, their frequency and severity, as well as occupational illnesses

	Environmental Services		Business Services		Holding Companies		Total	
	2015	2014	2015	2014	2015	2014	2015	2014
Lost-time accident frequency rate	53	51	26	28	11	5	32	34
Lost-time accident severity rate	~3	~4	~2	~2	~0	~0	~2	~2
Number of safety-trained employees	2,477	2,614	5,367	5,253	0	0	7,844	7,867

The frequency rate is the number of accidents with lost-time in excess of one day, divided by the number of hours worked, multiplied by 1,000,000.

The work-related accidents accounted for in the frequency rate are those that were notified by the competent administration during the period.

The data on work accidents are impacted by the uncertainties regarding the follow-up on absences (see note 4.6.1.2.2 on absenteeism) and the hours worked, where relevant.

The severity rate represents the number of days lost, divided by the number of hours worked, multiplied by 1,000.

The frequency and severity rates for business lines (2012 statistics) are presented in the table below:

Risk code	Frequency rate	Severity rate
747ZC Premises cleaning services	35.4	2.9
371ZB Recovery and recycling of ferrous metals	45.3	2.8

The number of occupational illnesses recognized by the sickness insurance fund, CPAM, over the period from October 1, 2014 to September 30, 2015 across consolidated Derichebourg Group companies was 46.

The number of days lost due to such occupational illnesses over the same period across consolidated Derichebourg Group companies was 3,629 days.

4.6.1.5 Training

4.6.1.5.1 Training policies implemented

The Derichebourg Group is developing a training policy, whose quantitative significance is proportional to the level of its workforce, based on enhancing internal resources through skills development, improving the professionalism of its teams so as to contribute to developing its businesses and related techniques, optimizing autonomy and employee loyalty, as well as raising business segment profiles among young people and referencing committed and effective training providers.

Training is part of the overall approach to strategic skills development. Instead of a reactive response, the Group's policy is to focus on Forward-looking Workforce and Skills Management to:

- match employees' skills with the needs of the Company;
- enhance the efficiency of organizations;
- plan ahead to meet future needs;
- guide the training policy and identify potential talent.

To do this, the Group has mapped its activities to target key competencies and has developed a comprehensive reference framework of competencies in the Group (there are currently about 300 reference frameworks covering operating, support, management tasks, etc.) allowing to evaluate the technical and behavioral skills of the entire workforce.

Tools and other media (IT systems in particular) are being deployed to conduct personnel evaluation interviews to assess their skills levels, effective professional behavior and identify potential talent.

Building on this procedure, the Group will organize more individualized training plans and optimize training expenditure, which will in turn promote the development of cross-sector career paths by reinforcing the acquisition of the relevant skills.

Supervisor training increased in the last three years. The Group introduced managerial courses, particularly in areas such as logistics, to strengthen Derichebourg's positioning in this segment. The objective of this type of course is to enhance managers' basic skills and improve their technical competencies to keep pace with changes in these sectors and ensure the long-term employability of employees.

Moreover, training aimed at improving core competencies was continued and enhanced. This type of training is offered to employees from diverse backgrounds to provide them with core skills useful in all types of situations, support them in the workplace and improve quality of life at work.

2 examples of training programs

Supporting managers is essential in an organization such as the Derichebourg Group.

With its different businesses, the entire organization is based on an operational approach with short supply chains.

Several projects have been developed for different entities:

- internal promotion and training of managers – Derichebourg Atis Aéronautique;
- management training program and checklist – Derichebourg Propreté.

Historically**, Derichebourg Atis Aéronautique** has focused on the internal promotion and development of its staff. To ensure the best professional development and identify talent, the HR Department has had to adapt its tools and make them more vocational, while at the same time supporting and enhancing the skills of its managers.

A new process has therefore been introduced as part of this approach:

- STEP 1 • Call for internal applications;
- STEP 2 • Candidate selection;
- STEP 3 • Identification of potential candidate;
- STEP 4 • Professional development of selected employees.
- **Step 1: Call for internal applications**

These were previously sent to managers and then posted on the website. Offers are now posted to the internal management tool "pl@nett", which has a wider audience and can be accessed by employees at any time.

- **Step 2: Candidate selection**

After applying, employees will be shortlisted for the next stage, which involves written and practical tests. Specific tests have been devised for each management level so that employees can be objectively assessed.

Following the tests, interviews are held with an HR representative and with operational staff.

The interviews are conducted based on a list of predefined questions.

- **Step 3: Identifying potential candidate**

Following the test and interview stages, "recruiters" analyze the results and select the candidate who has the best profile for the position. During the interviews, training needs will be identified so that future managers can be enrolled on a training program.

- **Step 4: Training program**

All shortlisted candidates are enrolled on the management training program according to the needs identified.

Management training program:

The management training program existed before this process was introduced.

However, it has been revised over the years to accommodate managers' needs.

The training program is tailored to each management level (line manager, department manager, etc.) so that it matches needs and expectations.

The Company has also taken into account organizational and "business" developments.

The Company has developed three types of training program:

- Management training

For line managers (team leader, activity manager, service delivery manager, unit leader, operation leader, department quality manager), on-the-job coaching with an eight-day training course is offered.

The following areas are covered:

- key concepts and tools for line management,
- conflict and stress management,
- professional interview techniques.

- Project management training

Department managers and service delivery managers can develop their project management skills. They are in regular contact with customers and need to know how to respond to, anticipate and model their expectations.

- Recruitment management training

The recruitment management course is aimed at all managers whose role requires them to recruit staff. This training course will give them the confidence to conduct interviews. It will also allow them to give stability to the recruitment process (in association with HR).

Impact

Introducing this process has had several positive impacts within the organization:

- consolidating and improving the stability of the internal recruitment process;
- developing and anchoring the ATIS manager's culture and identity through:
  - bespoke training developed with partners (training organizations),
  - systematic field presence: welcome message and Q&A session at the end of the training course with directors, HR and the health and safety representative;
- development of the continuous improvement process through feedback from managers => recap on areas of improvement sent to directors once a year:
  - stressful situations, e.g. being classified as a subcontractor, clarifying the scope of the assignment, time constraints, deadlines,
  - conflict situations, e.g. intergenerational conflict;
- the feedback in terms of the level of satisfaction and effectiveness of the training has been very positive.

Continuing with this approach, the aim of Derichebourg Atis Aéronautique is to develop its managers' project management skills, as well as introducing practical guidelines for DAA managers.

Management support is crucial within **Derichebourg Propreté**, since each manager has to manage a large number of employees. This management layer, composed of middle management and supervisors, is a performance lever for corporate governance.

Management training course:

To provide the best possible support for managers, a specially designed course was launched.

The course addresses the need to integrate new members of staff and provide management coaching.

The course is held over 12 non-consecutive days. It covers seven key topics, depending on the strategic focus of the General Management: sales, safety, management, labor law, quality, profitability, communication.

The investment in event coordinators and trainers, sometimes in-house, shows how important the Company considers management coaching to be.

This is driven by the fact that managers are the principal lever of change and/or development within the organization, and as such are essential to its performance.

As a follow-up to its management coaching program, the Company has published a guide entitled "BasiK RH". This document was created jointly by the various departments to provide operational staff with an HR "toolkit" that will standardize practices and provide a reminder of the processes in operation within the Company. This document, which is in the form of laminated sheets, contains information on the various HR rules and concepts in order to simplify the day-to-day tasks of its managers.

This tool covers the following topics:

- employee integration;
- employment contract;
- disability;
- working hours;
- disciplinary measures;
- IRP;
- training;
- payslips;
- occupational accident report.

They were chosen because they represent the topics that managers have to deal with most often, although some were developed in response to strict procedural requirements.

The different levers put in place are a reflection of the Company's willingness to support its teams on a daily basis. These tools contribute towards the Company's continuous improvement, and thus allow managers to develop and refine their techniques. Managers can assist in the Company's development, enabling it to cope with various changes while at the same time becoming more competitive.

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;
- difficulty in controlling the scheduling of training programs = heavy reliance 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:

- training leading to qualification: e.g. CQFM, Accreditation of Prior and Experiential Learning (APEL);
- regulatory compliance training: PART 145 and PART 21 (aeronautical sector), Safety, Health, Security, Standards, Legislation;
  - since its creation in 2009, DEF has developed its expertise in the provision of training leading to Aircraft Cabling qualifications (CQPM) and Aircraft Fitting qualifications (CQPM) for job seekers. Over 300 job seekers have been trained in Aircraft Cabling (CQPM): 92% were certified and 90% returned to employment,
  - over 430 job seekers have been trained in Aircraft Fitting (CQPM): 88% have been certified and 85% have returned to work,
  - since 2011, around 125 job seekers have been trained in CAD/CAM – CATIA V5: 85% have returned to work;

The partnership between Derichebourg Evolution Formation, the Association Castel-Mauboussin in Aéro-Compétences Méditerranée and the Var Chamber of Commerce *(Chambre des Métiers du Var)* is described in section 4.6.3.

4.6.1.5.2 Total number of training hours

	2015	2014
Number of training hours	178,937	158,247
Average number of training hours per year per person	6.4	5.6

The volume of training hours is an indication of the Group's commitment to training.

It does not reflect the number of hours of training organized *via* other avenues (such as professionalization periods) on which the Group's subsidiaries may focus their efforts in the light of specific lines of funding that they may have negotiated with their training fund collection organization (OPCA).

There may be significant variations from year to year in the volume of training hours delivered, due to deadlines for regulatory training – particularly on safety issues (accreditation, permits, etc.) – for a large number subsidiaries, especially in Environment Services.

The 20% increase in the number of training hours is the result of circumstances specific to certain subsidiaries.

4.6.1.6 Diversity and equal opportunities/equal treatment

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 growth of its business is underpinned by robust national commitments that are rolled out at local level as soon as possible.

By signing the Diversity Charter, the Derichebourg Group reaffirms its commitment to this key issue. Derichebourg signed the EU's Diversity Charter on October 23, 2014, marking the charter's 10th anniversary. The occasion was marked by the Managing Diversity in Europe event in Unesco, in the presence of France's Minister for Work, Employment and Social Dialogue, François REBSAMEN. This commitment comes naturally to Derichebourg as an international Group with 28,000 employees across the world from 82 different nationalities.

Ambitious action plans are under way, notably to counter disability, promote gender equality and to manage the age pyramid.

Sophie MOREAU-FOLLENFANT, the Group HR director, signed the charter. "This commitment confirms our intention of continuing and boosting measures at all levels of the Company to promote diversity, from hiring through to career management. The Group is firm in its belief that diversity constitutes a source of growth and dynamic performance in the Company".

This charter can be consulted at: http://www.charte-diversite.com/charte-diversite-signataire-derichebourg-5778.php

See Operation "Permis Sport Emploi"

The Group has set itself the goal of obtaining diversity accreditation in 2016.

4.6.1.6.1 Policy implemented and measures taken to promote gender equality

Number of women

	Managers		Non-Managers		Total	
In figures	2015	2014	2015	2014	2015	2014
Environmental Services	74	46	353	392	427	438
Business Services	300	269	13,475	13,723	13,775	13,992
Holding Companies	28	27	10	12	38	39
Total	**402**	**342**	**13,838**	**14,127**	**14,240**	**14,469**

Only 2.8% of managers are women (2.4% in 2014).

They represent 1.4% of the total workforce.

These figures have increased slightly from 2014.

Women who are not managers accounted for 49.4% of all employees (unchanged).

In Derichebourg Propreté, approximately 72% of jobs were held by women, a much higher percentage than that recorded for the economy as a whole.

In 2014, the average employment rate of women of working age (15-64) was 59.6% within the EU 28, compared with 70.1% for men; in France, for the same population, the figures were 61% for women and 68% for men in line with the rest of the sector (source: European Labour Force Survey – annual results 2014 – Eurostat).

In 2013, an average of 30.6% (Source Eurostat) of women in France were employed on a part-time basis and 7.2% of men (i.e. 18.6% of jobs). (source: European Labour Force Survey – annual results 2014 – Eurostat).

In 2015, eight agreements on the issue of diversity were signed (in addition to the nine already signed in 2014).

Gender equality agreements are based on four priorities: career promotion, pay, vocational training and work-life balance.

A change in attitudes is needed before any action can be taken. First, any old-fashioned stereotypes that still exist surrounding women working in the various trades will need to be tackled. There should be a collective awareness of the benefits of gender mainstreaming and equality.

As previously mentioned, the specific nature of the Cleaning business is illustrated by the fact that over 78% of its employees work part-time (mainly as cleaners).

Over 79% of these part-time employees are women.

Nearly 62% of the Company's employees are women who work part-time.

(source: Derichebourg Propreté gender equality report, September 30, 2014.)

4.6.1.6.2 Policy implemented and measures taken to promote the employment and integration of people with disabilities

Number of disabled employees

	Managers		Non-Managers		Total	
In figures	**2015**	2014	**2015**	2014	**2015**	2014
Environmental Services	12	11	95	122	107	133
Business Services	29	27	606	726	635	753
Holding Companies	0	1	2	2	2	3
Total	**41**	**39**	**703**	**850**	**744**	**889**

The data reported above is understood in relation to the number of employees with recognized disability status (RQTH in France) in the Group and does not cover the concept of the legal obligation for French companies with 20 or more employees to employ disabled people for at least 6% of their workforce.

Through its Mission Handicap disability program, Derichebourg has drawn up a practical and ambitious plan of action aiming to commit the Company wholeheartedly to a contractual labor policy supporting the professional integration of disabled employees.

Actions are organized around five priority areas: recruiting, retention in employment, collaboration with the sheltered employment sector, personalized support, and training/awareness, particularly by:

- maintaining the employment rate of workers with disabilities above the statutory target of 7.16% for the Cleaning business and 6.15% for the Group as a whole (adjusting for sites subject to the statutory employment requirement of 6%);
- 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; relations with disability-friendly companies. Several Group companies have developed co-contracting partnerships with disability-friendly companies, ranging from courier services (Ulteam), linen services (DSI), printing and stationery supplies (Derichebourg Propreté – Derichebourg Environnement – Purfer – Atis Aéronautique), groundskeeping, workwear (ESKA) and translation (Atis Aéronautique);
- pursuing an active training policy.

The project uses local liaison workers in the Group's various occupations, 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.

- The Group is involved with various events designed to improve communication and help change attitudes towards disability.

Having won a prize which was awarded jointly to Intérim Aéronautique and the Group's aeronautical occupations training center for their approach to recruiting, training and integrating disabled people to work at the client Eurocopter, the Group is now supporting the PEPITH prize initiative *(Prix Européen Pour l'Insertion des Travailleurs Handicapés)* by sitting on its official jury.

The "Aéro-club de France" and "Aéro-club Paul-Louis Weiller" and "Castel-Mauboussin" associations wanted to bring back the old President of the Republic Prize, which was awarded to aviation pioneers before the war. In 1933, it was awarded to Mr. Pierre Mauboussin for his Paris-Saigon raid.

Now brought up to date, this Prize is awarded to players in the business and voluntary sector and those working for local authorities and hospitals who have made a special contribution to affording disabled people access to employment in the French and European aeronautical industry.

The aim of PEPITH is to promote current and future initiatives by celebrating measures that have already been successfully introduced as well as by supporting the implementation of exceptional occupational training or innovation projects aimed at making jobs more disability-friendly.

On December 17, 2014, the prize was awarded by the Minister for Work, Employment and Vocational Training, Mr. François Rebsamen, at the Ministry itself.

The Group is also a member of the *Réseau Égalité Île-de-France*, the Greater Paris Region Equality Network, and regularly take part in *Handicafés* designed to facilitate meetings between the Company and disabled job seekers.

The Derichebourg Mission Handicap was present at the Paris Jobs Fair – Disability Section on October 2 and 3, 2014. Job seekers with disabilities had the opportunity to submit their CVs, learn about a range of jobs, and take part in preliminary interviews. Applicants' CVs will be included in a dedicated CV bank, which is available to the HR managers in the Group for their recruitment campaigns.

4.6.1.6.3 Employment of seniors

Number of employees over 55 years of age

	Managers		Non-Managers		Total	
In figures	**2015**	2014	**2015**	2014	**2015**	2014
Environmental Services	75	61	689	706	764	767
Business Services	76	68	4,389	4,100	4,465	4,168
Holding Companies	19	18	2	3	21	21
Total	**170**	**147**	**5,080**	**4,809**	**5,250**	**4,956**

A number of collective agreements and action plans, now replaced by collective agreements or action plans under the generation contract, were drawn up in consolidated Group companies in France to increase the employment rate of seniors, in particular, by carrying out "second half of career" interviews (from 45 years of age), by giving priority access to training aimed at continuing the development of professional skills throughout an employee's entire career and improving the employability of Group employees, and by commitments to keeping the over-55s in employment.

The percentage of those aged 55 and over rose slightly from 18% to 18.7% of the workforce between 2014 and 2015. This represents a 6% increase in volume.

In Europe (EU 28), the rate of employment of people aged between 55 and 64 stood at 51.8% in 2014, up 2.9 on 2012.

In France, the participation rate of 50- to 64-year-olds stood at 62% in the fourth quarter of 2013: 58.6% for women and 65.6% for men.

(source: DARES analysis on *Emploi, chômage, population active en 2013*, published in July 2014.)

4.6.1.6.4 Policy implemented and measures taken to combat discrimination

Aspects of the fight against discrimination include commitments to employ seniors and those with disabilities as well as to reduce gender inequality. These aspects are explained in 4.6.1.6.1, 4.6.1.6.2 and 4.6.1.6.3. They demonstrate the Derichebourg Group's fidelity to its commitments.

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 business activities and, in particular, to:

- refrain from all forms of discrimination in the recruitment and management of personnel and promote equal opportunity policies. The creation of the Mission Handicap disability program is part of this aim;
- fight against corruption and demand integrity, while also combating discrimination on cultural and ethnic grounds;
- refrain from the use of mental or physical coercion;
- adhere to current legislation on working hours, compensation, training, union rights, and health and safety;
- acknowledge employees' right to freedom of expression;
- guarantee a policy of respectful dialogue between management and labor unions.

Rich in cultural difference (with more than 80 nationalities represented in its workforce), the Group lays strong emphasis on recognizing difference and capitalizing on the strengths of diversified teams (in terms of age, occupation, origin, gender, disability, etc.) to improve performance, notably by introducing a training program dedicated to managing multiculturalism.

These commitments, evidenced by the adoption of the Diversity Charter and the Business and Neighborhoods Charter signed on April 1, 2015, as well as the adoption of the Global Compact, will be reaffirmed as part of the diversity accreditation process.

4.6.2 Environmental information

4.6.2.1 General environmental policy

4.6.2.1.1 Company organization taking environmental issues into consideration and, where appropriate, environmental assessment or certification initiatives

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 amount of energy compared with the primary production of such metals, with up to 92% for aluminum and 58% for steel (source: Report on the economical benefit of recycling, Bureau of International Recycling). In this way, the Group is helping to reduce greenhouse gas emissions, as detailed in paragraph 4.6.2.4.1.

For almost ten years, each regional subsidiary in France has had an Environmental Contact Person (reporting to the Environmental director), who liaises with the relevant authorities (Dreal, prefectures, water agencies, local councils, waterways, associations, etc.) in order to:

- check that the Group's business activities are conducted in accordance with current legislation and regulations (operating licenses), as poorly managed recycling activities can cause pollution;

- learn about regulatory changes;
- ensure that facilities are supervised and releases to the environment are monitored and controlled;
- train and inform colleagues about best practice.

Likewise, operations are often conducted on land with an industrial past, whose history is not always available. Where necessary, soil surveys are conducted in application of regulatory changes.

In Derichebourg Multiservices, environmental issues are managed by the Quality, Safety and Environment (QSE) Department and form an integral part of each company's general policies. QSE contacts within the various entities are responsible for implementing environmental initiatives and have the role of:

- ensuring compliance with regulations;
- responding to client demands (external audits, evaluation questionnaires, etc.);
- implementing the sustainable development policy.

The Management at Derichebourg Multiservices signed the UN Global Compact in 2013. This constitutes a commitment to align its operations and strategies to the ten principles relating to human rights, labor regulations, the environment and anti-corruption. By signing this compact, Derichebourg Multiservices is publicly announcing its commitment to these universal principles. A "CSR summary" has been drafted; this meets the requirement for CSR progress reports to be published as part of the adoption of the Global Compact.

The CSR strategy launched in 2013 by Derichebourg Propreté will be examined as part of a broader strategy to include all businesses of Derichebourg Multiservices. This process will get under way in October 2015.

Certification efforts

The Derichebourg Environnement business remains committed to the certification of its logistical and industrial recycling sites. The position at the end of the 2014/2015 fiscal year was essentially unchanged from the prior year as follows:

- ISO 9001: 64% of sites; 57% of business expressed in terms of sales;
- ISO 14001: 20% of sites; 8% of business expressed in terms of sales.

The Derichebourg Group also has an internal network of sites approved for the handling, storage, decontamination and dismantling of end-of-life vehicles, otherwise known as ELV Centers, as well as shredding facilities approved for the destruction of end-of-life vehicles. In France, to protect the environment and comply with EU directives, the Environmental Code requires a license to be obtained from the prefecture for sites that handle end-of-life vehicles.

In France, for example, Derichebourg has:

- 75 approved ELV Centers, or 60% of Derichebourg's operations in the country;
- 20 approved ELV shredding facilities, or 100% of the Group's ELV sites in France.

As a major player in the processing of WEEE in France, the Derichebourg Group has obtained certification for its sites according to the European standard WEEELABEX. Four treatment sites have been certified to date.

Business Services has obtained the following certifications:

- ISO 9001: 57% of business of Derichebourg Multiservices (Derichebourg Propreté, Derichebourg Energie, Derichebourg Eclairage Public Derichebourg Service Industrie, DTMN, Derichebourg Atis Aéronautique, Derichebourg Atis GMBH, Derichebourg Atis Iberica Derichebourg Intérim Aéronautique, Selmar SA, Derichebourg Multiservizi, République Tchèque Propreté, Derichebourg Maroc); 90% of business in 2014. The reduction in the number of ISO 9001 certifications since 2014 is due to the fact that temporary employment certification has been suspended. Following a change in management of this company, the Quality Department has been reorganized and the system reviewed. Furthermore, new activities have been created and are in the process of being certified;
- OHSAS 18001: 28% of business of Derichebourg Multiservices (Derichebourg Propreté, Derichebourg Milieux Sensibles, Selmar SA, Derichebourg Multiservizi, République Tchèque Propreté); 28% of business in 2014. This decrease is due to the creation of new businesses that are in the process of being certified;
- ISO 14001: 4% of business of Derichebourg Multiservices (Derichebourg Propreté – Valenciennes branch, Derichebourg Energie, Derichebourg Service Industrie, République Tchèque Propreté, Selmar SA, Derichebourg Multiservizi, Derichebourg Energie and Derichebourg EP); 9% of business in 2014. This decrease is due to the creation of new businesses that are in the process of being certified;
- MASE (Companies' Safety Improvement Manual): Derichebourg Propreté (25% agencies certified); and DTMN;
- SA 8000 (social responsibility standard): Derichebourg Multiservizi;
- certification of approval for activities related to phytopharmaceutical products: Derichebourg Propreté (10 agencies were certified in 2014-2015 compared with one the previous year), Derichebourg Espaces Verts or 100% of the business;
- Cefri (French Committee for the certification of businesses involved in training and monitoring employees working with ionizing radiation): Derichebourg Propreté (three branches certified) and Derichebourg Services Industries, i.e. 100% of the activity in question;
- EN 9100 (certification of quality management systems in the aerospace and defense industries): Derichebourg Atis Aéronautique and Derichebourg Atis GmbH (100% of the scope concerned).

ISO 9001 (quality management certification) provides the assurance that the management system in place aims to meet the requirements of Group customers, and proves that a continuous improvement system has been put in place within the Company.

ISO 14001 provides the assurance that a management system is used to identify and manage the Company's environmental impacts. It covers all environmental impacts: waste, noise, greenhouse gases, energy, subsoil, etc.

OHSAS 18001 guarantees that an occupational health and safety management system has been put in place. The aim of the standard is to improve risk management to reduce occupational accidents, comply with laws in force and improve performance.

MASE certification consists of implementing the provisions aimed at reducing risks in the workplace. This certification is required in particular for service providers working for customers in the chemical and petrochemical industries.

SA 8000 is a social responsibility standard to defend decent working conditions. It provides a framework for companies to improve communication with stakeholders. SA 8000 is a code of conduct for employers focused on the social aspects of sustainable development.

In addition to ISO 9001, EN 9100 standards add specific requirements for the aerospace sector.

4.6.2.1.2 Environmental protection training for employees

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

Environment training and awareness raising

	Number of employees trained in good environmental practice	
In figures	**2015**	2014
Environmental Services	697	663
Business Services	806	6
Total	**1,503**	**669**

Environment training primarily addressed management and handling of chemical products, triggering of radioactivity detection and fire control.

For the Business Services division, staff have been trained in the use of plant protection products as well as in QSE, in accordance with current regulations.

4.6.2.1.3 Resources focused on the prevention of environmental risks and pollution

The prevention of environmental risks and pollution begins with rigorous management of incoming waste across the Group's 250 sites internationally. Waste which cannot be handled by the facilities in question is refused or sorted so that it can be sent to the appropriate facility.

The second aspect involves the proper management of production sites and, in particular, controls on emissions such as dust by means of regular maintenance of rolling and handling surfaces.

The third aspect involves the treatment of flow channels and, in the first instance, atmospheric and water emissions. The Group strives to use the best techniques available to deal with these two issues and to monitor emerging techniques.

Through its involvement in the European recycling federation (www.efr2.org – ESG page), Derichebourg Environnement is part of the working group set up by the European Commission to revise the BREF (**B**est Available Techniques **REF**erence Document), particularly the section on Mechanical Treatment of Waste.

This document addresses three issues of particular importance for Derichebourg Environnement: crushing of end-of-life vehicles (ELVs), large cooling household appliances (refrigerators and freezers), and the preparation of fuel from waste. The purpose of the document is to harmonize environmental performance in facilities in Member States of the EU and to provide a technical guide for operators.

The working group comprised close to 150 experts with representatives from the Environment Ministries of the Member States, several European federations (including the EFR), as well as members from the Joint Research Centre (JRC), which reports to the European Commission. The working group is tasked with inventorying technologies currently being used in the industry and their emissions, defining best practices, listing up-and-coming techniques and setting Derichebourg target emissions limits for discharges into the air and water to be complied with by all facilities.

Bringing its expertise and international vision, the Derichebourg Environnement Group is an active participant in this work and is fully committed to ensuring the Company is at the cutting edge of best environmental protection practices.

The working group is expected to wrap up its work at the end of 2015 or early in 2016. Recommendations will be implemented in the Member States and an appropriate oversight system of facilities will be introduced.

Environmental-related investment

The table below summarizes environmental investments for the entire Environmental Services business.

In millions of euros	**2015**	2014
Soil protection	1.8	1.7
Waste management	1.2	1.0
Treatment of waste water and rain water	0.8	0.0
Fire prevention	0.1	0.9
Noise reduction	0.0	0.0
Radiation protection	0.0	0.0
Creation of green spaces	0.0	0.0
Air protection	0.1	0.3
Total	**4.0**	**4.0**

Furthermore, environmental-related expenditure (waste analysis, analysis of environmental pollution, servicing and maintenance, etc.) amounts to almost €1.8 million a year.

4.6.2.1.4 Amount of provisions and guarantees for environmental risk

Provisions for environmental risks changed as follows:

In millions of euros	**2015**	2014[1]
Environmental Services	11.1	11.5
Business Services	0.0	0.0
Holding Companies	0.0	0.0
Total	**11.1**	**11.5**

(1) The 2014 financial statements were restated following the reversal of unused provisions for pollution abatement.

The effects of the obligation introduced by Decree No. 2012-633 of May 3, 2012 on the requirement to set up financial guarantees to cover upgrading safety levels at certain classified environmentally-sensitive facilities were apparent as of July 1, 2012. On this date, classified facilities that are required to produce a theoretical guarantee in excess of €100,000, calculated according to the method set out in the Order of May 31, 2012, as amended by Decree No. 2015-1250 of October 7, 2015 raising the threshold from €75,000 to €100,000, had to deliver a guarantee by a financial establishment to the State. The amount of guarantees issued as at September 30, 2015 was €709,000. However, this figure looks set to rise to around €3 million in future, as the Regional Directorates of Environment, Planning and Housing (DREAL) examine the various case files and the regulations tighten.

4.6.2.2 Pollution and waste management

4.6.2.2.1 Measures to prevent, reduce or make good atmospheric, water and soil emissions with a serious impact on the environment

In its Environmental Services, the Group has laid concrete slabs over the vast majority of the area of its sites to prevent soil pollution. It also has run-off water collection and treatment facilities. It believes these measures are sufficient to effectively limit soil pollution.

All of the Group's sites are licensed by the relevant prefectures or local authorities. Such licenses, or where not applicable, current regulations, set the authorized atmospheric and water emission limits, as well as permissible levels of noise pollution.

The nature of the emissions being treated, which are essentially non-hazardous, reduces the risk of environmental damage. Furthermore, the subsidiaries' environmental liaison officers, in conjunction with site managers, ensure full compliance with emission limits.

The only hazardous waste handled at Derichebourg sites are end-of-life (ELV) vehicles and their components, as well as waste electrical and electronic equipment (WEEE). Dangerous elements (fluids, capacitors, batteries, etc.) are removed prior to recovery operations in accordance with the legislation in force. They are then sent to the appropriate treatment facilities. The Group's various sites handling this waste are all approved and/or certified to perform these operations.

For Multiservice companies, the main discharges are CO_2 emissions linked to vehicle transport or the use of heavy plant. The preventive measures are detailed in section 4.6.2.4.1 on greenhouse gas emissions.

Other possible releases to the soil are accidental and are linked to:

- the storage of cleaning products for the Cleaning business, which involves the use of cleaning products. These products are stored in such a way as to avoid any environmental risk. Specific instructions are given to staff using auto washers to observe effluent discharge zones at customer sites;
- Derichebourg Propreté and Derichebourg Espaces Verts use plant protection products (PPPs) for their groundskeeping activities. Certification and approval authorizing the use of these products has been obtained. For this reason, a system for managing the use of PPP has been introduced and is subject to regular audit, in accordance with regulations. Anti-pollution kits are available to PPP users in case of product spillage.

Derichebourg Aqua is developing a technique for removing xenobiotics from medical waste water (during drug manufacture or in oncology departments at hospitals). At present, there is no waste water treatment in operation that treats these molecules. Derichebourg Aqua is working towards implementing its process on an industrial scale.

4.6.2.2.2 Waste prevention, recycling and elimination measures

The Environmental Services division is specifically involved in recycling and processing end-of-life products (and waste production).

In accordance with the requirements of European directives on end-of-life vehicles (ELVs), the Environmental Services has hit current targets in Europe.

For all of its ELV centers in France, the Group achieved an average performance for 2014 of 83% for recycling, compared with a target of 80%, and 92% for recovery, compared with a target of 85%, regardless of the intaking ELV.

The Group is preparing to meet 2015 targets, country by country, (95% recovery, 85% of which recycled and re-used).

Turning to the targets set for processing Waste Electrical and Electronic Equipment (WEEE), the Group has achieved the following average performances in the sectors in which it operates:

- Large cooling household appliances (refrigerators and freezers): 90% recycling compared with a target of 75% (97% recovery compared with a target of 80%), through the use of dedicated tools ensuring optimum recovery of the plastics and polyurethane foam contained in the insulation panels;
- Small appliances (computers, stereos, small household appliances, etc.): 83% recycling compared with a target of 60% (86% recovery compared with a target of 73%), mainly through advanced pollution control measures and recycling of plastics, which account for almost 35% of flows;
- Other large household appliances (dishwashers, ovens, water heaters, etc.): 78% recycling compared with a target of 75% (89% recovery compared with a target of 80%), through efficient recycling of the concrete counterweights on washing machines (which represent up to 30% of the machine), and plastics from these appliances.

For several years, the Derichebourg Group has invested heavily in this area, resulting in a gradual reduction in the amount of waste placed in storage centers and the development of various recycling possibilities: sorting and recycling of plastics; recovery of alternative fuels in incinerators or cement works, production of by-products from mineral waste in accordance with specifications for public works.

The table below provides details of the volume of fluff (light shredding residue) not sent to landfill:

In thousands of tonnes	2015	2014
Fluff (light shredding residue) released by operating sites	306.9	317.8
Fluff sent for recycling	83.2	65.9
Proportion of fluff sent for recycling	27%	21%

For information, the volume of fluff sent to landfill was 12.5% of the total volume input to shredders in 2015.

Business Services generates non-hazardous waste for the most part.

Waste treatment involves:

- the reduction of waste generated by the Group's activities. Derichebourg Propreté, in partnership with its suppliers, uses hyperconcentrated solutions to minimize product packaging;
- the treatment of hazardous waste (WEEE, light bulbs, packaging waste, paint, etc.) is compliant with the regulations through specific waste-treatment facilities. Refrigerants generated by the Energy business are returned to the supplier, who generates a waste tracking document. Light bulbs and lamps are the subject of an agreement with eco-organizations (Recyclum) or companies specializing in the collection and treatment of hazardous waste (Chimirec).

Derichebourg Multiservices offers solutions to assist customers with their waste management. Derichebourg Propreté offers waste sorting solutions to help its customers manage their waste. Derichebourg Énergie generates internal waste tracking documents at source. At the request of its customers, the waste is then taken to waste sorting centers. The separated waste is then recycled.

4.6.2.2.3 Consideration of noise pollution or any other form of pollution specific to a particular activity

Noise pollution is a possibility in relation to the handling and recycling of scrap metal. This issue is carefully monitored by subsidiary and site managers alike. The choice of location for operations, preferably in industrial areas, is fundamental. Housing developments or the possible incorporation of the Group's operations into an urban, or suburban, environment sometimes mean that specific working procedures have to be used with the construction of noise walls in the proximity of the main sources of the noise. In some cases, the shredding unit is completely enclosed and the operating site is fully, or partially, surrounded by noise walls. Furthermore, the majority of sites do not operate at night. Finally, the Group provides its staff with hearing protection such as ear defenders and earplugs.

In the Cleaning business, consumption of chemical products is reduced by training employees in how much product to use, by respecting waste water discharge areas and using eco-labeled products (use of these products now accounts for over 20% of product purchases). Furthermore, alternative non-petrochemical based products (especially water-activated solutions) are used at some sites.

The Multiservices business ensures that it complies with European REACH (registration, evaluation and authorization of chemical substances – EC regulation No. 1907/2006) regulations by working closely with suppliers certified as being REACH-compliant. In the Cleaning business, suppliers complete a data monitoring file for the products used in the Company.

4.6.2.3 Sustainable use of resources

4.6.2.3.1 Water consumption and supply in line with local constraints

The Group's consumption is low compared with other environmental issues. Annual consumption is less than 200,000 m^3.

4.6.2.3.2 Consumption of raw materials and measures taken to improve the effectiveness of their use

A total of 3,100 tonnes of raw materials were consumed by the Environmental Services business, including silicon purchased to make secondary aluminum and specific raw materials such as magnetite or ferro-silicon to manage flotation units that separate non-ferrous metals using the difference in density.

Nearly all the materials used in the Environmental Services division are generated by end-of-life products (shredder residues).

Business Services does not use any raw materials.

4.6.2.3.3 Energy consumption, measures taken to improve energy efficiency and use of renewable energy

4.6.2.3.3.1 Electricity consumption

	Electricity consumption	
In GWh	**2015**	2014(1)
Environmental Services	103.9	109.9
Business Services	4.8	3.2
Holding Companies	0.5	0.5
Total	**109.3**	**113.7**

(1) The 2014 data have been restated following the adoption of IFRS 10 and 11.

Total Electricity consumption is significant for shredding, shearing and operating the aluminum refinery. It fluctuates according to the level of business.

4.6.2.3.3.2 Consumption of fossil fuels

	Fuel consumption *In millions of liters*		Gas consumption *In millions of cubic meters*	
	2015	2014(1)	**2015**	2014(1)
Environmental Services	24.6	25.8	7.9	8.9
Business Services	2.5	2.0	0.1	0.3
Holding Companies	0.0	0.0	0.0	0.0
Total	**27.1**	**27.8**	**8.1**	**9.2**

(1) The 2014 data have been updated following the adoption of IFRS 10 and 11. Gas consumption for Germany has been corrected.

The reduction of cubic meters of gas is due to the non-renewal of the Polyurbaine contract.

Fuel is mainly used:

- in Environmental Services, for worksite vehicles and equipment and trucks used to collect end-of-life products and deliver secondary raw materials;
- in Business Services, for operating vehicles (close to 1,200 vehicles).

Gas is mainly used:

- in Environmental Services, for refining aluminum and the use of Natural Gas for Vehicles (NGV) by Polyurbaine. The 2015 data only include "energy" gases and exclude gases used for torch cutting, consumption of which is not significant on a Group scale.
- in Business Services, to heat buildings and for load lifting vehicles.

To improve their energy efficiency, and thus optimize fuel consumption to avoid over-consumption, Derichebourg Multiservices has put in place specific procedures: monthly monitoring of fuel consumption, user notification from the branch manager, notification thresholds, route optimization, driver training on eco-driving techniques, geolocation of shifts.

4.6.2.3.4 Land use

Derichebourg Environnement operates its business in Europe and in the Americas across around 400 hectares of land, the majority of which comprises sealed areas connected to a waste water network. The remainder comprises land reserves, green spaces and buildings.

4.6.2.4 Climate change

4.6.2.4.1 Greenhouse gas

4.6.2.4.1.1 Greenhouse gas emissions

Derichebourg Environnement mainly uses electricity as a source of power for its recycling units. As over 50% of production is in France, the Group has a low level of greenhouse gas emissions due to the French energy mix which mainly comprises nuclear and renewable energies.

Regarding transportation, the Group has, for some years, favored transport by sea or waterway, which is cost-effective and helps to protect the environment. In recent times, new worksites have been positioned near waterways: Furthermore, developing transport *via* waterways is a priority area for growth. Houston (New Terminal), Nantes Cheviré, Gennevilliers, etc.

The Group is particularly proud of its relations with the French Waterways Agency (VNF), with whom it works to transport WEEE from French overseas territories as well as shredded ferrous scrap.

CO_2 emissions are broken down into:

- Scope 1: Direct greenhouse gas emissions stood at 84,679 tonnes of CO_2 equivalent;
- Scope 2: Indirect emissions associated with electricity consumption stood at 19,514 tonnes of CO_2 equivalent;
- Scope 3: Other indirect emissions stood at 20,765 tonnes of CO_2 equivalent.

Fuel consumption for road freight was the main item to have an impact.

Fuel consumption was the main item to have an impact.

The main generator of greenhouses gases at Derichebourg Multiservices is travel. Accordingly, the Company has introduced a range of initiatives to reduce fuel consumption:

- the listing by Purchasing of three automotive suppliers based on environmental criteria, such as solutions to promote eco-driving (limiting vehicle speed to 130 km/h, instructional driving style analysis kit as standard, etc.), the reduction of emissions and the choice of suitable engine size. The Company started to update its fleet of almost 1,200 vehicles in 2013 in a process that will take five years;
- raising employee awareness of eco-driving;
- encouraging employees to use tele-conferencing whenever possible;
- regular vehicle servicing;
- use of electric or hybrid vehicles for some specific services;
- increased use of carpooling or public transport wherever possible.

Moreover, it helps to improve service quality and monitoring by area managers and the support teams, reduce the administrative workload and improve working conditions and safety standards for our teams.

Derichebourg Énergie helps its customers to reduce greenhouse gas emissions by advising them on phasing out ozone-depleting gases (R22, banned from use since January 1, 2015) and replacing the refrigeration units that use this gas. In addition, personnel are trained in refrigerant handling techniques to prevent leaks.

4.6.2.4.1.2 Greenhouse gas emissions prevented due to Recycling

Derichebourg Environnement puts around 480,000 tonnes of non-ferrous metals on the market every year, including 41,000 tonnes of aluminum ingots as well as 3.2 million tonnes of ferrous scrap metal.

Producing one tonne of steel from iron ore in a blast furnace represents around 1.7 tonnes of CO_2 equivalent, compared with 0.7 tonnes of CO_2 equivalent for one tonne of steel made from ferrous scrap in an electric furnace. The energy gain resulting from shredded and ferrous scrap is, therefore, considerable: scrap metals placed on the market by the Group, mainly used by electric steelworks, contribute to CO_2 emissions savings of around 2.5 million tonnes compared with the blast furnace process. Likewise, the Group's aluminum ingot production saves around 140,000 tonnes of CO_2 compared with the production of an equivalent volume of aluminum from bauxite, and other non-ferrous metals used in production processes enable savings of around 400,000 tonnes.

These data were estimated using the Report on the Environmental Benefits of Recycling issued by the Bureau of International Recycling and by using a fixed energy efficiency ratio of 80% (100% for aluminum ingots).

4.6.2.4.2 Adapting to the consequences of climate change

With the exception of the Houston site, which is exposed to seasonal cyclones, and some riverside sites in Europe, the Group believes it has very little exposure to the consequences of climate change.

4.6.2.5 Protection of biodiversity

4.6.2.5.1 Measures taken to develop biodiversity

4.6.2.5.1.1 Instances where operations are conducted in zone Natura 2000

Where the Group has facilities in sensitive areas, tougher environmental protection measures are implemented, such as a complete water treatment plant at the Marignane (13) shredding site.

4.6.2.5.1.2 Derichebourg Multiservices

As part of its Espaces Verts business, Derichebourg Multiservices has set up hedgehog boxes and bug hotels at some of its clients' premises.

When the use of exotic wood (terraces, decking, etc.) is required, FSC certified wood is used to ensure that it is responsibly sourced.

The Cleaning business uses eco-certified products or low-toxicity alternatives, which now account for more than 20% of product purchases. The frequency of chemical weed control has been reduced while the use of mechanical weed control has increased.

4.6.3 Societal information

4.6.3.1 Regional, economic and social impact of the Company's operations

4.6.3.1.1 Employment and regional development

The Group supports economic development in the regions in which it operates and makes firm commitments to integration in the employment eco-system.

- As a result of its considerable experience in occupational training and inclusion in the Toulouse region, Derichebourg Évolution Formation is involved in opening a new training center with the aim of expanding the range of aeronautical training courses available in the Provence Alpes Côte d'Azur region, home to the third largest aerospace and defense center in France, as well as in Picardy, near the Stélia plant in Méaulte, by offering retraining for former Goodyear employees and job seekers.

- Derichebourg Évolution Formation and the Castel-Mauboussin association, which sets up training and occupational inclusion networks for disabled people within the aeronautics industry, have come together to duplicate its training initiatives in the Provence Alpes Côte d'Azur region, at the special request of one of the Group's clients, a leading player in the aeronautical industry. Hence, on October 19, 2012, the Castel-Mauboussin association and Derichebourg Évolution Formation created a new association called Aero-Compétences Méditerranée, which aims to develop aeronautical training programs both on the ground and in the air. These two groups have been working together for several years and share a common desire to encourage people with disabilities to work in the aeronautical industry.
- A partnership agreement was signed by Aéro-Compétences Méditerranée and the VAR Chamber of Commerce *(Chambre des métiers et de l'artisanat)* on April 3, 2013 and renewed on September 27, 2013 for 2014, with the aim of bringing together the different parties' skill sets, to transfer, as far as possible, their engineering training, share their know-how and benefit from logistical support.
- An initial Aircraft Fitter training session took place at the premises of the Seyne sur Mer IPFM in July 2013. The second session ended in mid-April 2015, while the third session will start on October 5, 2015.
- By offering training as part of regional employment initiatives, establishing partnerships with the *Conseil Régional*, the regional division of the *Pôle Emploi* (Job Center) and a number of training fund collection organizations (OPCA), the training is designed to facilitate a speedy return to the workforce: the rate of return to long-term employment is around 75%.
- The Group also actively participates in the business sponsor clubs established by the network formed to combat exclusion in France, the *Fondation Agir Contre l'Exclusion* (FACE) with Derichebourg Intérim Aéronautique in the Adour region (FACE Pays de l'Adour), and Polyurbaine in the Seine St Denis region (FACE 93).
- The Group is also a member of the *Réseau Égalité Île-de-France*, the Greater Paris Region Equality Network, and regularly takes part in *Handicafés* designed to facilitate meetings between the Company and disabled job seekers.
- More than 30% of the hours worked by Polysotis in Paris are through employment integration programs.
- The Company undertook to give priority to recruiting employees with difficulty accessing the labor market and resident in the area in which it operates for the start-up of Derichebourg Océan Indien's Casud contract in July 2014. The Company works consistently with a local temporary employment access agency and has already started the process of recruiting for a future collection crew position.
- Derichebourg Propreté insists on detailed procedures for the enforcement of labor clauses both with its public-sector and private-sector clients.
- Derichebourg Intérim et Recrutement takes part in a quarterly employment forum and participated in 49 employment fairs in 2014. This policy of active involvement helps to find employment for the long-term unemployed, especially under contracts that include an access-to-employment clause.
- Derichebourg Propreté has embraced this approach, signing the Business and Neighborhoods Charter on April 1, 2015 as a demonstration of its commitment to establishing an economic and social partnership network to benefit disadvantaged communities, and introducing the role of diversity officer to provide leadership on and coordinate diversity-related issues (e.g. disability, gender equality, social inclusion, older workers, mentoring, etc.), with a three-year roadmap of joined-up actions and events.

4.6.3.1.2 Local populations and communities

Derichebourg Environnement generates significant transport flows in connection with collection and reception of materials, as well as for bulk product sales.

Furthermore, the noise, aesthetics and safety of the operating sites are all issues which concern local communities. The sites strive to be good neighbors and to foster constructive dialogue with local associations.

4.6.3.2 Relations developed with individuals or organizations affected by the Company's business

4.6.3.2.1 Basis for dialogue with such individuals or organizations

The Derichebourg Group is very involved in the professional federations representing its industry in France (Federec – Federation of Recycling Companies and Fnade – National Federation of Waste Management), in Europe (EFR and Eurometrec) and at the BIR – International Bureau of Recycling.

In particular, Derichebourg leads the way in France and in Europe, when it comes to shredding. It is also very much involved in grassroots initiatives such as the fight against illegal trade networks and the discontinuation of cash payments for metal in Europe. Derichebourg represents the French industry at ministerial meetings on recycling End-of-Life Vehicles and WEEE. At European level, together with the European Commission, Derichebourg is involved in drafting reference documents on Best Practices in waste management and recycling. Involvement in BIR meetings helps to give the Group an international perspective of markets and technologies.

All of these initiatives enable Derichebourg to anticipate the impact of regulatory and technological changes as well as market trends.

Derichebourg Propreté is a member of the employers' organization representing the industry, the Federation of Cleaning Companies (FEP), *via* membership of Genim which is the specific chamber of the FEP dedicated to large companies. The Company is, therefore, closely involved in the work carried out by the FEP, in particular, due to its participation in the commissions and working groups set up by the employers' organization: the National Sustainable Development Committee, the Employment Commission, the Training Commission and the Labor Relations Commission.

Furthermore, the Cleaning division's Human Resources Department has special relationships with the departments responsible for the Cleaning industry within Opcalia, the training fund collection organization.

It is also implementing training initiatives in partnership with the Inhni to promote the recruitment of young people on work-and-study contracts.

Furthermore, the Human Resources Department implements initiatives with the support of FARE, an organization funded by contributions from industry companies and tasked with supporting them in their economic and social development.

Within the area of health and safety at work, the Group's projects include the involvement of the retirement provision and health at work organization Carsat, occupational health officers and the labor inspectorate as part of the initiative to prevent musculoskeletal disorders.

Each agency of the Derichebourg Intérim et Recrutement subsidiary is in contact with liaison officers from local Job Centers (*Pôle Emploi)*, neighborhood groups, disability organizations, training centers and/ or schools with the aim of setting up partnerships and offering employment.

As part of the Group's Disability Policy, the various subsidiaries have entered into partnerships with organizations such as Agefiph (the Disabled Persons' Occupational Integration Fund Management Association), *Cap Emploi* (the French network to support disabled job seekers) and Adapt (French Association for the social and occupational inclusion of those with disabilities).

To promote job creation, the subsidiaries have also forged partnerships with colleges and universities (for recruitment on work-experience contracts), organizations promoting access to employment, such as local Job Centers, town halls, the *Maison de l'emploi* (signature of access-to-employment clauses), local employment associations, etc.

Derichebourg Évolution Formation works closely with institutional bodies (see 4.6.3.1.1). Regular discussions are held with a range of organizations and agencies formed to help job seekers find employment as part of its key influencer role, as well as with companies interested in recruiting the students trained by Derichebourg Évolution Formation.

Derichebourg Atis Aéronautique is a partner of *Cap Emploi*, the French network to support disabled job seekers. It holds regular meetings (monthly and annual) to identify situations vacant and recruitment efforts made, and participates in training days focusing on interview skills. Dialogue also takes place with the Job Center *(Pôle Emploi)* through an annual meeting and bi-monthly contact to recap on recruitment and also to participate in initiatives to promote employment.

The Group has an active partnership with temporary employment companies. Under this type of cooperation, a preliminary meeting is held at the outset, followed by daily communication of needs, a weekly update and participation in fairs organized by the companies.

Derichebourg Énergie entered into a partnership with the energy training grouping, Gefen in Alfortville to create a pool for the recruitment of young graduates, and with the Paris *Maison de l'emploi*, with the result that one person with a disability was hired on a professional skills contract.

4.6.3.2.2 Partnership and sponsorship initiatives

In addition to the partnerships described in 4.6.1.6.2. and 4.6.3.1. above, Derichebourg Environnement is a stakeholder in several R&D projects:

- including two that are funded by France's Investment for the Future program:
  - IRT Matériaux with the automotive, steel, aluminum and aeronautics industry: as part of this program, three ELV shredding campaigns were run in 2014 to compile detailed information on sorting processes and the quality of the metals,
  - the Cyclade project with Ineris and Recupyl on electric and hybrid battery recycling: the plant entered production at the end of 2014 and the Group is responsible for marketing the resulting fragments;
- one collaborative project related to the public Metafensh research center in iron and steel and metallurgy. Known as Gazflu, the aim of the project is to generate synthesis gas from shredding residues. Derichebourg has dealings with ArcelorMittal as a potential consumer, with Xylowatt as a technology provider, with CMI and Air Liquide for scientific and technological support;
- other research is ongoing with the Team2 Competitiveness Hub to develop new recycling markets for by-products of the Group's post-shredding lines. Of particular interest is the production of lightweight concrete and thermal insulation.

Subsequent to the national partnership signed in 2004 with the ENVIE Federation of inclusion companies, the Group continues to support this collaboration by incorporating occupational inclusion companies belonging to the ENVIE network in its WEEE recycling bids, going so far as to create a joint venture in the Toulouse region. Employees who have followed this pathway to returning to work have regularly joined the Company's workforce. Approximately 80 people in employment schemes with ENVIE are involved in this activity on a daily basis.

The engagement locally is evident in the work of Polyceo, for example, which supports the Consolat football team in the northern part of Marseilles. The Group is committed to taking part in initiatives to promote the employment of disadvantaged youth by supporting the Club with which it has close links and fostering the values of enterprise to these young people. As part of this work, we also convey a positive message to our employees about the success of these young sportsmen.

The team is enjoying excellent results and has qualified for the Nationale.

Link to the football team and its DBG jersey.

http://www.marseille-consolat.com/

For the past several years, Derichebourg has sponsored the CABCL (Club Athlétique Brive Corrèze Limousin) rugby club, which competes in the Top 2014.

Derichebourg Multiservices

The Communications Department has used the disability-friendly company, HandiColor, to complete numerous printing projects. Handicolor is a social enterprise which employs over 80% disabled workers in working conditions that have been adapted to their disability. Furthermore, this company has obtained the *Imprim'vert* (eco-friendly printing) label, indicating its respect of a number of environmental criteria.

Derichebourg Services Ingénierie Nucléaire has established partnerships to subcontract part of the work to associations for the inclusion of disabled workers as part of a joint program with the French national sheltered employment sector union, the UNEA *(Union Nationale des Entreprises Adaptées)*. Partnerships with local employment bodies and schools for nuclear industry apprenticeships have also been set up by this subsidiary.

Derichebourg Atis Aéronautique is the patron of Odyssud (cultural center in Blagnac) and is a sponsor of the Toulouse Stadium and Saint-Nazaire Rugby.

Derichebourg Intérim Aéronautique sponsored the TAJP (young French pilots' tour) and is the patron of the Castel Mauboussin Association which has been involved for over ten years in the inclusion of those with disabilities in the aviation industry.

Moreover, Derichebourg Intérim Aéronautique supports ATL'AS and the anti-exclusion body FACE *(Fondation Agir Contre l'Exclusion)* Pays de l'Adour.

Derichebourg Évolution Formation has several partnerships with agencies that support job seekers. The Company organizes specific business forums at the request of public agencies to provide information on employment and training opportunities. Derichebourg Evolution Formation is also committed to the fight against job insecurity and exclusion and takes part in events to promote the employment of women and older workers. It has signed the Conseil Régional's Training and Disability Charter.

République Tchèque Propreté sponsors the FK Kolín football club and supports the children's organization, Chotýš.

4.6.3.2.3 Derichebourg and COP21

After signing a sponsorship agreement in April 2015, the Derichebourg Group has sought to make COP21 a major and decisive historical event for future generations, through the implementation of concrete actions to reduce global warming.

Engaged directly by the French government, the Derichebourg Group has provided cleaning services as well as waste management services for all waste generated at the Le Bourget site. Harnessing its core business to serve a global cause, the Derichebourg Group has sought to demonstrate French know-how and excellence in cleaning and waste management.

4.6.3.3 Subcontracting and suppliers

4.6.3.3.1 Consideration of social and environmental issues in the Company's purchasing policy

At Derichebourg Multiservices, the Cleaning segment's Purchasing unit drafted a specific CSR questionnaire to be completed by companies applying to be referenced as suppliers and subcontractors. CSR criteria account for 20% of the total rating. The questionnaire covers a range of CSR issues: certification, use of CSR indicators, publication of a CSR report, measures to reduce environmental impacts, use of green or eco-friendly products, waste recycling procedures, innovation, etc. It has asked its suppliers and subcontractors to update this questionnaire each year.

An audit is conducted by the Purchasing unit to check the compliance of suppliers and subcontractors with their CSR commitments over the life of the contract. In the event of non-compliance, they are given three months in which to comply.

Derichebourg Services Ingénierie Nucléaire is ISO 14001 certified and requires all suppliers to complete an evaluation questionnaire in advance, including the environmental section.

The Derichebourg Environnement division has not put any formal criteria in place to take social and environmental issues into consideration in its purchasing policy, but checks the technical, economic and environmental performances of the different equipment and technologies that it acquires.

4.6.3.3.2 Importance of subcontracting and consideration of suppliers' and subcontractors' social and environmental responsibility

The term "subcontracting" covers services provided by an external third party for inclusion in the Group's own operations.

Derichebourg Environnement makes very little use of subcontractors.

Derichebourg Multiservices subcontracts relatively few services. (4.9% of total revenue). Its importance varies by business. It is 31% for Derichebourg Énergie and 4.5% for Derichebourg Propreté.

4.6.3.4 Fair trading practices

4.6.3.4.1 Anti-corruption initiatives implemented

Under Risk Factors and Uncertainties, the Group provides details of the risks associated with the purchase of metals and the register of goods purchased (retail purchases): in particular, the risk of receiving of stolen property.

The Group took action, *via* its professional federation, to lobby government authorities to ban cash payments for such purchases in France. Since August 1, 2011, metal purchases must be paid for by crossed check, bank or post office transfer or payment card.

4.6.3.4.2 Measures taken to protect the health and safety of consumers

The Group's customers are mainly companies. The Group does not sell products impacting on the health and safety of consumers.

Possible risks for the safety of customers are controlled through prevention measures, in accordance with the regulations (Unified Document, Prevention Plan, Specific Safety and Health Protection Plan, etc.).

4.6.3.5 Human rights

4.6.3.5.1 Human rights initiatives

In addition to the information provided in section 4.6.1.6.4, the Group states that in its Environmental Services division, over 90% (by value) of its shipments were to OECD member countries.

4.7 Independent third party organization report on the consolidated social, environmental and societal information appearing in the management report

To the Shareholders,

As an independent third party organization accredited by COFRAC[1] under number 3-1050 and member of the network of one of the independent auditors of Derichebourg, we hereby report to you on the consolidated social, environmental and societal information for the year ended September 30, 2015, as presented in chapter 4.6 of the management report (the "SER Information") under the provisions of Article L. 225-102-1 of the French Commercial Code.

Company Responsibility

The Board of Directors is responsible for preparing a management report that contains all SER information in accordance with Article R. 225-105-1 of the French Commercial Code, as required by the standards used by the company, composed of HR reporting instructions and environmental data guides, as updated in August 2015 (the "Standards"), available at the company's headquarters.

Independence and Quality Control

Our independence is defined by regulatory texts, the profession's code of ethics, as well as the conditions defined in Article L. 822-11 of the French Commercial Code. Furthermore, we have implemented a quality control system that includes documented policies and procedures that aim to ensure compliance with ethical rules, professional standards and applicable laws and regulations.

Responsibility of the third party independent organization

Based on our work, our role is to:

- confirm that the required SER Information is contained in the management report, or if this information is omitted, that an explanation is given in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (Certification of Presence of SER Information);
- conclude with moderate assurance that the SER Information, as a whole, is fairly presented in all major aspects in accordance with the Standards (Reasoned opinion on the fairness of SER Information).

Our work was conducted by a team of five people between September and December 2015, and lasted for approximately seven weeks.

We carried out the work described below in accordance with the professional standards applicable in France and the decree of May 13, 2013 laying down the procedures for the performance of audit engagements by independent third party organizations. The reasoned fairness opinion was produced in accordance with international standard ISAE 3000[2].

1. Certification of the Presence of SER Information

Based on interviews with the heads of the departments involved, we reviewed the guidance on sustainable development according to the social and environmental consequences of the company's activity and its societal commitments, as well as any resulting initiatives or programs.

We compared the SER Information presented in the management report with the list provided by Article R. 225-105-1 of the French Commercial Code.

If any consolidated information was missing, we verified that explanations were provided in accordance with the provisions of Article R. 225-105, paragraph 3 of the French Commercial Code.

We verified that the SER information covered the scope of consolidation; that is, the company as well as its subsidiaries, within the meaning of Article L. 233-1 and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code.

Based on this work, we certify that the management report contains the required SER Information.

2. Reasoned opinion on the fairness of SER Information

Nature and scope of the work

We conducted six interviews with around ten people from the Human Resources and Administration Departments of Environmental Services. The interviewees were responsible for preparing the SER Information and for collecting that information, as well as for any internal control and risk management procedures. This served to:

- evaluate the appropriateness of the Standards in terms of their relevance, completeness, reliability, neutrality and comprehensibility, taking into account sector best practice;
- verify the implementation of a process for collecting, compiling, processing and checking the completeness and consistency of the SER Information, in addition to reviewing the internal control and risk management procedures for the preparation of the SER Information.

We determined the nature and extent of our tests and audits based on the nature and importance of the SER Information, given the company's characteristics, the social and environmental challenges of its business, its sustainable development strategy and sector best practice.

(1) Scope of accreditation available on www.cofrac.fr.

(2) ISAE 3000 – Assurance engagements other than audits or reviews of historical information.

For the SER Information that we considered the most important [(1)]:

- for corporate headquarters, we consulted documentation and held interviews to corroborate the qualitative information (organization, policies, actions, etc.). We also introduced analytical procedures for the quantitative information and used sampling techniques to verify calculations and data consolidation. Finally, we examined the consistency and agreement with other information contained in the management report;
- at the level of the representative sample of entities that we selected [(2)] based on their business, their contribution to the consolidated indicators, their sites and a risk analysis, we held interviews to verify that the procedures were correctly applied. We also used sampling techniques to perform detailed tests verifying the calculations made and reconciling data from supporting documents. The sample thus selected represents 18% of energy consumption and 57% of the workforce.

For other consolidated SER Information, we assessed its consistency based on our knowledge of the company.

Finally, we assessed the relevance of the explanations given for any missing information, taking into account best practice as set out in the European BREF (Best Available Techniques REFerence Document) on waste treatment.

We believe that the sampling methods and sample sizes we used in exercising our professional judgment allow us to provide moderate assurance; a higher level of assurance would have required more extensive verification. Due to the use of sampling techniques as well as other inherent limitations of any information and internal control system, the risk of not detecting a significant anomaly in the SER Information cannot be eliminated entirely.

Conclusion

Based on our work, we have not detected a material misstatement that could call into question the fact that the SER Information, as a whole, is fairly presented in accordance with the Standards.

Observations

Without calling into question the conclusion above, we would like to draw your attention to the following elements:

- As indicated in the sections pertaining to absenteeism and work accidents, the amounts for "number of days' absence" and "lost-time accident severity rate" are approximated due to methodological constraints and to the difficult nature of applying these procedures.
- Internal control still needs to be strengthened to detect errors recorded in the data calculated at headquarters and data from subsidiaries.
- Indicators on key subjects (e.g. waste recovery rate, water and air emissions) could be further developed given challenges in this sector.

Paris-La Défense, December 8, 2015

Independent Third Party Organization
ERNST & YOUNG et Associés

Eric Mugnier	Bruno Perrin
Sustainable Development Partner	Associé

(1) *Environmental and social information:*
- *Indicators (quantitative information : electricity, natural gas and fuel consumption, recovery rate for ELVs, WEEE and light shredding residue, certification processes (ISO 14001), greenhouse gas emissions (scope 1 and 2) generated and offset.*
- *Qualitative information: environmental protection methods (air, water and soil emissions that impact the environment), relations with local communities.*

Employee information:
- *Indicators (quantitative information: employees at year-end, number of days absent, frequency rate and lost-time accident severity rate, number of occupational illnesses recognized.*
- *Qualitative information: workplace health and safety policy, organization of working hours, labor relations, training policies implemented.*

(2) *For the Environmental business, the regional subsidiary AFM and the George subsidiary (Belgium). For the Multiservices business, the cleaning subsidiary.*

4.8 Financial results for the last five fiscal years

In euros	09-30-11	09-30-12	09-30-13	09-30-14	09-30-15
Share capital at year-end					
Share capital	42,020,508	42,020,508	42,020,508	42,020,508	42,020,508
Total number of ordinary shares outstanding	168,082,030	168,082,030	168,082,030	168,082,030	168,082,030
Operations and net profit or loss for the year					
Gross revenue before sales tax	5,115,264	5,742,211	3,411,344	3,240,637	3,245,564
Earnings before tax, employee profit-sharing and provisions and depreciation(1)	(1,603,179)	133,197,860	24,527,115	(79,821,651)	6,736,673
Income tax	(32,507,864)	(21,121,340)	(12,087,562)	(12,433,251)	(4,733,957)
Earnings after tax, employee profit-sharing and provisions and depreciation	58,183,588	156,574,106	(67,763,648)	10,381,714	5,355,844
Earnings distributed	15,127,383	0	9,897,909	0	8,404,102*
Earnings per share					
Earnings after tax and employee profit-sharing, but before provisions and depreciation(1)	0.18	0.92	0.22	(0.40)	0.07
Earnings after tax, employee profit-sharing and provisions and depreciation	0.35	0.93	(0.40)	0.06	0.03
Net dividend per eligible share	0.09	0.00	0.06	0.00	0.05*
Personnel					
Average number of salaried employees during the year	3	3	3	3	2
Total salaries and wages for the year	485,150	326,766	327,704	346,164	438,219
Amounts paid for social benefits for the fiscal year (social security contributions, other employee benefits, etc.)	155,378	133,489	156,405	156,677	183,302

(1) This calculation is made using the total number of outstanding shares.

* *Subject to the annual shareholders' meeting's approval of the allocation of income.*

4.9 Agenda and draft resolutions submitted to the combined general meeting of February 10, 2016

Ordinary

First resolution

Approval of the parent company financial statements for the fiscal year ended September 30, 2015

The shareholders' meeting, voting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report, approves the parent company financial statements for the fiscal year ended September 30, 2015, as presented, which show a net profit of €5,355,844.33.

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

Finally, it notes that none of the expenses and charges referred to in Article 39-4 of the French General Tax Code arose during the fiscal year ended September 30, 2015.

Therefore, it grants discharge to the directors for the performance of their mandates during said fiscal year.

Second resolution

Approval of the consolidated financial statements for the fiscal year ended September 30, 2015

The shareholders' meeting, voting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, having reviewed the Group management report (included in the Board of Directors' management report) and the Statutory Auditors' report, approves the consolidated financial statements for the fiscal year ended September 30, 2015, as presented, which show a profit of €28.2 million (Group share) as well as the transactions reflected in the financial statements and summarized in these reports.

Third resolution

Allocation of income

The shareholders' meeting, acting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, upon a proposal from the Board of Directors, resolves to allocate net earnings for the fiscal year ended September 30, 2015 in the amount of €5,355,844.33 as follows:

Origin

- Net profit €5,355,844.33;
- Retained surplus €194,661,402.72;
- **Distributable amount** €200,017,247.05.

Allocation

- Total dividend distribution €8,404,101.50;
- Retained earnings €191,613,145.55;
- **Total** €200,017,247.05.

Consequently, the dividend is set at €0.05 per share composing the share capital with dividend rights. The ex-dividend date is scheduled for February 16, 2016 and the dividend will be paid on or after February 18, 2016.

The shareholders' meeting resolves that the dividend amount corresponding to treasury shares held as of the payment date will be allocated to "Retained earnings".

If the beneficiaries are individuals resident for tax purposes in France, the dividend will be eligible for the 40% allowance under Article 158-3-2 of the French General Tax Code.

In accordance with the provisions of Article L. 243 bis of the French General Tax Code, it is noted that the following dividends were distributed for the three previous fiscal years:

Fiscal year	Dividends total	Dividends per share
2011/2012	€0	€0
2012/2013	€10,084,921.80	€0.06
2013/2014	€0	€0

In accordance with Article 158-3-2 of the French General Tax Code, individuals resident for tax purposes in France were entitled to a 40% allowance on dividends paid against fiscal year 2012/2013.

Fourth resolution

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

The shareholders' meeting, voting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, having reviewed the Statutory Auditors' special report on the agreements referred to in Article L. 225-238 of the French Commercial Code, approves the terms of said report and the new agreement mentioned in it, authorized by the Board of Directors during the fiscal year ended September 30, 2015, and duly notes the information relating to agreements entered into during previous fiscal years.

Fifth resolution

Re-appointment of Mr. Daniel DERICHEBOURG as director

The shareholders' meeting, acting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, upon a proposal from the Board of Directors, resolves to re-appoint Mr. Daniel DERICHEBOURG as director for a six-year term, to expire at the close of the ordinary general meeting called to approve the financial statements for the fiscal year ended September 30, 2021.

Sixth resolution

Re-appointment of Mr. Bernard VAL as director

The shareholders' meeting, acting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, upon a proposal from the Board of Directors, resolves to re-appoint Mr. Bernard VAL as director for a six-year term, to expire at the close of the ordinary general meeting called to approve the financial statements for the fiscal year ended September 30, 2021.

Seventh resolution

Re-appointment of Mr. Matthieu Pigasse as director

The shareholders' meeting, acting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, upon a proposal from the Board of Directors, resolves to re-appoint Mr. Matthieu PIGASSE as director for a six-year term, to expire at the close of the ordinary general meeting called to approve the financial statements for the fiscal year ended September 30, 2021.

Eighth resolution

Appointment of a new director

The shareholders' meeting, acting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, upon a proposal from the Board of Directors, resolves to appoint Mrs. Françoise MAHIOU, as director for a six-year term, to expire at the close of the ordinary general meeting called to approve the financial statements for the fiscal year ended September 30, 2021.

Ninth resolution

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

The shareholders' general meeting, voting in accordance with the quorum and majority requirements for shareholders' ordinary general meetings, having reviewed the Board of Directors' report:

1. Authorizes the Board of Directors, in accordance with the provisions of Article L. 225-209 *et seq*. of the French Commercial Code, to acquire Company shares up to a limit of 10% of the number of shares comprising the share capital; this limit applies to the date on which the purchases are made.

Shares may be acquired, sold or transferred at any time, including during public offer periods, on one or several occasions and by any means, on the market or by private contract, including blocks of shares (with no limit on volume), in accordance with the regulations in force.

These transactions may be made at any time, subject to the abstention periods provided for in the legal and regulatory provisions.

2. Resolves that the Company shares, within the limits fixed above, can be purchased:

- 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 Amafi (French financial markets association) 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 deliver shares when exercising rights attached to securities providing access to share capital *via* reimbursement, conversion, exchange, presentation of a warrant or *via* any other means,
- to cancel, as part of the Company's financial policy, the securities bought back, subject to the adoption of the tenth resolution proposed to the shareholders' meeting for approval.

3. Resolves that the maximum purchase price for each share is set at €10, excluding acquisition expenses. Therefore, the maximum amount that the Company is likely to pay in the event of a purchase at the maximum price of €10 would total €168,082,030, based on the share capital at September 30, 2015.

4. Resolves that the share purchase price will be adjusted by the Board of Directors in the event of financial transactions involving the Company under the conditions provided for in the regulations in force.

5. Resolves that this authorization is granted for a term of 18 months counting from the date of the present shareholders' meeting. It supersedes the authorization granted under the fifth resolution of the shareholders' combined general meeting of February 12, 2015.

Extraordinary

Tenth resolution

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

The shareholders' meeting, voting in accordance with the quorum and majority requirements for shareholders' extraordinary general meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 225-209 of the French Commercial Code, authorizes the Board of Directors to, on its own decision, on one or several occasions, reduce the share capital within a limit of 10% of the Company capital per 24-month period, by canceling shares that the Company holds or may hold following purchases made as part of the share purchase program authorized under the ninth resolution submitted to the present meeting or share purchase programs authorized before or after the date of the present meeting.

The shareholders' meeting grants full powers to the Board of Directors, with the possibility to delegate under the conditions provided for by law, to perform these transactions within the limits and at the times it determines, to fix the terms and conditions for said transactions and perform all necessary deductions from reserves, earnings or premiums, to record said transactions and to modify the bylaws accordingly and in general make all decisions and perform all formalities.

This authorization is granted for a period of 18 months from the date of this meeting. It supersedes the authorization granted under the sixth resolution of the shareholders' combined general meeting of February 12, 2015.

Eleventh resolution

Powers for formalities

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

Financial statements

5

5.1 Consolidated financial statements for the year ended September 30, 2015, in compliance with IFRS

5.1.1 Group consolidated balance sheet as at September 30, 2015

Assets *In millions of euros*	Note	09-30-15	09-30-14 restated(1)
Goodwill	4.1	214.3	206.6
Intangible assets	4.1	4.0	3.8
Property, plant and equipment	4.2	424.2	433.9
Financial assets	4.3	8.9	8.8
Investments in associates and joint ventures	4.4	16.3	18.3
Deferred taxes	4.22	45.4	39.2
Other assets	4.5	0.0	0.0
Total non-current assets		**713.1**	**710.6**
Inventories	4.6	80.1	87.5
Trade Receivables	4.7	232.1	262.0
Tax receivables	4.7	4.7	6.3
Other assets	4.7	79.0	70.8
Financial assets	4.7	13.1	22.2
Cash and cash equivalents	4.8	43.7	37.0
Financial instruments	4.12	0.4	1.9
Total current assets		**453.0**	**487.6**
Total non-current assets and groups of assets held for sale			
Total assets		**1,166.2**	**1,198.3**

(1) *IFRS 10, IFRS 11 and IFRIC 21, as mentioned in note 2.4, are applied retroactively. Accordingly, the financial statements for the years of comparison have been restated.*

Liabilities *In millions of euros*	Note	09-30-15	09-30-14 Restated[1]
Share capital	4.9	42.0	42.0
Share premiums		27.6	27.6
Own shares		(33.8)	(8.5)
Reserves		278.8	283.3
Net loss for the year		28.2	(8.3)
Group shareholders' equity		**342.7**	**336.0**
Non-controlling interests	4.10	5.5	2.9
Total shareholders' equity		**348.2**	**338.9**
Loans and financial debts	4.11	172.3	201.6
Provision for pensions and similar benefits	4.13	33.6	35.4
Other provisions	4.13	22.8	18.8
Deferred taxes	4.22	24.0	20.1
Other liabilities	4.16	1.6	1.5
Total non-current liabilities		**254.3**	**277.4**
Loans and financial debts	4.11	103.3	114.0
Provisions	4.14	8.5	13.1
Trade payables	4.15	197.8	232.5
Tax payables		5.5	2.0
Other liabilities	4.15	235.7	206.4
Financial instruments	4.12	6.6	7.8
Total current liabilities		**557.5**	**575.9**
Discontinued and liabilities held for sale		**6.2**	**6.2**
Total liabilities		**1,166.2**	**1,198.3**

(1) IFRS 10, IFRS 11 and IFRIC 21, as mentioned in note 2.4, are applied retroactively. Accordingly, the financial statements for the years of comparison have been restated.

5.1.2 Derichebourg Group consolidated income at September 30, 2015

In millions of euros	Note	2015	2014 restated(1)
Revenue	4.17	2,355.9	2,516.3
Other revenues from operations		2.1	4.4
Cost of raw materials		(1,189.5)	(1,381.8)
External charges		(288.8)	(283.7)
Personnel expenses	4.27	(709.2)	(698.8)
Taxes and duties		(45.2)	(45.6)
Depreciation		(71.7)	(71.0)
Change in provisions	4.18	(7.6)	(7.7)
Change in inventory: work-in-progress and finished products		(0.8)	0.2
Other operating expenses	4.19	(16.0)	(11.4)
Other operating income	4.19	24.2	23.9
Other revenues from operations		**53.5**	**44.8**
Other non-recurring expenses	4.20	(2.2)	(13.0)
Other non-recurring income	4.20		0.0
Gain/loss on disposal of consolidated companies		0.2	0.1
Operating profit (loss)		**51.4**	**31.9**
Net financial expenses	4.21	(16.9)	(27.9)
Foreign exchange and other gains and losses		1.3	1.7
Impairment of financial receivable	4.21		(12.8)
Profit (loss) before tax		**35.8**	**(7.1)**
Income tax	4.22	(5.5)	(1.1)
Group share of income from associates and joint ventures	4.4	(1.0)	0.2
Net profit (loss)		**29.3**	**(8.0)**
Income net of tax from discontinued activities		(0.2)	
Consolidated net income		**29.1**	**(8.0)**
Net profit (loss)			
• attributable to shareholders		28.2	(8.3)
• attributable to non-controlling interests		1.0	0.3
Earnings per share: earnings attributable to Company shareholders *(in €/share)*	4.23		
• basic		0.2	(0.0)
• diluted		0.2	(0.0)
Earnings per share: earnings attributable to shareholders after net income			
from discontinued or held for sale operations *(in € per share)*			
• basic		0.2	(0.0)
• diluted		0.2	(0.0)

(1) IFRS 10, IFRS 11 and IFRIC 21, as mentioned in note 2.4, are applied retroactively. Accordingly, the financial statements for the years of comparison have been restated.

Derichebourg Group statement of consolidated comprehensive income

In millions of euros	2015	2014 restated[(1)]
Consolidated net income	**29.1**	**(8.0)**
Exchange rate changes	3.4	2.1
Cash flow hedging	0.9	0.5
Restatement of liabilities linked to commitments from defined benefit plans	2.5	(2.6)
Taxes on other comprehensive income	(3.0)	0.6
Income and expenses for the period recognized directly in shareholders' equity	3.9	0.6
Comprehensive income for the period	**33.0**	**(7.4)**
Of which		
• attributable to shareholders	32.0	(7.7)
• attributable to non-controlling interests	1.0	0.3

(1) IFRS 10, IFRS 11 and IFRIC 21, as mentioned in note 2.4, are applied retroactively. Accordingly, the financial statements for the years of comparison have been restated.

5.1.3 Derichebourg Group consolidated statement of cash flows at September 30, 2015

In millions of euros	Note	2015	2014 restated(1)
Total consolidated net profit (loss)		29.1	(8.0)
Consolidated net profit (loss) from held for sale or discontinued operations		(0.2)	
Consolidated net income from continuing operations		29.3	(8.0)
Adjustments for:			
Elimination of profit (loss) from associates and joint ventures		(0.2)	(0.2)
Amortization, depreciation and provisions		71.4	81.5
Fair value gains (losses)		1.1	(3.2)
Elimination of gains (loss) on asset disposals		0.3	3.3
Elimination of profit (loss) from dividends		(0.4)	(0.0)
Other non-cash income and expenses			0.0
Operating cash flow after financing costs and income tax		**101.5**	**73.3**
Net interest expense		17.4	27.9
Income tax		5.5	1.1
Operating cash flow before financing costs and income tax		**124.4**	**102.3**
Changes in working capital requirement related to operations		28.0	55.8
Income tax paid		(5.8)	(2.6)
Cash flows from operations generated by discontinued activities		(0.2)	(7.3)
Net cash flow from operating activities		**146.4**	**148.3**
Impact of Changes in scope		(7.5)	303.0
Acquisition of tangible and intangible assets		(36.2)	(42.4)
Acquisition of financial assets		(0.6)	0.0
Change in loans and advances granted		9.8	(2.4)
Disposal of tangible and intangible assets		9.4	4.9
Disposal of financial assets		0.0	0.0
Dividends received		1.1	0.7
Cash flow related to investment activities for discontinued operations			(9.9)
Net cash flow from investment activities		**(24.1)**	**253.9**
Capital increase		0.1	0.2
Proceeds from borrowings		20.2	247.5
Repayment of borrowings		(79.5)	(533.7)
Net financial interests paid		(18.6)	(28.2)
Dividends paid to Group shareholders		0.0	(9.9)
Dividends paid to non-controlling interests		(0.3)	(0.6)
Own shares		(25.3)	(0.0)
Factoring		0.5	(14.0)
Cash flow related to finance activities for discontinued operations			(2.9)
Net cash flow from finance activities		**(102.9)**	**(341.6)**
Impact of foreign exchange rate fluctuations		2.3	0.5
Impact of foreign exchange rate fluctuations on discontinued activities			
Change in cash and cash equivalents		**21.7**	**61.2**
Cash and cash equivalents at beginning of the period	4.8	12.8	(48.4)
Cash and cash equivalents at close of the period	4.8	34.5	12.8
change in cash and cash equivalents for discontinued activities			
Change in cash and cash equivalents		**21.7**	**61.2**

(1) IFRS 10, IFRS 11 and IFRIC 21, as mentioned in note 2.4, are applied retroactively. Accordingly, the financial statements for the years of comparison have been restated.

5.1.4 Change in Derichebourg Group consolidated shareholders' equity at September 30, 2015

In millions of euros	Capital	Share premiums	Own shares	Reserves(1)	Currency translation reserves	Profit (loss) for the fiscal year(1)	Group shareholders' equity	Non-controlling interests(1)	Total shareholders' equity
Position at September 30, 2013	**42.0**	**27.6**	**(8.5)**	**324.2**	**1.6**	**(32.1)**	**354.7**	**0.7**	**355.5**
Application of IFRS 10 and 11								2.3	2.3
Application of IFRIC 21						(1.1)	(1.1)		(1.1)
Position at October 1, 2013 restated	**42.0**	**27.6**	**(8.5)**	**324.2**	**1.6**	**(33.2)**	**353.7**	**3.0**	**356.7**
Appropriation of prior-year profit				(33.2)		33.2	0.0		0.0
Dividends payments				(9.9)			(9.9)	(0.6)	(10.5)
Own shares			(0.0)				(0.0)		(0.0)
Net profit for the year attributable to the Group						(8.3)	(8.3)	0.3	(8.0)
Income and expenses recognized directly through equity				(1.5)	2.1		0.6	0.0	0.6
Other changes							0.0	0.0	0.0
Restated position at September 30, 2014	**42.0**	**27.6**	**(8.6)**	**279.6**	**3.7**	**(8.3)**	**336.0**	**2.8**	**338.8**
Appropriation of prior-year profit				(8.3)		8.3	0.0		0.0
Dividends payments							0.0	(0.3)	(0.3)
Own shares			(25.3)				(25.3)		(25.3)
Net profit for the year attributable to the Group						28.2	28.2	1.0	29.1
Income and expenses recognized directly through equity				0.4	3.4		3.9	(0.0)	3.9
Other changes				(0.0)			(0.0)	2.0	1.9
Position at September 30, 2015	**42.0**	**27.6**	**(33.8)**	**271.7**	**7.2**	**28.2**	**342.7**	**5.5**	**348.2**

(1) IFRS 10, IFRS 11 and IFRIC 21, as mentioned in note 2.4, are applied retroactively. Accordingly, the financial statements for the years of comparison have been restated.

Reconciliation of 2014 shareholders' equity before and after the restatement

In millions of euros	Capital	Share premiums	Own shares	Reserves	Currency translation reserves	Profit (loss) for the fiscal year	Group shareholders' equity	Non-controlling interests	Total shareholders' equity
Position at September 30, 2014, reported	**42.0**	**27.6**	**(8.6)**	**280.6**	**3.7**	**(8.4)**	**336.9**	**0.6**	**337.5**
Application of IFRS 10 and 11							0.0	2.3	2.3
Application of IFRIC 21				(1.1)		0.1	(1.0)		(1.0)
Restated position at September 30, 2014	**42.0**	**27.6**	**(8.6)**	**279.6**	**3.7**	**(8.3)**	**336.0**	**2.8**	**338.8**

5.1.5 Notes to the consolidated financial statements

Contents

1. Presentation of the Group

1.1 Identity of the issuer

DERICHEBOURG is a public limited company created and domiciled in France with its registered headquarters at 119, avenue du General Michel Bizot, 75012 PARIS. DERICHEBOURG is listed in compartment B of the Euronext market. The Group's business activities are as follows:

- Environmental Services;
- Business Services;
- Holding Companies.

Many of Derichebourg's Environmental Services' operating properties are owned through a real estate investment company.

The consolidated financial statements for the period from October 1, 2014 to September 30, 2015 were approved by the Group's Board of Directors on December 4, 2015.

They reflect the financial position of the Company and its subsidiaries, and the Group's interests in joint ventures and associated companies.

The financial statements are presented in millions of euros, unless otherwise stated. The amounts are rounded to the nearest hundred thousand euros.

All companies close their accounts on September 30, except for CTR49, Dreyfus, Galloo Sallaumines SA, Valvert Tri, SCEA du Château Guiteronde, SCI La Futaie, CFF Recycling Servicios, Derichebourg Recycling Mexico, Mattec, Plastic Recycling, Reyfra, Safira Facility Services and Ecorec, which close their accounts on December 31.

1.2 Material events occurring over the fiscal year

After several years focusing on deleveraging, the Group turned to consolidating and growing its businesses through external growth transactions, notably:

- **Environmental Services**
  - The acquisition of Bienstock, waste metal collection site in the Rouen region in France
- **Business Services**
  - Acquisition of the assets of a company in receivership in the nuclear industry, which was renamed Derichebourg Travaux & Maintenance Nucléaire
  - Acquisition of DAL Holding GmbH and its English subsidiary, extending the reach of Intérim Expert Aéronautique outside France for the first time, and enabling it to support its customers in the international market
  - Acquisition of 51% of the capital of Safira Facility Services, a major player in the hygiene services market in Portugal, bringing the Group's holding to 100%. This company generated €35 million in revenue in 2014.

Derichebourg will continue this selective acquisition policy in fiscal 2015-2016, focusing on assets with the potential to create synergies with its existing business lines.

1.3 Events occurring after year-end

In October 2015, after the reporting date, the Group subsidiary Purfer acquired Valério et Compagnie and its subsidiaries. Valério owns four waste metal collection and recycling sites in the Var and Alpes Maritimes. The acquisition expands our footprint in this region.

2. Accounting policies, rules and methods

2.1 General policies

In application of regulation (EC) No. 1606/2002 of July 19, 2002 on international standards, the Derichebourg Group's financial statements as of September 30, 2015 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 policies used are identical to the previous year, with the exception of the standards set out in note 2.4.

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 financial statements were drawn up in accordance with the going concern principle.

The consolidated financial statements of the Derichebourg Group for the year ended September 30, 2015 are available upon request from the Company's registered headquarters located at 119, avenue General Michel Bizot, Paris, or on its website, www.derichebourg.com.

2.1.1 Standards and interpretations applicable to the fiscal year beginning October 1, 2014

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, 2014 are as follows:

- Revised IAS 27 "Separate Financial Statements" applicable to fiscal years commencing on, or after, January 1, 2014.
- Revised IAS 28 "Investments in Associates and Joint Ventures" applicable to fiscal years commencing on, or after, January 1, 2014.
- Amendments to IAS 32 "Offsetting Financial Assets and Financial Liabilities" applicable to fiscal years commencing on, or after, January 1, 2014.
- IFRS 10 "Consolidated Financial Statements" applicable to fiscal years commencing on, or after, January 1, 2014.
- IFRS 11 "Joint Arrangements" applicable to fiscal years beginning on or after January 1, 2014.
- IFRS 12 "Disclosures of Interests in Other Entities" applicable to fiscal years commencing on, or after, January 1, 2014.
- Amendments to the transitional provisions of IFRS 10, 11 and 12 applicable to fiscal years beginning on or after January 1, 2014.
- Interpretation IFRIC 21 "Levies", applicable to fiscal years beginning on or after June 17, 2014.

First-time application of some of these standards have an impact on the Group's consolidated financial statements, explained in note 2.4.

2.1.2 Standards and interpretations published but not yet effective

The Group has undertaken no early application of standards or interpretations that were not mandatory as of October 1, 2014 (the application dates are those recognized by EFRAG):

- Annual improvements cycle 2010-2012, applicable to fiscal years beginning on or after February 1, 2015.
- Annual improvement cycle 2011-2013, applicable to fiscal years beginning on or after January 1, 2015.

Their possible impact will be measured during the course of the year.

2.2 Accounting policies

2.2.1 Consolidation methods

In accordance with the provisions of IFRS 10, companies over which the Group directly or indirectly exercises control are fully consolidated. The Group exercises control when it controls the entity and has an exposure or right to this entity's variable returns, while also having the capacity to act on these returns. In accordance with IFRS 11, joint arrangements are classified into two categories, joint ventures and joint operations, according to the type of rights and obligations held by each of the parties.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control involves the contractually agreed sharing of control of the entity, which only exists in cases where decisions concerning the relevant activities require the unanimous consent of the parties sharing control.

An associate is a company over which the Group exercises significant influence. Significant influence exists when the Group has the power to participate in decisions regarding the entity's financial and operational policies, but does not control or jointly control these policies.

The results, assets and liabilities of equity interests in associated companies or joint ventures are included in the Group's consolidated financial statements, according to the equity 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, 2015, 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 4.25).

Estimates

Key estimates regarding future events and other major sources of uncertainty at the reporting date are:

- assessment of the recoverability of trade receivables (see note 4.7 – Trade receivables, other receivables and current financial assets), exposure to credit risk, as well as the 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 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.

A loan to a foreign subsidiary, the settlement of which is neither planned nor probable in the foreseeable future, constitutes part of the Group's net investment in this foreign subsidiary. Translation adjustments arising from a monetary item that forms part of a net investment are recorded directly in other comprehensive income under currency translation reserves, and recognized in income on disposal of the net investment.

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 receivable 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 Business Services, the amount of services invoiced to customers outside the Group when the services are supplied.

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

It includes, after elimination of intra-Group transactions, the revenue of fully consolidated companies.

2.3.2 Deferred taxes

In accordance with IAS 12, deferred taxes are recognized on the temporary differences between the carrying amounts of assets and liabilities and their tax base. In accordance with the liability method, they are calculated based on the expected tax rate for the period when the carrying amount of the asset or liability is recovered or settled. The effects of changes in tax rates from one period to another are recognized in the income statement or in equity, according to the symmetry principle, for the period during which the change occurred.

Deferred taxes relating to items recognized directly in shareholders' equity are also recognized in shareholders' equity.

Deferred tax assets resulting from temporary differences, tax losses and tax credits carried forward 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.

2.3.3 Earnings per share

Basic earnings per share are defined as the Group share of net income, divided by the weighted average number of shares outstanding 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.

2.3.4 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 twelve months and five years, depending on their significance. Intangible assets acquired are recognized on the balance sheet at their acquisition cost.

2.3.5 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-recurring expenses".

Goodwill is not amortized.

2.3.6 Impairment of non-current assets other than financial non-current 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.

These impairment tests are conducted annually on September 30.

2.3.7 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 installation	3 to 10 years
Airport equipment	5 to 10 years
Other tangible assets	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.

2.3.8 Investment grants

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

2.3.9 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 leases and only the rental payments are charged to income throughout the entire term of the agreement.

2.3.10 Investments in associates and joint ventures

The Group's equity investments 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 non-current assets, other than financial assets.

2.3.11 Other non-current financial assets

This category includes receivables related to equity investments, loans and receivables and assets available for sale (mainly 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.

2.3.12 Inventory and construction 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 Environmental Services 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.

At each year-end, a specific impairment provision is made for doubtful receivables.

2.3.13 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.

2.3.14 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.

2.3.15 Treasury shares

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

2.3.16 Pension commitments and other employee benefits

Pension commitment

The Group applies revised IAS 19.

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 externally managed and funded defined benefit plans (pension funds or insurance contracts), the fair value surplus or deficit in relation to the present value of the obligations is recognized as a balance sheet asset or liability. Surplus assets are only recognized on the balance sheet if 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). They are recognized in other comprehensive income.

Expenses recognized over the fiscal year include additional rights vested for an additional year of service, changes to existing rights at opening due to financial discounting, the expected return on plan assets, past service costs and the effect of any curtailments or settlements. The portion relating to additional rights is recognized under personnel expenses and the financial cost of net liabilities is recognized in the income statement.

2.3.17 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 resources required to meet the obligation.

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

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

2.3.17.1 Provisions for service awards

In Environmental Services, 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 2% 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.

2.3.17.2 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.

2.3.17.3 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-current provisions for a term of less than one year are recognized on the balance sheet under current provisions.

2.3.17.4 Provisions for environmental risks

Provisions for environmental risks are established whenever there is a legal or contractual requirement to restore an operating site, or whenever the Company is deemed liable for a quantifiable environmental risk. These provisions are measured on a site-by-site basis by estimating the cost of the work.

Business Services

By its very nature, Business Services has a very low environmental impact. Environmental issues are managed by the Quality, Safety and Environment (QSE) Department and form an integral part of each entity's general policies. QSE contacts within the various entities are responsible for implementing environmental initiatives and have the role of:

- ensuring compliance with regulations;
- responding to client demands such as external evaluation questionnaires required by some of our major clients (such as Ecovadis and Carbon Disclosure Project assessments). External audits are also conducted by clients;
- drawing up CSR diagnostics and implementing action plans. These impacts are taken into consideration within the context of the global Corporate Social Responsibility initiative defined as a result of a diagnosis conducted using the approach described by the French Federation of Cleaning Companies (FEP).

Environmental Services division

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 amount of energy compared with the primary production of such metals, with up to 92% for aluminum and 58% for steel (source: Report on the economical benefit of recycling, Bureau of International Recycling). In this way, the Group is helping to reduce greenhouse gas emissions, as detailed in paragraph 4.6.2.4.1 of this registration document.

For almost ten years, each regional subsidiary has had an Environmental Officer (reporting to the Environmental Services director), who liaises with the relevant authorities (Dreal, prefectures, water agencies, local councils, waterways, associations, etc.) in order to:

- check that the Group's business activities are conducted in accordance with current legislation and regulations (operating licenses), as poorly managed recycling activities can cause pollution;
- learn about regulatory changes;
- ensure that facilities are supervised and releases to the environment are monitored and controlled;
- train and inform colleagues about good practices.

Likewise, operations are often conducted on land with an industrial past, whose history is not always available. Where necessary, soil surveys are conducted in application of regulatory changes.

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.

2.3.18 Financial debt (current and non-current)

Financial debts include:

- the syndicated loan agreement signed on March 31, 2014;
- the non-recourse factoring agreement entered into on January 1, 2015;
- finance leases;
- other borrowings and bilateral lines.

These debts are valued and recognized at amortized cost using the effective interest rate method. According to this method, the cost of the debt includes issuance costs, originally deducted from the nominal value of the debt as a liability. Also in this method, interest expenses are recognized on an actuarial basis.

In the event that the terms of a loan agreement are modified, if the cash flows discounted at the initial effective interest rate under the new terms, including any fees paid and negotiation costs, exceed the discounted value of the flows anticipated under the agreement by more than 10%, the issuance costs and negotiation fees are recognized as expenses.

Financial debt with a term of less than one year is recorded under "Current financial debt".

2.3.19 Fair value of derivative assets and liabilities (IAS 32-39)

The Group uses derivatives to hedge its exposure to market risks (interest rates, exchange rates and raw material prices).

According to IAS 39, all derivatives must be recognized on the balance sheet at their "fair value". If derivatives do not meet the criteria for hedge accounting, fluctuations in their fair value are recognized in the income statement.

Derivatives may be considered hedging instruments in three situations:

- 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 its financial expenses, to hedge the foreign exchange risk related to loans in foreign currencies 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 IAS 39 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.

Financial instrument	Subsequent valuation method	Recognition of the change in value
Investment securities	Fair value	In shareholders' equity, unless the impairment observed is long-term, in which case it would be recognized in the income statement *via* an impairment
Marketable securities	Fair value	On the income statement
Loans and receivables	Amortized cost	On the income statement
Financial debt	Amortized cost	
Other liabilities	Amortized cost	

2.3.20 Held-for-sale and discontinued operations

Assets and liabilities classified as held for sale are measured at the lower 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 an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations;
- or is a subsidiary acquired exclusively to be sold.

2.4 Accounting changes

2.4.1 First-time application of IFRS 10, IFRS 11 and IFRS 12

2.4.1.1 First-time application of IFRS 10 "Consolidated Financial Statements"

IFRS 10 supersedes the provisions concerning consolidated financial statements in IAS 27 "Consolidated and Separate Financial Statements", as well as interpretation SIC 12 "Consolidation – Special Purpose Entities".

IFRS 10 introduces a new single model for assessing control based on three criteria: "an investor controls an investee when it is exposed, or has the rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee". Prior to this, control was defined in IAS 27 as the power to direct financial and operational policies to obtain the benefits of its activities.

First-time application of this new standard led the Group to analyze its equity interests to determine the level of control exercised over investees, in light of the new definition of control, covering all the periods presented.

The impacts of first-time application of IFRS 10 are presented in note 2.4.3.

2.4.1.2 First-time application of IFRS 11 "Joint Arrangements"

IFRS 11 supersedes IAS 31 "Interests in Joint Ventures" and interpretation SIC 13 "Jointly Controlled Entities – Non-Monetary Contributions by Venturers". This new standard defines the accounting procedures for joint arrangements, in which at least two parties exercise joint control.

Only two types of joint arrangements exist under this new standard: joint operations and joint ventures. The classification of a joint arrangement is based on the rights and obligations of the parties to the arrangement in which it is involved by considering the structure, legal form of the agreements, the rights granted to each of the parties by the agreements, and other facts and circumstances.

A joint venture is a joint arrangement whereby the parties (the "joint venturers") that have joint control of the arrangement have rights to the net assets of the arrangement.

A joint operation is a joint arrangement whereby the parties (the "joint operators") that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement.

Note that IAS 31 defined three types of joint arrangement, based primarily on the legal form. Under IAS 31, the Group accounted for its joint arrangements, formed as joint ventures, using the proportional method.

Pursuant to IFRS 11, the joint arrangements classified as joint ventures must be accounted for using the equity method (the proportional method is no longer allowed). Each of the joint venturers must recognize the assets and liabilities (and income and expenditure) relative to their interests in the joint-venture.

As a result of the changes introduced with respect to the forms of joint arrangements and the methods of consolidation, the Group has reviewed its joint arrangements covering all of the periods presented.

The impacts of first-time application of IFRS 11 are presented in note 2.4.3.

2.4.1.3 First-time application of IFRS 12 "Disclosure of Interests in Other Entities"

IFRS 12 sets out the disclosures required about interests in subsidiaries, joint arrangements, associates and and/or unconsolidated structured entities.

2.4.2 First-time application of interpretation IFRIC 21 "Levies"

IFRIC 21 is applicable to fiscal years beginning on or after January 1, 2014. However, Article 2 of the EU regulation delays mandatory application of this interpretation for EU countries to fiscal years beginning on or after June 17, 2014.

IFRIC 21 specifies that the obligating event for the recognition of liabilities for taxes and levies, which are not covered by IAS 12, depends on the legislation in question, independently of the tax base and the tax base period for the calculation of the levy. As a result, a tax liability may not be recognized progressively in the interim accounts.

First-time application of this interpretation by the Group affects recognition of certain taxes in interim periods, such as French tax C3S and property tax.

The impact of this interpretation for the Group is presented in note 2.4.3.

2.4.3 Impacts related to first-time application of IFRS 10, IFRS 11 and IFRIC 21 on the Group's financial statements

The impacts of the application of IFRS 10, IFRS 11 and IFRIC 21 are as follows:

Impact on the balance sheet as at September 30, 2014 *In millions of euros*	IFRS 10	IFRS 11	IFRIC 21	Total
Non-current assets (excluding investments in associates and joint ventures)	1.9	(9.7)	(0.4)	(8.2)
Investments in associates and joint ventures	0.0	8.3	0.0	8.3
Current assets	1.6	(11.5)	0.0	(9.9)
Total assets	**3.3**	**(12.9)**	**(0.4)**	**(9.9)**
Group shareholders' equity	0.0	0.0	(1.0)	(1.0)
Non-controlling interests	2.3	0.0	(0.0)	2.3
Non-current liabilities	0.4	(0.6)	0.6	0.5
Current liabilities	0.8	(12.4)	(0.1)	(11.7)
Total liabilities	**3.3**	**(12.9)**	**(0.4)**	**(9.9)**

Impact on the income statement as at September 30, 2014 *In millions of euros*	IFRS 10	IFRS 11	IFRIC 21	Total
Revenue	2.3	(47.1)	0.0	(44.8)
Recurring Ebitda	1.6	(1.4)	0.1	0.3
Operating income	1.0	0.0	0.1	1.1
Profit/(loss) after tax	0.7	0.1	0.1	0.9
Group share of income from associates and joint ventures	0.0	(0.1)	0.0	(0.1)

Impact on the cash flow statement as at September 30, 2014 *In millions of euros*	IFRS 10	IFRS 11	IFRIC 21	Total
Total consolidated net profit (loss)	0.7	0.0	0.1	0.8
Operating cash flow after financing costs and income tax	(1.3)	1.3	0.1	0.0
Operating cash flow before financing costs and income tax	(1.5)	1.6	0.1	0.1
Net cash flow from operating activities	(1.9)	2.0	0.0	0.1
Net cash flow from investment activities	0.8	(0.1)	0.0	0.7
Net cash flow from finance activities	1.1	(0.8)	0.0	0.3
Change in cash and cash equivalents	0.1	1.0	0.0	1.1

Impact on the income statement as at September 30, 2015 *In millions of euros*	IFRS 10	IFRS 11	IFRIC 21	Total
Revenue	1.7	(38.4)		(36.7)
Recurring Ebitda	1.4	(0.3)	(0.7)	0.4
Operating income	0.8	0.8	(0.7)	0.9
Profit/(loss) after tax	0.5	1.4	0.2	2.2
Group share of income from associates and joint ventures		(1.4)		(1.4)

3. Changes in consolidation scope

3.1 New companies included in the consolidation scope

Business Services

- Acquisition: DAL Holding, Dal Zeitarbeit, Derichebourg Aviation Energy Resources (February 2015) and Derichebourg Travaux & Maintenance Nucléaire (February 2015).

Environmental Services

- Acquisition: Hydrovide, Hydrovideo (April 2015), Derichebourg Marrakech (October 1, 2014), and Derichebourg Rabat (August 1, 2015).

Holding Companies

- Westever (April 2015) and Derichebourg A&D Développement (August 1, 2015).

3.2 Companies excluded from the consolidation scope

Business Services

None.

Environmental Services

- Liquidation of Valren.

Holding Companies

None.

3.3 Internal restructuring

Business Services

None.

Environmental Services

- With effect from October 1, 2014, transfer of all assets of:
  - SCI Carsoa to SCI Derichebourg Immobilier,
  - SCI Immorec to SCI Derichebourg Immobilier,
  - SCI DE LA RUE Pressence to SCI Derichebourg Immobilier,
  - SCI La Foncière des Sablons to SCI Derichebourg Immobilier,
  - Soper to Purfer,
  - Thierry Maiarelli to Purfer,
  - Lardet to Purfer.
- On December 31, 2014, the transfer of all assets and liabilities of IBEX to AFM Recyclage.
- On March 31, 2015, the transfer of all assets and liabilities of:
  - RMP to Revival,
  - RME to Revival,
  - DRT to Revival.
- Merger by absorption of Metallum by Derichebourg Umwelt on December 12, 2014, effective retroactively to October 1, 2014.
- Merger by absorption of Refinal by Corepa on June 30, 2015, effective retroactively to October 1, 2014. Corepa was renamed Refinal.
- On June 30, 2015, the transfer of all assets and liabilities of ECO-PHU to Derichebourg Environnement.
- On September 30, 2015, the transfer of all assets and liabilities of:
  - MARX Spaenlin to ESKA,
  - AFM Transport to AFM Recyclage.
- Merger by absorption of Ferrotrade by ESKA on September 30, 2015 effective retroactively to October 1, 2014.

Holding Companies

None.

3.4 Change in percentage ownership

Environmental Services

- Acquisition of 90% of Etablissements Bienstock bringing the Group's interest to 100%.
- Acquisition in July 2015 of 50% of APD bringing the Group's interest to 100%.

Business Services

- Acquisition in August 2015 of 51% of Safira Facility Services bringing the Group's interest to 100%.

4. Notes

4.1 Intangible assets and goodwill

In millions of euros	Value on 09-30-14	Increase	Decreases	Changes in scope	Other changes	Foreign exchange differences	Value on 09-30-15
Goodwill	308.1	0.3		7.0	(0.0)	0.3	315.7
Concessions, patents, licenses	10.6	1.2	(0.0)	0.1	(0.0)	0.0	11.9
Other intangible assets	7.0	0.4	(0.0)	0.5	0.0	0.0	7.9
Total gross value	**325.7**	**1.9**	**(0.1)**	**7.7**	**(0.0)**	**0.3**	**335.5**
Goodwill	(101.5)			(0.0)			(101.5)
Concessions, patents, licenses	(9.0)	(1.1)	0.0	(0.1)		(0.0)	(10.1)
Other intangible assets	(4.8)	(0.5)	0.0	(0.3)	(0.0)	(0.0)	(5.6)
Total amortization & depreciation	**(115.3)**	**(1.6)**	**0.1**	**(0.4)**	**(0.0)**	**(0.0)**	**(117.2)**
Total net value	**210.4**	**0.3**	**(0.0)**	**7.3**	**(0.0)**	**0.3**	**218.3**

4.1.1 Change in preliminary goodwill by type

In millions of euros	09-30-15
Safira Facility Services	3.6
DAL Group	1.0
APD	0.6
Bienstock	1.5
Hydrovide	0.3
Total Changes in scope	**7.0**

See note 3 Changes in consolidation scope.

4.1.2 Impairment tests

Impairment tests were carried out on the Environmental Services and Business Services activities on September 30, 2015 and did not show 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 amounts of goodwill impacted

In millions of euros	09-30-15	09-30-14
CGU – Business Services	164	159
CGU – Environmental Services	50	48
Total	**214**	**207**

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 (CGUs) are as follows:

In millions of euros	Discount rate 2014/2015[(1)]	Growth rate to infinity 2014/2015	Discount rate 2013/2014[(1)]	Growth rate to infinity 2013/2014	Valuation method
CGU – Environmental Services	10.00%	1.00%	10.50%	2.00%	Discounted cash flow and terminal value
CGU – Business Services	8.50%	1.00%	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 (CGUs) determined by business segment is calculated by discounting the forecast operating cash flows at the rates mentioned above. These cash flows are after tax (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 conducted annually on September 30.

The key assumptions to which the impairment tests of Environmental Services and Business Services are sensitive are the following:

- the discount rate, calculated by breaking down the weighted average cost of capital: this rate is 10% for Environmental Services and 8.5% for Business Services;
- Ebitda for the final year of the explicit forecast. This Ebitda has been determined on the basis of the business plan;
- the long-term growth rate of the businesses. This was estimated at 1% for all businesses. This was calculated based on the following factors:
  - Environmental Services: demand for recycling in developed countries and growth in demand in emerging countries,
  - Business Services: increased outsourcing and use of temporary workers. The business plan for Business Services anticipates 2% growth in revenue per year, driven by the upswings already seen within the Group's cleaning and temporary aeronautics staffing services. Modest growth in the ratio of Ebitda to revenue is also anticipated over the period, reaching 4.74% during the final year. This growth will stem primarily from projected business developments, without any major modifications to the division's structure. The Ebitda margin during the final year is close to that of other major players in the industry.

The enterprise values thus determined for the CGUs of the two segments are close to their book value.

Impact on enterprise value

	Environmental Services			Business Services		
In millions of euros	Discount rate +0.5%	Discount rate -0.5%	Ebitda +/-5% (in absolute terms) for the final year	Discount rate +0.5%	Discount rate -0.5%	Ebitda +/-5% (in absolute terms) for the final year
Impact on enterprise value	(26)	29	+/-10%	(16)	18	+/-7.5%

	Environmental Services		Business Services	
In millions of euros	Growth rate +0.5%	Growth rate -0.5%	Growth rate +0.5%	Growth rate -0.5%
Impact on enterprise value	20	(18)	14	(12)

These stress tests did not result in the recognition of any impairment losses on goodwill.

4.2 Property, plant and equipment (including leasing)

In millions of euros	Value on 09-30-14	Increase	Decrease	Changes in scope	Other changes	Foreign exchange differences	Value on 09-30-15
Land (including leasing)	158.8	0.5	(6.5)	0.3	(1.8)	2.9	154.1
Buildings (including leasing)	235.1	6.8	(3.0)	1.0	5.1	0.3	245.3
Machinery & equipment (including leasing)	650.5	22.8	(16.5)	7.2	(29.2)	8.4	643.1
Other tangible assets (including leasing)	272.8	23.8	(19.2)	2.9	(19.6)	2.1	262.7
Tangible assets under construction	16.1	7.9			(3.5)	0.0	20.6
Advances and deposits	0.1	0.0	(0.0)				0.1
Total gross value	**1,333.3**	**61.7**	**(45.3)**	**11.4**	**(49.0)**	**13.7**	**1,325.9**
Land (including leasing)	(25.9)	(2.5)	0.2	(0.2)	1.8	(0.7)	(27.4)
Buildings (including leasing)	(117.2)	(13.1)	2.6	(0.9)	(0.1)	(0.2)	(128.9)
Machinery & equipment (including leasing)	(535.1)	(36.1)	17.8	(5.5)	31.9	(7.0)	(534.2)
Other tangible assets (including leasing)	(221.2)	(18.7)	15.9	(2.2)	16.3	(1.3)	(211.2)
Total amortization & depreciation	**(899.4)**	**(70.5)**	**36.4**	**(8.8)**	**49.9**	**(9.2)**	**(901.7)**
Total net value	**433.9**	**(8.8)**	**(8.8)**	**2.7**	**0.8**	**4.4**	**424.2**

Property, plant and equipment financed by lease-financing contracts

In millions of euros	Value on 09-30-14	Increase	Decrease	Changes in scope	Other changes	Foreign exchange differences	Value on 09-30-15
Land and buildings	20.4	1.8					22.2
Machinery & equipment	189.8	9.9	(1.2)		(0.9)	0.1	197.8
Other tangible assets	98.9	17.4	(14.1)	0.0	0.0	(0.0)	102.3
Total gross value	**309.2**	**29.2**	**(15.2)**	**0.0**	**(0.9)**	**0.1**	**322.3**
Total amortization & depreciation	**(228.8)**	**(21.0)**	**12.1**		**0.9**	**(0.0)**	**(236.9)**
Total net value	**80.4**	**8.1**	**(3.2)**	**0.0**	**(0.0)**	**0.1**	**85.4**

4.3 Financial assets

4.3.1 Changes during the fiscal year

In millions of euros	09-30-14	Increase	Decrease	Changes in scope	Other changes	Foreign exchange differences	09-30-15
Investment securities	3.7	0.5	(0.0)	0.4	(0.0)	(0.0)	4.5
Long-term investments	0.0	0.2		0.0			0.2
Loans, securities and other long-term financial assets(1)	23.4	1.6	(2.0)	0.4	(0.0)	(0.0)	23.4
Total gross value	**27.1**	**2.3**	**(2.0)**	**0.8**	**(0.1)**	**(0.0)**	**28.1**
Impairment loss on investments	(1.3)	(0.0)		(0.5)		0.0	(1.8)
Impairment loss on loans, securities and other receivables(1)	(16.9)	(0.2)	0.0	(0.3)			(17.4)
Total impairment	**(18.3)**	**(0.2)**	**0.0**	**(0.8)**		**0.0**	**(19.2)**
Total net value	**8.8**	**2.1**	**(2.0)**	**0.0**	**(0.1)**	**(0.0)**	**8.9**

(1) The Group has a €15 million receivable for a planned acquisition which was abandoned. The Group took the necessary actions to recover this amount in accordance with contractual terms (see 4.25 – Significant litigation). On March 4, 2014, the Court handed down a first instance decision against the Group. Based on this decision, this receivable has been fully provisioned. The Group has, however, vigorously contested this decision and has launched an appeal.

4.3.2 Investment securities and receivables related to equity investments 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
POLYURBAINE SUBSIDIARIES	France	100%	0.3		0.3	
Other companies (less than €0.1 million)	France		1.0	(0.3)	0.7	
DOHMEN	Belgium	100%	1.4		1.4	In liquidation
BUSINESS SERVICES						
DERICHEBOURG ATIS MAINTENANCE SERVICES	France	100%	0.9	(0.9)	0.0	In liquidation
INTERCLEAN	Brazil	25%	0.4	(0.4)	0.0	
Others	France		0.4	(0.0)	0.3	
Total			**4.5**	**(1.8)**	**2.7**	

4.4 Investments in associates and joint ventures

4.4.1 By type

				Share of profits	
In millions of euros	Country	% holding	Share of profit/(loss)	09-30-15	09-30-14
ASSOCIATES					
ALLO CASSE AUTO	France	48%	(0.2)	2.3	2.4
APD(1)	United States	50%	0.0	N/A	(0.1)
CTR49	France	34%	(0.0)	(0.2)	(0.2)
DAC	France	50%	0.1	0.5	0.5
DREYFUS	France	43%	0.3	4.7	4.6
ROHR	France	50%	0.2	1.5	2.2
GALLOO SALLAUMINES SA	France	34%	0.0	0.7	0.7
VALVERT TRI	France	35%	0.0	0.0	0.0
JOINT VENTURES					
ALSAFER	France	50%	0.1	0.2	0.2
ENVIE AFM SUD OUEST	France	50%	0.1	0.4	0.4
PLASTIC RECYCLING	France	50%	(0.3)	0.7	1.0
REYFRA	Spain	50%	(0.1)	5.4	5.4
SAFIRA FACILITY SERVICES(1)	Portugal	49%	(1.2)	N/A	1.3
VALERCO	France	50%	(0.0)	0.1	0.1
VALREN(1)	France	50%	0.0	N/A	(0.1)
Total			**(1.0)**	**16.3**	**18.3**

(1) APD and SAFIRA FACILITY SERVICES are now fully consolidated, VALREN has been liquidated and is deconsolidated (see note 3).

Information relating to the financial position and income statement of associates and joint ventures

In millions of euros	Reporting date of financial statements	Assets	Liabilities	Revenue	Net profit (loss)
ASSOCIATES					
ALLO CASSE AUTO	September 30, 2014	7.8	3.6	12.9	(0.4)
CTR49	December 31, 2014	1.3	2.0	1.2	(0.0)
DAC	September 30, 2014	1.4	0.4	1.3	0.1
DREYFUS	December 31, 2014	15.2	2.2	9.3	0.7
ROHR	September 30, 2014	6.3	1.2	9.0	0.5
GALLOO SALLAUMINES SA	December 31, 2014	2.5	0.3	2.3	0.0
VALVERT TRI	December 31, 2014	0.3	0.3	1.0	0.0
JOINT VENTURES					
ALSAFER	September 30, 2015	0.8	0.3	1.9	0.1
ENVIE AFM SUD OUEST	September 30, 2015	1.9	1.0	4.2	0.1
PLASTIC RECYCLING	September 30, 2015	4.6	4.9	6.7	(0.5)
REYFRA	September 30, 2015	16.9	7.8	34.7	(0.0)
VALERCO	September 30, 2015	0.4	0.2	0.5	(0.0)

Condensed financial information for Environmental Services' joint ventures

		ALSAFER	ENVIE AFM SUD OUEST	PLASTIC RECYCLING	REYFRA	VALERCO
	Balance sheet date	09-30-15	09-30-15	09-30-15	09-30-15	09-30-15
In millions of euros	Country	France	France	France	Spain	France
Financial position						
Non-current assets		0.0	0.4	1.6	11.5	0.1
Current assets		0.8	1.5	3.0	5.4	0.2
Total assets		**0.8**	**1.9**	**4.6**	**16.9**	**0.4**
Non-current liabilities		0.0	0.1	0.0	0.0	0.0
Current liabilities		0.3	1.0	4.9	7.8	0.2
Total liabilities		**0.3**	**1.0**	**4.9**	**7.8**	**0.2**
Net assets		**0.5**	**0.9**	**(0.3)**	**9.2**	**0.1**
Income statement						
Revenue		1.9	4.2	6.7	34.7	0.5
Net profit (loss)		**0.1**	**0.1**	**(0.5)**	**(0.0)**	**(0.0)**
Statement of cash flow						
Net cash flow from operating activities		0.4	(0.0)	(0.0)	2.5	(0.3)
Net cash flow from investment activities		0.0	(0.1)	(0.0)	(1.7)	0.0
Net cash flow from finance activities		(0.1)	0.0	0.0	(0.0)	0.0
of which, dividends received by the subsidiary		0.0	0.0	0.0	0.0	0.0
Impact of exchange rate fluctuations		0.0	0.0	0.0	0.0	0.0
Cash and cash equivalents at beginning of the period		0.2	0.4	0.7	(3.8)	0.4
Cash and cash equivalents at close of the period		0.5	0.3	0.7	(3.0)	0.1
Change in cash and cash equivalents		**0.3**	**(0.1)**	**(0.1)**	**0.8**	**(0.3)**

4.4.2 Changes during the fiscal year

In millions of euros	09-30-14	Share of profit	Dividends	Changes in scope	Other changes	Foreign exchange differences	09-30-15
Equity interests in associated companies	18.3	(1.0)	(1.2)	0.2	0.0		16.3

4.5 Other non-current assets

In millions of euros	Gross values on 09-30-15	Provisions	Net values on 09-30-15
Other receivables	4.6	(4.6)	
Total	**4.6**	**(4.6)**	**0.0**

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

In millions of euros	09-30-15	More than one year	More than five years
Long-term investments	0.2	0.2	0.0
Loans, securities and other long-term financial assets	6.0	5.4	0.6
Total	**6.2**	**5.6**	**0.6**

4.6 Inventories

4.6.1 By type

In millions of euros	Gross value on 09-30-15	Gross value on 09-30-14
Raw materials	10.2	5.2
Other consumables	9.5	9.6
Work in progress	2.6	1.0
Finished and semi-finished goods	1.7	1.3
Goods for resale	58.3	71.5
Total	**82.3**	**88.5**

4.6.2 Changes during the fiscal year

In millions of euros	Net value on 09-30-14	Variation	Changes in scope	Foreign exchange differences	Change in impairment of inventory(1)	Net value on 09-30-15
Raw materials	5.2	2.3	2.7	0.0	(0.2)	10.0
Other consumables	9.1	(0.4)	0.3	0.1	0.1	9.1
Work in progress	1.0	(0.8)	2.4			2.6
Finished and semi-finished goods	1.3	(0.0)	0.5		(0.0)	1.7
Goods for resale	71.0	(14.1)	0.3	0.6	(1.1)	56.7
Total	**87.5**	**(13.1)**	**6.3**	**0.7**	**(1.2)**	**80.1**

(1) Change in impairment of inventory

In millions of euros	Value on 09-30-14	Provisions	Write backs	Changes in scope	Foreign exchange differences	Value on 09-30-15
Inventory obsolescence	**(0.9)**	**(1.1)**	**1.2**	**(1.3)**	**(0.0)**	**(2.2)**

4.7 Trade receivables, other receivables and current financial assets

	09-30-2015			09-30-2014		
In millions of euros	Gross value	Impairment	Net value	Gross value	Impairment	Net value
Trade Receivables	**241.3**	**(9.2)**	**232.1**	**270.4**	**(8.4)**	**262.0**
Tax receivables	**4.7**		**4.7**	**6.3**		**6.3**
Advances and deposits	5.5		5.5	4.0		4.0
Other receivables	68.2	(3.9)	64.4	62.4	(3.8)	58.6
Prepaid expenses	9.1		9.1	8.1		8.1
Other current assets	**82.9**	**(3.9)**	**79.0**	**74.5**	**(3.8)**	**70.8**
Dividends due	0.6	0.0	0.6	0.0	0.0	0.0
Receivables related to equity participations	0.2	0.0	0.2	0.4	0.0	0.4
Loans, deposits and securities	12.3	0.0	12.3	21.9	0.0	21.9
Current financial assets	**13.1**	**0.0**	**13.1**	**22.2**	**0.0**	**22.2**

Change in impairment of trade receivables

In millions of euros	Value on 09-30-14	Provisions	Write backs	Changes in scope	Foreign exchange differences	Value on 09-30-15
Impairment of trade receivables	**(8.4)**	**(1.4)**	**1.0**	**(0.5)**	**(0.0)**	**(9.2)**

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 09-30-15	Provisions	Net value on 09-30-15	Net value on 09-30-14
Marketable securities	0.5	(0.1)	0.4	0.4
Cash	43.3		43.3	36.6
Total	**43.8**	**(0.1)**	**43.7**	**37.0**

In millions of euros	09-30-15	09-30-14
Cash and cash equivalents	43.7	37.0
Bank overdrafts	9.3	24.2
Net cash	**34.4**	**12.8**

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.

The Group reports cash and cash equivalents according to the accounting balance of each bank account, whereas these accounts can be aggregated with other accounts that could have a different balance in the context of the merger of interests and overall overdraft authorizations granted to the Group.

4.9 Consolidated shareholders equity

As of September 30, 2015, 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

	Shares		Voting rights		Share subscription warrants (BSA) @ €6.70
Shareholders	Number	%	Number	%	Number
CFER	85,411,102	50.82%	162,274,350	69.09%	
Financière DBG	65,894	0.04%	65,894	0.03%	
Employees	3,786,308	2.25%	3,786,308	1.61%	
Treasury shares	12,423,980	7.39%	0		
Free float	66,394,746	39.50%	68,758,803	29.27%	
Banks					3,583,616
Total	**168,082,030**	**100.00%**	**234,885,355**	**100.00%**	**3,583,616**

Dividends

In millions of euros	For the fiscal year 2014/2015(1)	For the fiscal year 2013/2014	For the fiscal year 2012/2013
Net dividends in euros	0.05	0	0.06
Total net distribution	8.4	0.0	9.9

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

The Board of Directors has proposed a €0.05/share dividend distribution to the shareholders' meeting.

4.9.1 Shares with attached share subscription warrants (ABSAs)

4.9.1.1 Characteristics of the share subscription warrants arising from the ABSAs

Number of share subscription warrants attached to each share

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

Number of ABSAs

12,738,854 ordinary shares with attached share subscription warrants issued in 2005.

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 for by exercising warrants is 3,583,616 shares, plus, where applicable, any additional shares to be issued to maintain the rights of the warrant holders.

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' 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 Derichebourg SA, 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 extended 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, plus any additional nominal amount required 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 (BSAs) 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 SA, 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	09-30-15	09-30-14
Non-controlling interests at the beginning of the year	2.9	3.0
Changes in consolidation scope	2.1	(0.2)
Consolidated company earnings attributable to non-controlling interests	1.0	0.3
Share of dividends from consolidated companies	(0.3)	(0.6)
Impact of foreign exchange rate fluctuations on non-controlling interests	0.0	0.2
Other changes	(0.1)	0.0
Non-controlling interests at year-end	**5.5**	**2.9**

4.11 Indebtedness

4.11.1 Loans and financial debts

4.11.1.1 Changes in financial indebtedness

In millions of euros	Value on 09-30-14	Increase	Decrease	Foreign exchange differences	Changes in scope	Other changes	Value on 09-30-15
Loans from financial institutions	148.3	1.8	(10.4)	0.0	1.8	(28.4)	113.2
Miscellaneous financial debt	1.5	(0.1)	(0.1)	0.0	0.5	(0.1)	2.1
Debts linked to finance leases	51.8	29.3		0.0	0.0	(24.0)	57.1
Non-current financial debt	**201.6**	**31.2**	**(10.5)**	**0.1**	**2.3**	**(52.5)**	**172.3**
Loans from financial institutions	70.9	20.5	(48.8)	0.1	1.9	27.9	72.6
Miscellaneous financial debt	0.1		(5.6)		0.1	5.6	0.2
Debts linked to finance leases	18.7		(22.0)	0.0	(0.0)	24.5	21.1
Bank overdrafts	24.2		(17.1)	0.0	2.2	0.0	9.3
Current financial debt	**114.0**	**20.5**	**(88.0)**	**0.2**	**4.2**	**58.0**	**103.3**
Total financial debt	**315.6**	**51.7**	**(98.5)**	**0.3**	**6.6**	**(0.0)**	**275.6**

The €100 million revolving loan, with the same maturity as the repayment loan, is recognized in non-current financial debt for the €30 million portion drawn down at September 30, 2015.

4.11.1.2 Maturity profile of loans and non-current financial debt

In millions of euros	Value on 09-30-15	From 1 to 5 years	More than 5 years
Loans from financial institutions	113.2	111.5	1.7
Miscellaneous financial debt	2.1	2.0	0.1
Debts linked to finance leases	57.1	49.3	7.8
Non-current financial debt	**172.3**	**162.8**	**9.6**

4.11.1.3 Financial debt broken down by principal currencies

In millions of euros	Value on 09-30-15	EUR	American dollar	Other
Loans from financial institutions	113.2	112.9	0.1	0.2
Miscellaneous financial debt	2.1	1.8	0.2	
Debts linked to finance leases	57.1	56.7	0.3	
Non-current financial debt	**172.3**	**171.5**	**0.7**	**0.2**
Loans from financial institutions	72.3	72.3		
Miscellaneous financial debt	0.2	0.2		
Debts linked to finance leases	21.1	20.7	0.4	
Bank overdrafts	9.3	8.1	0.7	0.5
Interest accrued	0.4	0.4		
Current financial debt	**103.3**	**101.6**	**1.1**	**0.5**
Total financial debt	**275.6**	**273.1**	**1.8**	**0.7**

4.11.1.4 Characteristics of the main credit lines

Denomination	Currency	Nominal value authorized on 09-30-15 *In currency million*	Nominal value used on 09-30-15 *In currency million*	Maturity date	Index
Loans from financial institutions(1)	EUR	106.0	106.0	03/29/2019	Euribor
Loans from financial institutions(1)	EUR	100.0	30.0	03/29/2019	Euribor
Loans from financial institutions	EUR	18.2	18.2	02/26/2016	Euribor
Syndicated factoring(2)	EUR	240.0	206.9	12/31/2016	Euribor
Loans from financial institutions	EUR	10.7	10.7		
Confirmed and unconfirmed bilateral line	EUR	71.8	3.8		

(1) The Derichebourg Group has contracted a syndicated loan agreement, which, along with its factoring agreements, constitutes its main sources of funding.
(2) Including €196 million from non-recourse factoring of receivables.

4.11.1.5 2014 loan agreement

On March 31, 2014, the Group entered into a new loan agreement with nine financial institutions, for the sum of €232.5 million and comprising a €100 million revolving loan and a €132.5 million repayment loan.

Regarding the redeemable loan, €26.5 million had been repaid on March 31, 2015. The next installment of €26.5 million is due in March 2016.

A rider was signed on March 31, 2015, on the Group's request, to amend a number of provisions, notably the margin scale.

The Group also set up bilateral lines with financial institutions in the amount of €72 million.

Interest rate

The amounts drawn on these credit lines carry interest at the Euribor rate, plus a margin which is adjusted periodically based on the ratio of net financial indebtedness to consolidated Ebitda.

Early repayment obligations – Event of default

The loan agreement allows the lenders to require early repayment of the entire amount due, should a majority of the lenders request it, 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 of control or delisting of Derichebourg shares would constitute an event warranting mandatory early repayment.

In addition, the Loan agreement provides for an obligation to make early partial repayment of the sums owing in the event of a capital increase, the issuance of shares giving access to capital or debt securities. Early repayment of sums owing must be made for an amount equivalent to 50% of the proceeds of the fully paid-up cash capital increase, less capital increase costs or, if applicable, for an amount equal to the proceeds of the issuance of shares giving access to capital or debt securities or disintermediated loans, if the maturity of this issue is after the loan repayment date, otherwise 100% early repayment is required.

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

Lastly, early partial repayment of the sums owing must be made in the event of receipt of insurance payouts as a result of claims made, in the amount of the insurance payments received in excess of the €5 million deductible less, if applicable, any sums reinvested.

Covenants

The loan agreement also includes covenants limiting the ability of Group companies to do the following without the lenders' consent:

- to take out additional debts;
- to grant sureties and guarantees;
- to undertake mergers, demergers or restructurings;
- to enter into any kind of joint venture or business combination agreement, in the widest sense, with third parties outside the Group;
- to undertake certain acquisitions;
- to make investments over the course of a given company fiscal year that exceed the amounts set by the Agreement;
- to sell assets or equity participations, except for those specified in the loan agreement;
- to redeem and/or reduce their share capital, with certain exceptions.

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 repayment loan with interest-rate hedging instruments.

4.11.1.6 Factoring agreement

On January 1, 2015, the Derichebourg Group entered into a new non-recourse factoring agreement (€240 million approved credit line). The agreement covers the French, Belgian and German Environmental Services and Business Services entities. The term of this agreement is confirmed at two years.

The receivables covered by this agreement correspond to deliveries made or services rendered to private customers or to French public sector customers.

Each time receivables are sold, the receivables approved by the credit insurer (after deduction of any outstanding receivables previously sold without recourse) are sold without recourse. The other receivables are sold with recourse. The receivables retain their status (factored with or without initial recourse) until payment takes place.

The factor is co-insured with the Group by two different credit insurers. It is responsible for paying out any compensation under the credit insurance policy.

Interest is deducted when the receivable is sold based on the average contractual payment terms. The risk of late payment is transferred to the factors.

The dilution rate (credits, cancellation of receivables) is low.

The total receivables derecognized under factoring agreements amounted to €185.9 million as at September 30, 2015.

The Group derecognized 95% of receivables without recourse due to the residual 5% unguaranteed share.

At September 30, 2014, €167 million of receivables without recourse were derecognized under the previous factoring agreement.

4.11.2 Net financial position

In millions of euros	09-30-15	09-30-14
Financial debt	275.6	315.6
Cash and cash equivalents	43.7	37.0
Total net debt	**231.9**	**278.6**

Risks related to the level of debt

The Group's level of debt could affect its capacity to changes in the economic environment.

The Group's net debt at September 30, 2015 totaled €231.9 million.

The requirement to allocate part of its cash flows to service its debt reduces its funds available for investment.

4.11.3 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.

At September 30, 2015, the Group's main sources of funding were:

- a €232.5 million syndicated loan agreement set up in March 2014, €26.5 million of which was repaid on March 31, 2015, leaving €206 million outstanding. It includes a five-year loan for €132.5 million, repayable in equal annual installments, and a five-year revolving loan for the sum of €100 million. The next installment for the repayment loan is due on March 31, 2016 and amounts to €26.5 million. At September 30, 2015, €70 million of the revolving loan had not been drawn;
- a 2-year non-recourse factoring agreement went into effect on January 1, 2015. It has a €240 million credit line (depending on the receivables available). The factoring purchases non-recourse receivables for up to the approved amounts issued by the credit insurers. The total receivables that may be derecognized by the Group is thus dependent on the total receivables available and the credit insurers' authorized limits. Any downward variation in one of these amounts may lead to an increase in the net debt recognized by the Group;
- €11 million in medium-term borrowings, entirely drawn down;
- leasing contracts, repayable in installments and at a fixed rate of interest. The amount outstanding as at September 30, 2015 was €78 million;
- bilateral credit lines, whether confirmed or not, totaling €72 million, with €4 million used at September 30, 2015.

The main payment maturity dates up to 2020 are shown in the table below.

Main maturity dates

In millions of euros	less than one year	more than one year	at +2 years	at +3 years	at +4 years	Total
Syndicated credit	26.5	25.5	25.5	55.5	0.0	133.0
Finance leases	21.1	18.2	15.1	10.3	5.6	70.4
Other medium- and long-term lines(1)	46.3	1.7	1.5	1.1	2.6	53.3
Total	**94.0**	**45.4**	**42.1**	**67.0**	**8.2**	**256.7**

(1) Of which factoring accounts for €23.4 million due in less than one year.

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 recurring Ebitda, on each calculation date and over a rolling 12-month period ending on each calculation date, must be less than the figures shown in the table below for the calculation date considered:

Date of calculation	Lower leverage ratio
September 30, 2015	2.50
March 31, 2016	2.50
September 30, 2016 and March 31 and September 30 of each year after that date	2.00

On September 30, 2015, the leverage ratio was 1.86.

- the debt service coverage ratio, i.e. the ratio of (a) consolidated cash flow before debt service to (b) debt service on calculation date and over a rolling 12-month period ending on each calculation date considered, must be greater than 1.

On September 30, 2015, the debt service ratio was 1.96.

The Group is compliant with its financial covenants at September 30, 2015. Failure to comply with these ratios would be considered a default event and a majority of the lenders could elect to enforce covenants.

Given the liquidity margin of €180 million at September 30, 2015, and based on business and investment forecasts, the Group estimates that it has sufficient financial lines to meet its payments over the 12 months from September 30, 2015.

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 Market 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, 2015, all of the Group's assets and liabilities measured at fair value are classified as level 2.

During the 2015 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	09-30-15	09-30-14
Assets at fair value through profit or loss		
• Derivative instruments – assets	0.0	1.0
Assets at fair value through equity		
• Derivative instruments – assets	0.4	0.9
Loans and receivables		
• Non-current loans	0.0	0.0
• Non-current deposits and securities	6.0	6.4
• Other non-current financial assets	0.2	0.0
• Current trade receivables	232.1	262.0
• Current loans	0.7	0.4
• Current deposits and securities	12.3	21.9
• Cash and cash equivalents	43.7	37.0
Held-to-maturity investments		
• None		
Available-for-sale assets		
• Investment securities	2.7	2.4
Liabilities at fair value through profit or loss		
• Derivative instruments – liabilities	0.1	0.0
Liabilities at fair value through equity		
• Derivative instruments – liabilities	6.4	7.8
Other liabilities		
• Syndicated credit	133.0	169.0
• Other non-current financial debt	65.8	59.1
• Trade payables	198.3	232.5
• Other current financial liabilities	0.4	0.2
• Short-term loans and bank overdrafts	76.4	87.2

4.12.2 Market value of derivative instruments

		09-30-15		09-30-14	
In millions of euros		Assets	Liabilities	Assets	Liabilities
Derivatives for interest-rate risks	Cash flow hedge		6.6		7.3
Derivatives for exchange-rate risk	Cash flow hedge	0.4	0.0	0.9	0.5
Derivatives for raw materials price risks	Fair value			1.0	0.0
Amount of derivatives in the consolidated balance sheet		**0.4**	**6.6**	**1.9**	**7.8**

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 and the hedging requirement set forth in the syndicated loan agreement. On September 30, 2015, 71% of the debt was contracted 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 fully hedged. A 1% change in the three month Euribor would have no impact on the Group's financial statements.

Breakdown of debt between fixed and variable rates

	09-30-15			09-30-14		
In millions of euros	Fixed rate	Variable rate	Total	Fixed rate	Variable rate	Total
Financial liabilities	80.3	186.0	266.3	72.3	219.1	291.3
Cash and cash equivalents		9.3	9.3		24.2	24.2
Total financial liabilities	**80.3**	**195.3**	**275.6**	**72.3**	**243.3**	**315.6**
%	29%	71%	100%	23%	77%	100%

Net Financial position after hedging

	09-30-15			09-30-14		
In millions of euros	In less than 1 year	From 1 to 5 years	+5 years	In less than 1 year	From 1 to 5 years	+5 years
Financial liabilities	103.3	162.8	9.6	114.0	191.9	9.7
Financial assets	(56.8)	(6.0)		(59.2)	(6.4)	
Net position before hedging	46.5	156.7	9.6	54.7	185.5	9.7
swap	(140.0)	(270.0)		(0.2)	(400.0)	
Net position after hedging	(93.5)	(113.3)	9.6	54.6	(214.5)	9.7

Derivative interest rate instruments by maturity

In millions of euros	Initial rate	In 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	0.66%			20.0	
SWAP EUR	0.95%			34.0	
SWAP EUR	0.96%			66.0	
SWAP EUR	0.97%			25.0	
SWAP EUR	0.98%			25.0	
SWAP EUR	2.36%	15.0			
SWAP EUR	2.37%	25.0			
COLLAR	0.47-1.25%			100.0	
CAP EUR	3.00%	100.0			
Total nominal value EUR		**140.0**	**0.0**	**270.0**	**0.0**

4.12.4 Foreign exchange risk

Exchange rates used

		2015		2014	
In euros	Foreign currencies	Year-end	Average	Year-end	Average
United States	USD	1.1203	1.1482	1.2583	1.3551
Morocco	MAD	10.8783	10.8774	11.0601	11.2059
Mexico	MXN	18.9768	17.3406	16.9977	17.7449
United Kingdom	GBP	0.7385	0.7428	0.7773	0.8189

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. Euro movements against the US dollar do, however, have a significant impact on the translation of Environmental Services division revenue and operating income into euros.

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

In millions of currency units	USD	GBP
Forward purchases	3.7	
Forward sales	19.2	0.6

Accounts receivable, tax receivables and other current assets by currency

	Receivables at 09-30-15			Receivables at 09-30-14		
In million currency units	Local currency	Euro	%	Local currency	Euro	%
EUR	287.8	287.8	91%	304.4	304.4	90%
MAD	60.2	5.5	2%	20.3	1.8	1%
MXN	82.9	4.4	1%	47.5	2.8	1%
USD	20.2	18.1	6%	37.7	30.0	9%
Total		**315.7**	**100%**		**339.0**	**100%**

Trade payables, tax liabilities and other current liabilities

	Payables at 09-30-15			Payables at 09-30-14		
In million currency units	Local currency	Euro	%	Local currency	Euro	%
EUR	426.2	426.2	97%	432.6	432.6	98%
GBP	0.5	0.6	0%			
MAD	51.8	4.8	2%	12.8	1.2	0%
MXN	48.2	2.5	1%	23.2	1.4	0%
USD	5.6	5.0	1%	7.3	5.8	1%
Total		**439.1**	**100%**		**441.0**	**100%**

The following table shows the sensitivity of profit before tax, before and after hedging, to a reasonable change in the US dollar exchange rate, all other variables being constant.

		09-30-15		09-30-14	
In millions of €		Before hedging	After hedging	Before hedging	After hedging
USD	+5%	(0.9)	(0.2)	(1.6)	(0.4)
	-5%	1.0	0.2	1.7	0.4
Total	**+5%**	**(0.9)**	**(0.2)**	**(1.6)**	**(0.4)**
	-5%	**1.0**	**0.2**	**1.7**	**0.4**

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 domestic, export and foreign accounts receivable, Environmental Services and Business Services systematically apply for credit insurance to cover 95% of this risk on these receivables, excluding taxes. 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.

For several years now, the Group has implemented a very strict policy of monitoring customer outstandings and systematically issuing routine reminders for overdue outstandings.

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.

Aging of accounts receivable (gross values excluding doubtful receivables)

In millions of euros	Total outstanding 09-30-15	Not due	<1 month	<4 months	>4 months
Environmental Services	121.9	88.6	23.6	6.8	2.9
Business Services	110.0	39.9	38.0	21.2	10.9
Holding Companies	0.4	0.2	(0.1)	0.1	0.2
Total	**232.3**	**128.7**	**61.4**	**28.2**	**14.0**

Despite the turbulent environment, the Group has not yet observed any significant increase in payment delays, with non-recoverable losses totaling €0.9 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 Raw materials 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. 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.

4.13 Non-current provisions and provisions for commitments to employees

4.13.1 Changes in non-current provisions

In millions of euros	Value on 09-30-14	Provisions	Write backs used	Write backs not used	Foreign exchange differences	Changes in scope	Other changes	Value on 09-30-15
Provisions for labor disputes	3.3	2.7	(1.5)	(0.0)			0.1	4.6
Provisions for other disputes	0.0	1.1						1.1
Provisions for URSSAF disputes	3.1	0.9					0.5	4.5
Provisions for guarantees		0.0		(0.0)		0.1		0.1
Provisions for service awards	2.5	0.3	(0.2)	(0.2)				2.4
Provisions for losses at completion on contracts	0.3							0.3
Environmental provisions	9.6	0.3	(0.1)		0.1			9.9
Total	**18.8**	**5.3**	**(1.8)**	**(0.2)**	**0.1**	**0.1**	**0.6**	**22.8**

4.13.2 Provisions for commitments to employees

In France, Group employees benefit from State pension plans and from retirement benefits paid by the employer in accordance with the collective 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.

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

Actuarial assumptions Business Services	Euro zone 2014-2015	Euro zone 2013-2014
Discount rate	2.00%	2.00%
Rate of inflation	2.00%	2%
Long-term forecast salary growth rate	2.00%	2.00%
Expected return on assets		
• shares		
• fixed assets		
• liquidity		
• bonds		
• *hedge funds*		
Mortality	Tables by generation TGM/TGF 05	Tables by generation TGM/TGF 05
Rate of turnover	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 62 years for non-executives
	Voluntary departure at 65 years for executives	Voluntary departure at 65 years for executives

Actuarial assumptions Environmental Services and Holding Company	Euro zone 2014-2015	Euro zone 2013-2014
Discount rate	2.00% to 2.40%	2.00% to 2.50%
Long-term forecast salary growth rate	0% to 2%	0% to 2%
Expected return on assets	N/A	N/A
Mortality	Tables by generation TGM/TGF 05	Tables by generation TGM/TGF 05
Rate of turnover	Insee tables adapted to the Group's turnover	Insee tables adapted to the Group's turnover
Retirement age	Voluntary departure at 62 years for non-executives	Voluntary departure at 62 years for non-executives
	Voluntary departure at 65 years for executives	Voluntary departure at 65 years for executives

For Environmental Services and Business Services in France, the discount rate used in this measurement is 2%.

IAS 19 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 2% and 2.25% according to the benchmark used (IBOXX, Bloomberg).

The discount rate actually used in this valuation complies with IAS 19.

In millions of euros	09-30-14	Provisions	Write backs used	Write backs not used	Foreign exchange differences	Changes in scope	Comprehensive income[1]	09-30-15
Employee benefits	35.4	2.7	(2.0)			0.0	(2.5)	33.6

In millions of euros	2015	2014	2013
Actuarial value of commitments at opening	**35.4**	**31.9**	**159.5**
Current service cost	2.1	1.9	1.7
Interest expense	0.6	0.9	6.2
Actuarial losses (gains) arising from changes in demographic assumptions	(2.4)	(1.5)	(0.4)
Actuarial losses (gains) arising from changes in financial assumptions	(0.1)	4.2	22.6
Employee contributions	0.0	0.0	0.0
Benefits paid	(2.0)	(1.7)	(5.7)
Acquisitions, disposals, liquidations	0.0	0.0	(5.1)
Changes in scope	0.0	(0.3)	0.0
Changes in exchange rates	0.0	0.0	(5.7)
Impact of IFRS 5	0.0	0.0	(141.3)
Actuarial value of commitments at closing	**33.6**	**35.4**	**31.9**
Fair value of plan assets at opening	**0.0**	**0.0**	**101.9**
Interest income	0.0	0.0	4.2
Expected return on assets other than interest	0.0	0.0	2.2
Administrative costs	0.0	0.0	(0.4)
Contributions by employer	2.0	1.7	5.8
Employee contributions	0.0	0.0	0.0
Benefits paid	(2.0)	(1.7)	(5.7)
Assets distributed on settlement	0.0	0.0	(5.7)
Changes in scope	0.0	0.0	0.0
Changes in exchange rates	0.0	0.0	(4.6)
Impact of IFRS 5	0.0	0.0	(97.8)
Fair value of plan assets at closing	**(0.0)**	**0.0**	**0.0**
Provisions recognized on the balance sheet	**0.0**	**0.0**	**0.0**
Actuarial value of commitments	33.6	35.4	31.9
Fair value of assets	0.0	(0.0)	0.0
Net value of commitments	**33.6**	**35.4**	**31.9**
Amounts recognized in profit or loss			
Current service cost	2.1	1.9	1.7
Financial cost	0.6	0.9	2.0
Administrative costs	0.0	0.0	0.4
Gains/Losses on settlements	0.0	0.0	0.6
Total	**2.7**	**2.8**	**4.7**
Analysis of amount recognized in other comprehensive income			
Expected return on assets other than interest	0.0	0.0	2.2
Actuarial losses (gains) arising from changes in demographic assumptions	2.4	1.5	0.4
Actuarial losses (gains) arising from changes in financial assumptions	0.1	(4.2)	(22.6)
Total gains/(losses) recognized in other comprehensive income [1]	**2.5**	**(2.6)**	**(20.0)**
Provisions at the beginning of the year	**35.4**	**31.9**	**57.6**
Net expense for the year	2.7	2.8	4.7
Impact on comprehensive income	(2.5)	2.6	20.0
Benefits paid	(2.0)	(1.7)	(5.8)
Other	(0.0)	(0.2)	0.0
Impact of IFRS 5	0.0	0.0	(43.5)
Changes in exchange rates	0.0	0.0	(1.1)
Provisions at year-end	**33.6**	**35.4**	**31.9**

4.14 Current provisions

In millions of euros	Value on 09-30-14	Provisions	Write backs used	Write backs not used	Foreign exchange differences	Changes in scope	Other changes	Value on 09-30-15
Provisions for disputes	7.2	0.2	(0.8)	(0.6)			(0.3)	5.8
Provisions for restructuring	1.0	1.2	(0.9)	(0.0)				1.2
Provisions for losses at completion on contracts	0.1							0.1
Provisions for taxes	2.8		(2.7)				0.0	0.1
Environmental provisions	1.9		(0.7)					1.2
Other provisions	0.1	0.6	(0.3)		0.0		(0.3)	0.1
Total	**13.1**	**2.0**	**(5.4)**	**(0.7)**	**0.0**		**(0.6)**	**8.5**

4.15 Other current liabilities

In millions of euros	09-30-15	09-30-14
Trade payables	**197.8**	**232.5**
Tax payables	**5.5**	**2.0**
State and payroll taxes	202.1	186.7
Advances and payments on account received on orders	17.0	4.7
Current account credit balances	1.5	0.7
Dividends to pay	0.0	
Miscellaneous liabilities	7.7	8.6
Deferred income	7.4	5.8
Other current liabilities	**235.7**	**206.4**

4.16 Other non-current liabilities

In millions of euros	09-30-15	09-30-14
Trade payables	0.5	
Deferred income	1.1	1.5
Other non-current liabilities	**1.6**	**1.5**

4.17 Segment reporting

The segments shown correspond to the two branches of Derichebourg's business: Environmental Services and Business Services.

Each of these segments produces and provides goods and services and represents a group of cash generating units monitored each month by General Management through its management report.

4.17.1 By business segment

4.17.1.1 Revenue

In millions of euros	2015	2014 restated	Change (%)
Environmental Services	1,674.1	1,887.6	(11.3%)
Business Services	681.3	627.8	8.5%
Holding Companies	0.5	0.8	(34.5%)
Total	**2,355.9**	**2,516.3**	**(6.4%)**

4.17.1.2 Consolidated income statement items

In millions of euros	Environmental Services	Business Services	Holding Companies	Intersegment eliminations	Total as of 09-30
2015					
External revenue	1676.4	693.2	25.0	(38.6)	2355.9
Inter-segment revenue	(2.3)	(11.9)	(24.4)	38.6	0.0
Revenue	**1674.1**	**681.3**	**0.5**	**0.0**	**2355.9**
Other revenues from operations	39.8	19.8	(6.2)	0.0	53.5
Operating income	38.3	19.1	(6.0)	0.0	51.4
Net income from associates	0.2	(1.2)	0.0	0.0	(1.0)
2014					
External revenue	1,889.1	643.7	22.9	(39.4)	2,516.3
Inter-segment revenue	(1.5)	(15.9)	(22.0)	39.4	0.0
Revenue	**1,887.6**	**627.8**	**0.8**	**0.0**	**2,516.3**
Other revenues from operations	32.9	16.0	(4.1)	0.0	44.8
Operating income	23.5	13.4	(5.0)	0.0	31.9
Net income from associates	0.2	0.0	0.0	0.0	0.2

4.17.1.3 Other segment reporting

In millions of euros	Environmental Services	Business Services	Holding Companies	Intersegment eliminations	Total as of 09-30
2015					
Total assets (current and non-current)	**812.4**	**439.0**	**313.3**	**(398.5)**	**1,166.2**
Total liabilities (current and non-current excluding shareholders' equity) of continuing operations	587.7	271.7	350.9	(398.6)	811.8
Liabilities associated with held-for-sale assets	0.0	0.0	6.2	0.0	6.2
Total liabilities (current and non-current excluding shareholders' equity)	**587.7**	**271.7**	**357.1**	**(398.6)**	**817.9**
Flows on September 30, 2015					
Tangible and intangible capital investments	49.4	12.5	1.7	0.0	63.6
Tangible and intangible amortization	(61.5)	(8.4)	(2.2)	0.0	(72.1)
Impairment	0.0	0.0	0.0	0.0	0.0
2014					
Total assets (current and non-current)	908.2	381.9	385.9	(477.8)	1,198.3
Total liabilities (current and non-current excluding shareholders' equity) of continuing operations	708.6	237.0	386.4	(478.8)	853.3
Liabilities associated with held-for-sale assets	0.0	0.0	6.2	0.0	6.2
Total liabilities (current and non-current excluding shareholders' equity)	**708.6**	**237.0**	**392.6**	**(478.8)**	**859.5**
Flows on September 30, 2014					
Tangible and intangible capital investments	53.8	8.7	2.3	0.0	64.8
Tangible and intangible amortization	(63.4)	(7.1)	(2.3)	0.0	(72.8)
Impairment	(0.8)	0.0	0.0	0.0	(0.8)

4.17.2 Information by geographic zone

In millions of euros	Continental Europe	France	North and South America	Africa	Total as of 09-30
2015					
Revenues (origin of sales)	359.0	1,833.2	153.1	10.6	2,355.9
Tangible and intangible capital investments	13.1	38.6	4.6	7.4	63.6
Tangible and intangible amortization	(15.4)	(45.9)	(9.6)	(1.2)	(72.1)
Total net tangible assets	91.6	277.8	47.8	6.9	424.2
2014					
Revenues (origin of sales)	388.0	1,930.5	196.0	1.7	2,516.3
Tangible and intangible capital investments	9.4	51.3	3.6	0.5	64.8
Tangible and intangible amortization	(13.8)	(49.4)	(9.5)	(0.1)	(72.8)
Total net tangible assets	92.9	291.9	48.7	0.4	433.9

4.18 Change in provisions

In millions of euros	2015	2014
Provisions on current assets	2.7	2.2
Provisions for liabilities and charges	4.9	5.5
Total	**7.6**	**7.7**

4.19 Other operating expenses and income

In millions of euros	2015	2014
Proceeds from sale of property, plant and equipment	9.5	3.3
Production of assets for own use	0.8	0.9
Write backs of provisions on property, plant and equipment	0.6	0.1
Write backs of provisions on current assets	2.2	5.2
Write backs of provisions for liabilities and charges	5.4	9.7
Transfers of operating expenses	2.7	1.7
Operating and investment subsidiaries	1.9	1.2
Others	1.1	1.8
Total other operating income	**24.2**	**23.9**
Carrying amount of non-current assets sold	(8.5)	(2.6)
Losses from irrecoverable and written-off receivables	(0.9)	(3.7)
Duties and licenses	(4.5)	(2.1)
Board members/attendance fees paid	(0.1)	(0.1)
Others	(2.0)	(2.9)
Total other operating expenses	**(16.0)**	**(11.4)**

4.20 Other non-recurring expenses and income

	2015	2014	
Italy – Land dispute	(1.0)	(6.2)	Italy – Restructuring and development of legal disputes
France – Restructuring of Multiservices	(0.7)	(2.0)	Belgium – Development of environmental and labor disputes
France – Costs of adapting to a new economic environment	(0.5)	(0.9)	France – Costs of adapting to a new economic environment
		(2.2)	France – Non-recurring expenses linked to Aeronautics Maintenance
		(0.5)	France – Derichebourg Propreté social security (Urssaf) audit
		(1.3)	Other
Total other non-recurring expenses	**(2.2)**	**(13.0)**	

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	2015	2014
Interest on loans, bank overdrafts and factoring	(10.9)	(19.4)
Interest on current accounts	0.1	0.0
Leasing interests	(2.4)	(2.3)
Dividends	0.4	0.0
Income from investment securities and cash equivalents	0.0	0.1
Interest-rate hedges and other financial income and expenses	(4.2)	(6.4)
Net financial expenses	**(16.9)**	**(27.9)**
Foreign exchange gains and losses	2.4	2.6
Interest expense on retirement and pension plans	(0.6)	(0.9)
Other	(0.4)	0.0
Foreign exchange and other gains and losses	**1.3**	**1.7**
Impairment of financial receivable(1)		**(12.8)**

(1) A €12.8 million impairment was recognized in the prior year following an unfavorable first instance ruling handed down in the legal proceedings instigated by Derichebourg Environnement with the aim of obtaining reimbursement of the €15 million advance payment made in 2007 as part of a planned acquisition in Italy that was ultimately abandoned. The net value of this receivable was set to zero. The Group is appealing the first instance decision.

4.22 Income tax

4.22.1 By type

In millions of euros	2015	2014
Income before tax from consolidated companies	35.8	(7.1)
Current income tax	(11.2)	(1.2)
Deferred tax	5.8	0.1
Total income tax expense	**(5.5)**	**(1.1)**
Effective tax rate	**(15.24%)**	**15.19%**

4.22.2 Actual income tax expense

	2015	2014(1)
Theoretical expense or tax income	(13.6)	2.5
Impact of tax rate changes	3.9	0.0
Recognition of deferred tax assets	0.3	2.8
Permanent tax differences	3.8	0.1
Permanent differences linked to consolidation adjustments	(0.1)	(5.6)
Differences in tax rates applicable to foreign companies	0.2	(0.7)
Actual income tax expense	**(5.5)**	**(1.1)**

(1) Income tax for 2014 was restated for the retroactive application of IFRS 10, IFRS 11 and IFRIC 21.

The Group's actual Income tax expense was calculated on the basis of Income from continuing operations before tax, restated for the Group's share of income from associated companies.

For fiscal 2015, the Group's actual income tax expense was reconciled on the basis of a tax rate of 38%.

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 RECYRECUP	POLYSEANE
AFM 86 SCI	DERICHEBOURG SERVICES & INGÉNIERIE NUCLÉAIRE	POLY-SELIA
AFM RECYCLAGE	DERICHEBOURG SNG	POLY-SENTI
AFM TOURAINE SCI	DERICHEBOURG TECHNOLOGIES	POLYSOTIS
ARTS ET DESCARTES SCI	DERICHEBOURG TRAVAUX & MAINTENANCE NUCLÉAIRE	POLYTIANE
BERNES BRUYÈRES SCI	ECO-PHU HOLDING	POLYURBAINE
BERTHELOT VILLENEUVE SCI	ECO-VHU SAS	POLYURBAINE 13
BIMA SCI	ÉCUREUIL SCI	POLYURBAINE NORMANDIE
BOLTON	ESKA	POLY-VAL
CARLISSA SCI	EXADIANE SCI	POLY-VALYS
CFF BETA SCI	FRADENA TRANSPORT	PREVEZA SCI
CFF DELTA SCI	FRANORA SCI	PROVERRE
CFF GAMMA SCI	GARE DE CHANDIEU SCI	PSIMMO
DERICHEBOURG IMMOBILIER SCI	HAUTE GARONNE SCI	PURFER
CFF OMEGA SCI	IMPASSE INDUSTRIE SCI	PURFER TRANSPORT
CFF SIGMA SCI	INOREC	PURFOLLIOULE SCI
CFF VEGA SCI	INOTERA SCI	PURMET TRANSPORT
CHAUFONTAINE SCI	LICODIA SCI	QUAI DE NORVÈGE SCI
COFRAMETAL	LIEN ENVIRONNEMENT	REFINAL INDUSTRIES
DERICHEBOURG EXPANSION	MANDY RECUPER SCI	REVIVAL
DERICHEBOURG AQUA	ORÉE DES BOIS SCI	ROUTABOULE SCI
DERICHEBOURG ATIS AÉRONAUTIQUE	PEUPLIERS SCI	ROUX SCI
DERICHEBOURG ÉNERGIE	POLYAMON	RUSSO
DERICHEBOURG ÉNERGIE E.P.	POLYBUIS	SERAM SA
DERICHEBOURG ENVIRONNEMENT	POLYCEJA	SETIAM SCI
DERICHEBOURG ESPACES VERTS	POLYCEO	STRAP TRANSPORT
DERICHEBOURG ÉVOLUTION FORMATION	POLYCOROT	STRAPOLE SCI
DERICHEBOURG INTÉRIM	POLY-MASSI	STRAVIA SCI
DERICHEBOURG INTÉRIM AÉRONAUTIQUE	POLY-MILIA	SUDIANE SCI
DERICHEBOURG MULTISERVICES	POLY-NEA	ULTEAM
DERICHEBOURG PROPRETÉ	POLYREVA	VALME TECHNOLOGIES

The Derichebourg Group's tax savings amount to €8.4 million.

4.22.4 Analysis of deferred tax assets and liabilities

In millions of euros	09-30-15	09-30-14
Tax carry forwards	30.5	29.2
Temporary differences	2.9	2.6
Restatement of regulated provisions	(12.6)	(11.3)
Social benefits	9.7	9.3
Finance leases	(1.8)	(1.3)
Elimination of intra-Group profits	2.7	2.2
Valuation differences	(13.2)	(14.3)
IFRS restatements	1.3	1.2
Other types	1.9	1.5
Net deferred taxes	**21.4**	**19.0**
Of which		
Deferred tax assets	45.4	39.2
Deferred tax liabilities	24.0	20.1
Net deferred taxes	**21.4**	**19.0**

The Group has accumulated €79 million 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 50% of the taxable income. The Group has recognized €30 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.

A tax audit was conducted on the Derichebourg Environnement subsidiary focusing on fiscal 2012. The tax authorities dispute the treatment of a grant to the Italian CRS subsidiary in June 2012 implementing a prior undertaking. The company is appealing against the tax adjustment. The audit has no impact on the results for the financial year, in view of the fact that a portion of the losses carried forward in the French consolidated tax group were not capitalized in prior years.

4.23 Earnings per share

		2015	2014
Net profit (loss) attributable to Company shareholders (in € millions)	(A)	29.1	(8.0)
Income net of tax from discontinued or held-for-sale operations (in € millions)	(B)	(0.2)	0.0
Net Group profit (loss) after elimination of discontinued or held-for-sale operations (in € millions)	(C)	29.3	(8.0)
Impact of dilution on net income(1)	(D)	0.8	0.8
Profit after dilution	(E)	30.1	(7.2)
Number of ordinary shares at year-end		168,082,030	168,082,030
Own shares		12,423,980	3,173,057
Number of ordinary shares at year-end, excluding own shares		155,658,050	164,908,973
Weighted average number of ordinary shares at year-end, excluding own shares	(F)	155,658,050	164,908,973
ABSA(2)		3,583,616	3,583,616
Number of ordinary shares at year-end after dilution, excluding own shares	(G)	159,241,666	168,492,589
Basic earnings per share *(in €)* (excluding discontinued operations)	**(C)/((F)**	**0.2**	**(0.0)**
Basic earnings per share after dilution *(in €)*	**(E)/(G)**	**0.2**	**(0.0)**
Earnings per share after net income from discontinued or held-for-sale operations	**(A)/(F)**	**0.2**	**(0.0)**
Earnings per share after net income from discontinued or held-for-sale operations after dilution	**(A+D)/(G)**	**0.2**	**(0.0)**

(1) Rate used 5%.
(2) The assumption is made that all share subscription warrants will be exercised.

4.24 Commitments

4.24.1 Details of commitments given

Breakdown of off-balance sheet commitments

In millions of euros	Bonds	Guarantees	Total on 09-30-15	Total on 09-30-14
Rent	0.5		0.5	0.5
Financial institutions – Loans		0.5	0.5	0.3
Financial institutions – Short-term borrowing		0.7	0.7	0.0
Financial institutions – Market(1)	6.9	27.8	34.7	36.7
Environmental commitments	0.6	0.1	0.7	0.0
Temporary work(2)	13.8		13.8	12.5
Tax commitments	0.6		0.6	0.6
Others	3.0		3.0	1.9
Total	**25.4**	**29.1**	**54.4**	**52.6**

(1) Bonds given by the parent company to the financial institution delivering the guarantee required by law for the temporary work business.
(2) 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 2014 loan:

- the pledging of 67% of the Derichebourg Environnement shares;
- the pledging of 100% of Derichebourg Multiservices shares.

4.24.2 Details of commitments received

- Confirmed lines of credit not used as of September 30, 2015
  - bilateral line – Germany €13.5 million,
  - bilateral line – Belgium €9.5 million,
  - bilateral line - Italy €0.3 million,
  - revolving loan (syndicated loan): €70 million;
- Retention bonds - €1.5 million;
- Advance payment guarantee issued by the company Cordofin for €15 million pertaining to the Rotamfer project which was not completed.

4.24.3 Risks linked to the sale of Servisair

Derichebourg sold Servisair to Swissport France Holding on December 23, 2013. The share purchase agreement includes guarantees in the event of inaccurate representations and warranties by the seller. Should any litigation be brought about by the vendor that appears before the courts as a last resort, the Group may be forced to repay the purchaser part of the sale price, up to a maximum amount of €30 million.

4.24.4 Leasing agreements

The Group has entered into operating leases for certain items of equipment. The leases are for periods averaging three to five years.

4.24.4.1 Operating leases

The minimum future lease payments under non-cancellable operating leases as of September 30, 2015 are as follows:

Future minimum payments – operating leases

In millions of euros	09-30-15	09-30-14
< to one year	(15.4)	(18.2)
>1 year and <5 years	(40.5)	(57.0)
>5 years	(12.0)	(9.0)
Total	**(68.0)**	**(84.2)**

In millions of euros	09-30-15	09-30-14
Rental expenses for the period	(26.3)	(26.0)
Total	**(26.3)**	**(26.0)**

4.24.4.2 Finance leases

The minimum future lease payments under finance leases as of September 30, 2015 are as follows:

Future minimum payments – finance leases

In millions of euros	09-30-15	09-30-14
< to one year	(23.3)	(20.6)
>1 year and <5 years	(52.3)	(47.2)
>5 years	(8.1)	(8.1)
Total	**(83.8)**	**(75.9)**

In millions of euros	09-30-15	09-30-14
Lease payments expensed in the period	(23.9)	(20.7)
Total	**(23,9)**	**(20.7)**

4.25 Significant litigation

4.25.1 Italy

- In August 2007, the Derichebourg Environnement subsidiary 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 by Derichebourg Environnement. In response to the seller's demands to go through with the acquisition, Derichebourg Environnement 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.

On March 4, 2014, the Court issued a preliminary partial decision, which was unfavorable to the Group; however, the Court did not rule on the opposing party's claims. A provision was made for the entire amount of the initial payment as a precaution. The Group has appealed this decision which it considers to be ill-founded in fact and law. A decision is not expected to be handed down until late 2016 or 2017.

To the extent that it would be legally feasibly, the enforcement of the initial protocol would represent a payment of €43 million for the company. The Group and its legal advisors consider such risk as low.

- In November 2013, the director (managing director) of the Italian subsidiary of the Multiservices business was remanded in custody, as part of an investigation into procedures for awarding public contracts in Campania. Given the block on the Company's operations likely to be caused by his incapacity, his appointment as managing director was revoked. He was later released and remains under house arrest. The Company does not know what grievances, if applicable, may be made against it and at this point is unable to evaluate the possible financial risk.

4.25.2 Belgium

- A tax audit is underway on the Belgian subsidiary George bearing on the identification of suppliers of metals and ferrous scraps for the years 2006 to 2010. The tax authority believes that the company did not adhere to the law concerning identification of the VAT of suppliers and rejected the deduction of purchase invoices deemed non-compliant. This would result in an increase in corporate income tax of €5 million, plus legal interests.

The Company protests this sanction claiming, in particular, that:

- Belgian legislation in effect at that time did not invest the Company with any legal authority to identify these metals resellers;
- an audit had been performed on these fiscal years 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 recognized as of September 30, 2015, since all amounts have been disputed by the company which has instituted proceedings to challenge said amounts following the rejection of its administrative claims.

On November 26, 2015, the Company received another first instance decision in its favor.

- 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. As a result of the first instance ruling handed down on April 1, 2014, George has been ordered to pay €1.3 million, plus legal costs. On September 30, 2015 the company recognized a provision of €2 million which takes into account guarantees received. It is appealing this decision.

In the end, the company's request to investigate the directors' responsibility was rejected.

The proceedings instituted by George against the former owners have not yet been brought before the courts.

4.26 Related party transactions

4.26.1 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	09-30-15	09-30-14
DBG FINANCES	0.02	0.02
Related party receivables	**0.02**	**0.02**
TBD FINANCES	1.0	1.1
Related party payables	**1.0**	**1.1**
TBD FINANCES	(2.0)	(2.1)
Other operating expenses	**(2.0)**	**(2.1)**
DBG FINANCES	(1.7)	(1.7)
SCI FONDEYRE	NS	NS
SCI DEMUYES	NS	NS
Operating expenses	**(1.7)**	**(1.7)**
DBG FINANCES	0.03	0.1
Revenue	**0.03**	**0.1**

4.26.2 Transactions between the Group and its partners in the equity-accounted companies

09-30-15 *In millions of euros*	Trade Receivables	Other current assets	Trade payables	Loans and financial debts	Revenue	Cost of raw materials	External charges
ALSAFER	0.0		0.1	0.0	0.0	(1.0)	
ALLO CASSE AUTO	0.1		0.4		0.3	(2.9)	(0.0)
DREYFUS			0.0			(0.2)	
EASO	0.0		0.4		0.0	(2.1)	(0.0)
PLASTIC RECYCLING	0.1	2.1		0.0	0.7		
REYFRA	0.1				0.1	(0.1)	
VALERCO	0.0		0.1		0.2	(0.0)	(0.4)
Total	**0.3**	**2.1**	**1.0**	**0.0**	**1.3**	**(6.3)**	**(0.4)**

4.27 Employee information

4.27.1 Closing headcount by business segment

	09-30-15	09-30-14
Business Services	28,387	23,699
Environmental Services	4,821	4,415
Holding Companies	121	115
Total headcount*	**33,329**	**28,229**

* *Headcount by number of employees at year-end.*

4.27.2 Personnel expenses by type

In millions of euros	2015	2014
Wages and salaries	539.6	527.5
Social charges	184.9	188.6
Employee profit sharing	4.0	3.2
Other personnel expenses	(19.3)	(20.4)
Total	**709.2**	**698.8**

4.28 Executive compensation

4.28.1 Compensation and benefits in kind

The corporate officers in office as of September 30, 2015 receive the following direct and indirect compensation:

In euros	2014-2015	2013-2014
Mr. Daniel DERICHEBOURG		
Salaries	228,000	228,000
Attendance fees	15,000	9,000
Total	**243,000**	**237,000**

In euros	2014-2015	2013-2014
Mr. Abderrahmane EL AOUFIR		
Fixed compensation	238,974	222,677
Variable compensation	100,000	300,000
Total	**338,974**	**522,677**

In euros	2014-2015	2013-2014
Mr. Boris DERICHEBOURG		
Fixed compensation	136,500	136,500
Variable compensation	30,000	51,000
Attendance fees	15,000	9,000
Total	**181,500**	**196,500**

In euros	2014-2015	2013-2014
Mr. Thomas DERICHEBOURG		
Fixed compensation	145,500	136,500
Variable compensation	100,000	51,000
Attendance fees	15,000	9,000
Total	**260,500**	**196,500**

In euros	2014-2015	2013-2014
Mr. Matthieu PIGASSE		
Fixed compensation	0	0
Variable compensation	0	0
Attendance fees	0	0
Total	**0**	**0**

In euros	2014-2015	2013-2014
Mr. Bernard VAL		
Fixed compensation		0
Variable compensation		0
Attendance fees	15,000	9,000
Total	**15,000**	**9,000**

In euros	2014-2015	2013-2014
CFER Director represented by Mrs. Sophie MOREAU-FOLLENFANT		
Attendance fees	15,000	9,000
Total	**15,000**	**9,000**

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.

4.28.2 Other compensation

No other compensation has been provisioned, recorded or declared.

4.29 Accounting options used for the first-time adoption of IFRS

4.29.1 Business combinations

The Group has decided not to retrospectively adjust business combinations prior to October 1, 2004.

4.29.2 Property, plant and equipment

IFRS 1 allows certain types of assets to be recognized at their fair value in the opening balance sheet and for this value to be used as the deemed 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 before tax and €40.5 million after tax on the Group's share of equity;
- €0.2 million before tax and €0.1 million after tax on non-controlling interests.

4.29.3 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.

4.30 Consolidation scope

Holding Companies

Legal name	% interest	Consolidation method
Germany		
DBG HOLDING GMBH	100.00%	Full
France		
DERICHEBOURG ENVIRONNEMENT	100.00%	Full
DERICHEBOURG MULTISERVICES	100.00%	Full
DERICHEBOURG SA	100.00%	Parent company
SCEA DU CHÂTEAU GUITTERONDE	100.00%	Full
SCI DE LA FUTAIE	99.92%	Full
WESTEVER	100.00%	Full
Morocco		
DERICHEBOURG A&D DÉVELOPPEMENT	50.99%	Full

Environmental Services

Legal name	% interest	Consolidation method
Germany		
DERICHEBOURG UMWELT	100.00%	Full
Belgium		
BAS LONG PRES	100.00%	Full
CPI	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%	Equity
United States		
APD	100.00%	Full
DEKAIZERED	100.00%	Full
DERICHEBOURG RECYCLING USA	100.00%	Full
MATTEC	100.00%	Full
France		
AFM 86 SCI	100.00%	Full
AFM RECYCLAGE	99.92%	Full
AFM TOURRAINE SCI	100.00%	Full
ALLO CASSE AUTO	48.00%	Equity
ALSAFER	49.99%	Equity
ARTS ET DESCARTES SCI	100.00%	Full
BERNES ET BRUYÈRES SCI	100.00%	Full
BERTHELOT VILLENEUVE SCI	100.00%	Full
ÉTABLISSEMENTS BIENSTOCK	100.00%	Full

Legal name	% interest	Consolidation method
BIMA SCI	100.00%	Full
BOLTON	100.00%	Full
CARLISSA SCI	100.00%	Full
CFF DELTA SCI	100.00%	Full
DERICHEBOURG IMMOBILIER (formerly CFF IMMOBILIÈRE)	100.00%	Full
CFF SIGMA SCI	100.00%	Full
CFF VEGA SCI	100.00%	Full
CHAUFONTAINE SCI	100.00%	Full
COFRAMETAL	100.00%	Full
CTR49	33.97%	Equity
DAC	50.00%	Equity
DERICHEBOURG AQUA	100.00%	Full
DERICHEBOURG OCÉAN INDIEN	65.00%	Full
DREYFUS	42.50%	Equity
ECO-PHU HOLDING	100.00%	Full
ECO-VHU	100.00%	Full
ÉCUREUIL SCI	100.00%	Full
ENVIE AFM SUD OUEST	49.96%	Equity
ESKA	100.00%	Full
ÉTABLISSEMENT RUSSO	100.00%	Full
EXADIANE SCI	100.00%	Full
FRADENA TRANSPORT	100.00%	Full
FRANORA SCI	100.00%	Full
FRICOM	50.00%	Full
GALLOO SALLAUMINES	34.04%	Equity
HYDROVIDE	51.15%	Full
HYDROVIDEO	38.36%	Full
INOREC	100.00%	Full
France		
INOTERA SCI	100.00%	Full
LICODIA SCI	100.00%	Full
MANDY RECUPER SCI	100.00%	Full
ORÉE DES BOIS SCI	100.00%	Full
PLASTIC RECYCLING	50.00%	Equity
POLYAMON	100.00%	Full
POLYBUIS	100.00%	Full
POLYCEJA	100.00%	Full
POLYCEO	100.00%	Full
POLYCOROT	100.00%	Full
POLY-MILIA	100.00%	Full
POLY-NEA	100.00%	Full
POLYREVA	100.00%	Full
POLYSEANE	100.00%	Full
POLYSOTIS	100.00%	Full
POLYTIANE	100.00%	Full
POLYURBAINE	100.00%	Full

Legal name	% interest	Consolidation method
POLYURBAINE 13	100.00%	Full
POLYURBAINE NORMANDIE	100.00%	Full
PREVEZA SCI	100.00%	Full
PURFER	100.00%	Full
PURFER TRANSPORT	100.00%	Full
PURFOLLIOULES SCI	100.00%	Full
PURMET TRANSPORT	100.00%	Full
QUAI DE NORVÈGE SCI	100.00%	Full
REFINAL	100.00%	Full
REVIVAL	100.00%	Full
ROHR	49.63%	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
SERAM SA	99.99%	Full
SERVALTEC SNC	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%	Equity
VALME	100.00%	Full
VALVERT TRI	34.97%	Equity
VOGIM SCI	80.00%	Full
Italy		
CMT	100.00%	Full
CRS	100.00%	Full
ECOREC	100.00%	Full
NUOVA PRIMARIA	100.00%	Full
REI	100.00%	Full
SAN GERMANO	100.00%	Full
Morocco		
REI DERICHEBOURG MARRAKECH	50.99%	Full
DERICHEBOURG RABAT	50.99%	Full
Mexico		
CFF RECYCLING SERVICIOS	99.99%	Full
DERICHEBOURG RECYCLING MEXICO	99.99%	Full

Business Services

Legal name	% interest	Consolidation method
Germany		
DAL HOLDING GMBH	100.00%	Full
DAL ZEITARBEIT	100.00%	Full
DERICHEBOURG ATIS GMBH	100.00%	Full
Spain		
DERICHEBOURG ATIS IBERICA	100.00%	Full
SELMAR SA	95.00%	Full
France		
CFF BETA SCI	100.00%	Full
CIVITAS	100.00%	Full
DERICHEBOURG ATIS AÉRONAUTIQUE	100.00%	Full
DERICHEBOURG ÉNERGIE	100.00%	Full
DERICHEBOURG ÉNERGIE E.P.	99.89%	Full
DERICHEBOURG ESPACES VERTS	100.00%	Full
DERICHEBOURG ÉVOLUTION FORMATION	100.00%	Full
DERICHEBOURG INTERIM AÉRONAUTIQUE	100.00%	Full
DERICHEBOURG INTÉRIM	100.00%	Full
DERICHEBOURG PROPRETÉ	100.00%	Full
DERICHEBOURG SERVICES & INGÉNIERIE NUCLÉAIRE	100.00%	Full
DERICHEBOURG SNG	100.00%	Full
DERICHEBOURG TECHNOLOGIES	100.00%	Full
DERICHEBOURG TRAVAUX & MAINTENANCE NUCLÉAIRE	100.00%	Full
MIROIR 2000	80.00%	Full
PROVERRE	100.00%	Full
PSIMMO	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
Italy		
DERICHEBOURG MULTISERVIZI SPA	100.00%	Full
Morocco		
DERICHEBOURG MAROC	50.94%	Full
Portugal		
SAFIRA FACILITY SERVICES	100.00%	Full
United Kingdom		
DERICHEBOURG AVIATION ENERGY RESOURCES	100.00%	Full

5.1.6 Statutory Auditors' report on the consolidated financial statements at September 30, 2015

To the Shareholder,

In compliance with the assignment entrusted to us by your annual general meetings, we hereby report to you, for the year ended September 30, 2015, on:

- 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 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 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 for the fiscal year give a true and fair view of the assets and liabilities, financial position and earnings of the consolidated group taken as a whole, in accordance with the International Financial Reporting Standards as adopted by the European Union.

Without calling into question the conclusion above, we would like to draw your attention to Note 2.4 to the consolidated financial statements, which shows, in particular, impacts associated with the application of IFRS 10 "Consolidated financial statements" and IFRS 11 "Joint Arrangements", as well as impacts associated with the application of IFRIC 21 "Levies".

II. Justification of our assessments

In accordance with the provisions of Article L. 823-9 of the French Commercial Code relating to the justification of our assessments, please note the following:

Accounting estimates

- As indicated in notes 2.3.6 and 4.1 to the consolidated financial statements, the book value of non-current assets, which includes goodwill, intangible and fixed assets, are subjected to annual impairment tests. Your group compares the book value of these shares to the recoverable value, by using the discounted future cash flow method. We have reviewed the method used to determine discounted future cash flows as well as the data and assumptions used to perform these impairment tests.
- Notes 2.3.2 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.
- As explained in note 2.2.2 to the consolidated financial statements, the management of your Group 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 these 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, and in accordance with professional standards applicable in France, we have also verified the information relating to the Group provided in the 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 7, 2015

The Statutory Auditors

DENJEAN & ASSOCIES AUDIT	ERNST & YOUNG Audit
Thierry Denjean	Gilles Rabier

5.2 Parent company financial statements for the year ended September 30, 2015

5.2.1 Balance sheet

ASSETS *In thousands of euros*	Fiscal year ended 09-30-15 Gross	Fiscal year ended 09-30-15 Amortization, depreciation and provisions	Fiscal year ended 09-30-15 Net	Fiscal year ended on 09-30-14 Net
Non-current assets				
Intangible assets				
Concessions, patents and similar rights	38	38	0	0
Goodwill	46		46	46
Property, plant and equipment				
Land	1,730	90	1,640	2,116
Buildings	5,490	4,375	1,115	1,277
Industrial plants, machinery and equipment	320	320	0	0
Other tangible assets	152	152	0	0
Financial assets(1)				
Equity interests	629,554	297,949	331,605	312,129
Loans	1,777	1,777	0	0
Other financial assets	109		109	794
Total (I)	**639,216**	**304,701**	**334,515**	**316,362**
Current assets				
Advances and payments on account on orders	**2**		**2**	**7**
Receivables				
Trade receivables and related accounts	3,406	301	3,105	2,699
Other receivables	277,294	33,576	243,718	326,379
Marketable securities	32,955	578	32,377	7,057
Cash	3,024		3,024	519
Accruals				
Prepaid expenses	120		120	348
Total II	**316,801**	**34,455**	**282,346**	**337,009**
Translation differences (III)	**6**		**6**	
Grand total (I to III)	**956,023**	**339,156**	**616,867**	**653,365**
(1) Share of financial assets – less than one year			*109*	*794*

LIABILITIES *In thousands of euros*	Fiscal year ended on 09-30-15	Fiscal year ended on 09-30-15
Shareholders' equity		
Share capital or individual (of which 42,021 paid)	42,021	42,021
Issue, merger and capital contribution premiums	27,565	27,565
Legal reserve	4,260	4,260
Retained earnings	194,661	184,279
Net profit for the year	5,356	10,382
Regulated provisions	8	8
Total (I)	**273,871**	**268,515**
Provisions for liabilities and charges		
Provisions for liabilities	6,176	6,461
Provisions for charges	3	597
Total (II)	**6,179**	**7,058**
Debts(1)		
Convertible bonds		
Other bonds		
Loans from financial institutions(2)	154,538	198,714
Loans and miscellaneous financial debt	92	93
Trade payables and related accounts	2,256	3,876
Tax and social security liabilities	13,120	9,398
Liabilities on fixed assets and related accounts	27	0
Other liabilities	163,365	163,041
Accruals		
Deferred income	0	0
Total (III)	**333,398**	**375,122**
Translation differences, liabilities (IV)	**3,419**	**2,676**
Grand total (I to IV)	**616,867**	**653,371**
(1) Payables and deferred income – less than one year	*223,806*	*229,028*
(2) Including bank overdrafts and bank credit accounts	*299*	*7,028*

5.2.2 Income statement

In thousands of euros *Operating income*	Fiscal year ended 09-30-15			Fiscal year ended 09-30-14
	France	Exports	Total	
Operating income				
Sales of services	**3,246**	**0**	**3,246**	**3,241**
Net revenue	**3,246**	**0**	**3,246**	**3,241**
Write back of depreciation, provisions and transfers of charges			500	
Other income			1,842	626
Total operating income (I)			**5,588**	**3,867**
Operating expenses				
Other purchases and external charges[(1)]			4,902	8,210
Taxes, duties and similar payments			87	87
Salaries			438	346
Social charges			183	157
Operating allowances				
• on fixed assets: amortization			164	192
• for liabilities and charges: provisions				1
Other charges			2,051	2,122
Total operating expenses (II)			**7,825**	**11,115**
Operating income (I-II)			**(2,237)**	**(7,248)**
Financial income				
Financial income from equity participations[(2)]			2,685	7,213
Other interest income[(2)]			11,730	20,693
Releases of provisions and expense transfers			5,691	85,974
Foreign exchange gains			3,392	948
Total financial income (III)			**23,498**	**114,828**
Financial expenses				
Provisions and depreciation			12,236	4,513
Interest and similar expenses[(3)]			12,979	25,633
Foreign exchange losses			1,470	1,174
Total financial expenses (IV)			**26,685**	**31,320**
Net financial income (loss) (III-IV)			**(3,187)**	**83,508**
Recurring profit (loss) before tax (I-II+III-IV)			**(5,424)**	**76,260**

In thousands of euros	**Fiscal year ended 09-30-15**	Fiscal year ended 09-30-14
Exceptional income		
Exceptional income on management operations	0	0
Exceptional income on capital transactions	6,564	41,719
Releases of provisions and expense transfers	94	2,770
Total exceptional income (V)	**6,658**	**44,489**
Exceptional expenses		
Exceptional expenses on management operations	89	
Exceptional expenses on capital transactions	523	116,531
Exceptional provisions for amortization and depreciation		6,269
Total exceptional expenses (VI)	**612**	**122,800**
Exceptional profit (loss) (V-VI)	**6,046**	**(78,311)**
Employee profit sharing (VII)	**0**	**0**
Income tax (VIII)	**(4,734)**	**(12,433)**
Total income (I+III+V)	**35,744**	**163,184**
Total expenses (II+IV+VI+VII+VIII)	**30,388**	**152,802**
Profit or loss (total income - total expenses)	**5,356**	**10,382**
(1) Equipment finance leases	*0*	*0*
(2) Financial income related to associated companies	*9,600*	*15,709*
(3) Interest related to associated companies	*821*	*893*

5.2.3 Notes to the parent company financial statements

Contents

1. Highlights of the fiscal year

1.1 Material events occurring over the fiscal year

Business over the fiscal year was in line with the Group's strategy.

1.2 Events between the closing date and approval of the financial statements

None.

2. Accounting policies and methods

2.1 Accounting policies and methods

The financial statements have been prepared in accordance with French accounting standards as defined in the

- French Commercial Code;
- regulation 2014-03 dated June 5, 2014 of the French Accounting Standards Board, *Autorité des Normes Comptables*, relative to the general chart of accounts.

The financial statements were approved during the meeting of the Board of Directors on December 4, 2015.

General accounting policies have been applied in accordance with the prudence principle, in line with certain basic assumptions:

- going concern;
- consistency of accounting policies from one fiscal year to the next;
- independence of fiscal years;
- and in accordance with general rules for preparing and setting out annual financial statements.

The historical cost method has been used for measuring items recognized in the financial statements.

The accounting method was not changed during the fiscal year ended September 30, 2015.

2.2 Intangible assets

Goodwill is recognized at the acquisition cost and is not amortized. It is tested for impairment annually where necessary.

Funds acquired before October 1, 1997 were amortized over five years.

Start-up costs are fully amortized over the fiscal year in which they are recognized.

Computer software is amortized over a period of 12 months to 5 years depending on how crucial the software is to the business.

2.3 Property, plant and equipment

The assets are recognized at their acquisition cost. Depreciation is calculated on a straight line basis, over the estimated useful life of the property.

However, in the case of companies absorbed throughout the fiscal year which did not apply these rules, no correction to the initial depreciation plans has been made.

The main depreciation periods used are:

- buildings and fittings: 10 to 30 years[(1)];
- technical installations: 4 to 10 years;
- transport equipment and operations: 3 to 5 years;
- other fixed assets: 4 to 10 years.

2.4 Financial assets

Investment securities and other long-term investments are recognized at acquisition cost. The directly-related fees are recognized as expenses.

Investment securities are recorded in the balance sheet if their value in use is less than the net carrying amount.

Value in use is mainly determined based on estimated and discounted forecasted cash flows for the subsidiary, less net interest expense.

2.5 Inventory

N/A.

(1) NB: this is increased to 50 years for investment properties.

2.6 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.

2.7 Receivables and payables denominated in foreign currencies

Receivables and payables denominated in foreign currencies are recognized at year-end according to the usual accounting policies; a provision is made for unhedged unrealized losses.

2.8 Marketable securities

These are recognized at acquisition cost. At year-end, a provision is made if the historical value is less than the carrying amount.

2.9 Provisions for liabilities and charges

Provisions are recognized for the best estimate of the amount of resources required to extinguish said obligation (legal or implicit). No provision is made for contingent liabilities for which a reliable estimate cannot be made. Where necessary, a description of the risks incurred is inserted in the notes relating to the provisions for liabilities and charges.

2.9.1 Service awards

A service award bonus is given to employees after 20, 30, 35 and 40 years of service. The provision for service awards is determined based on a discounted calculation taking into account assumptions about the probability of employees remaining with the Company, as well as a 2.00% discount rate (inflation included). The provision for service awards totals €3,000.

2.9.2 Environmental aspects

None.

2.10 Regulated provisions

The regulated provisions included in the balance sheet are:

- the difference between depreciation for tax purposes and depreciation for impairment calculated using the straight line method;
- the consideration for regulated provisions is entered in the income statement under exceptional income and expenses.

2.11 Pension and other post-employment benefits

Retirement commitments are calculated using the projected unit credit method and service is pro-rated. The estimate is based on a calculation which takes into account compensation, years of service, life expectancy, employee turnover rate and actuarial assumptions. The calculation takes into account the following assumptions:

- retirement age and type of departure: voluntary departure at 65 years for executives and 62 for non-executives;
- mortality table: TGH 05/TGF 05;
- employee turnover: based on Group data;
- discount rate (inflation included): 2.00%;
- career profile: 2.00%;
- social charge rates: 45.00%.

The estimated discounted commitment for retirement payments to Company employees totals €64,000. No provision has been made for retirement payments; this is an off-balance sheet commitment.

2.12 Employee profit sharing

N/A.

2.13 Tax consolidation

The Group has opted for the tax consolidation system.

The scope of application includes French companies in which Derichebourg SA's direct or indirect holding is at least 95% (head of the tax consolidation group). Each company calculates and pays its tax to the head of the tax consolidation group as if there was no tax consolidation.

2.14 Financial instruments

Derichebourg SA uses financial instruments to manage its exposure to interest-rate risks, mainly swaps and caps.

The total amount of hedging for fixed-rate debt based on the Euribor three-month index is as follows:

- debt in thousands of euros: 410,000 (none of which is deferred);
- debt in thousands of dollars: 0.

2.15 Identity of the consolidating company

CFER is the consolidating company. It holds 50.82% of Derichebourg SA as of September 30, 2015. The ultimate parent company is DBG Finances in Belgium.

3. Explanatory notes to the financial statements

3.1 Fixed assets

Fixed assets *In thousands of euros*		Gross value at the beginning of the year	Increases	Decreases	Gross value at year end
Other intangible assets		**85**	**-**	**-**	**85**
Land		2,204	-	474	1,730
Buildings	On own land	3,270	-	-	3,270
	On third-party land	1,510	-	-	1,510
	General installations, fittings and fixtures in buildings	723	0	13	710
Industrial plants, machinery and equipment		377	-	57	320
Other tangible assets	General installations and miscellaneous fittings and fixtures	34	-	-	34
	Office equipment and computer hardware	118	-	-	118
Sub-total I		**8,236**	**0**	**544**	**7,692**
Other investments		606,037	23,565	48	629,554
Loans and other long-term financial assets		2,571	-	685	1,886
Subtotal II		**608,608**	**23,565**	**733**	**631,440**
Grand total (I+II)		**616,929**	**23,565**	**1,277**	**639,217**

3.2 Amortization and depreciation

Fixed assets subject to depreciation *In thousands of euros*		Status and amortization/depreciation movements in the fiscal year			Amount at the end of the fiscal year
		Amount at the beginning of the fiscal year	Increases	Decreases	
Other intangible assets		38		-	38
Total intangible assets		**38**	**0**	**0**	**38**
Land		89	1	0	90
Buildings	On own land	2,177	90	0	2,267
	On third-party land	1,464	46	-	1,510
	General installations, fixtures	584	27	12	599
Industrial plants, machinery and equipment		377	0	57	320
Other tangible assets	General installations, miscellaneous fittings	34	0	-	34
	Office equipment and computer hardware	118	0	-	118
Total property, plant and equipment		**4,483**	**164**	**69**	**4,938**
Grand total		**4,881**	**164**	**69**	**4,976**

3.3 Provisions recognized in the balance sheet

Type of provisions *In thousands of euros*	Net amount at the beginning of the fiscal year	Allowances	Write backs used	Write backs not used	Net amount at year-end
Other regulated provisions	8	-	-		8
Total regulated provisions	**8**		**-**		**8**
Provisions for disputes	6,175	-	-		6,175
Provisions for foreign exchange losses	-	1	-		1
Other provisions for liabilities and charges	883		94	786	3
Total provisions for risks and charges	**7,058**	**1**	**94**	**786**	**6,179**
Provisions for investment securities	293,908	4,059	18		297,949
Provisions for other financial assets	1,777	-	-		1,777
Provisions for trade receivables	300	-	-		300
Other provisions for impairment	31,365	8,175	5,386		34,154
Total provisions for impairment	**327,350**	**12,234**	**5,404**		**334,180**
Total provisions	**334,416**	**12,235**	**5,498**	**786**	**340,367**

3.4 Items on the balance sheet and income statement concerning associates (gross values)

Balance sheet item *In thousands of euros*	Total	Of which amount concerning companies: Which are associates	Of which amount concerning companies: Which are equity associates
Assets			
Equity interests	629,554	618,076	11,478
Trade receivables and related accounts	3,406	817	2,233
Debtor current accounts (including interest accrued not yet due) (outside consolidation)	271,585	124,149	147,436
Liabilities			
Creditor current accounts (including interest accrued not yet due) (outside consolidation)	163,315	21,735	141,704
Miscellaneous financial debt	13,120	-	
Trade payables and related accounts	2,256	82	471
Liabilities on fixed assets and related accounts	27	-	
Other liabilities	50	-	
Items posted on the income statement			
Income on investments	2,685	2,541	
Other financial income	11,730	7,059	
Financial expenses	12,979	821	

3.5 Maturity of receivables and payables

Receivables *In thousands of euros*		Gross amount	Including accrued income	Less than one year	More than one year
Loans		1,777		-	1,777
Other financial assets		108		108	-
Total receivables related to non-current assets		**1,885**		**108**	**1,777**
Doubtful accounts receivable		355		-	355
Other trade receivables		3,051	1,019	3,051	-
Personnel and related accounts		4		4	-
State and other	Income tax	722		722	-
	Value added tax	14		14	-
Groups and associated companies		271,585		271,585	-
Miscellaneous debtors		4,971	8	347	4,624
Total receivables related to current assets		**280,702**	**1,027**	**275,723**	**4,979**
Prepaid expenses		120		120	-
Total receivables		**282,707**	**1,027**	**275,951**	**6,756**

Liabilities *In thousands of euros*		Gross amount	Of which accrued expenses	Less than one year	More than one year and less than five	More than five years
Loans from financial institutions repayable within a maximum of one year from date of advance		298	128	298	-	-
Loans from financial institutions repayable within a minimum of one year from date of advance		154,240	28	44,740	109,500	-
Loans and miscellaneous financial debt		93		-	93	-
Trade payables and related accounts		2,256	1,378	2,256	-	-
Personnel and related accounts		102	102	102	-	-
Social security and other social bodies		102	70	109	-	-
State and other local authorities	Income tax	2,553		2,553	-	-
	Value added tax	10,334		10,334	-	-
	Other taxes	21		21	-	-
Liabilities on fixed assets and related accounts		27		27	-	-
Groups and associated companies		163,315		163,315	-	-
Other liabilities		50		50	-	-
Total debt		**333,398**	**328**	**223,805**	**109,593**	**-**

3.6 Marketable securities

In thousands of euros	Amount (gross value)
Own shares (number 12,423,980)	32,955
Total	**32,955**

3.7 Deferred expenses and income

In thousands of euros	Operating	Financial	Exceptional	Total
Deferred income				-
Prepaid expenses	120			120
Total	**120**	**0**	**0**	**120**

3.8 Share capital

3.8.1 Breakdown of share capital

	Number of shares	Nominal value
Shares forming share capital at the beginning of the year	**168,082,030**	**0.25**
Change in capital	0	
Shares forming share capital at year-end	**168,082,030**	

	Shares at year-end	Potential end shares
Number of shares	**168,082,030**	**3,583,616**
Net profit (loss) *(in thousands of €)*	5,356	5,356
Earnings per share *(in €)*	**0.03**	**0.03**

3.8.2 Shares with attached share subscription warrants (ABSAs)

a) Characteristics of the share subscription warrants arising from the ABSAs

Number of share subscription warrants attached to each share

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

Number of ABSAs

12,738,854 ordinary shares with attached share subscription warrants issued in 2005.

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 for by exercising warrants is 3,583,616 shares, plus, where applicable, any additional shares to be issued to maintain the rights of the warrant holders.

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. The exercise period has been extended to March 13, 2017.

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)

The BSAs shall be detachable from the shares at the time the ABSAs are issued. The BSAs will not be the subject of a request for admission to listing on Eurolist by Euronext or on any other French or foreign regulated market when they are issued. The BSAs will be the subject of a request to Euronext Paris SA for admission to listing on a French regulated market after two years have passed from the date on which the ABSAs were issued. In order to avoid unequal treatment of successive holders who may have acquired these BSAs before the exercise date thereof was extended until March 13, 2017, in agreement with the BSA holders, it was requested that their admission to trade be postponed sine die.

b) 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 the share subscription warrants (the "exercised shares"), subject to any adjustments required to preserve the rights of the share subscription warrant holders, each with a nominal value of €2, reduced to €0.25 in 2007, as a result of a capital reduction due to a division of the nominal, or 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 (BSAs) 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 SA, on the same market as the existing shares, as and when they are issued.

3.8.3 Stock options

There are no stock options outstanding.

3.8.4 Change in shareholders' equity

Shareholders' equity *In thousands of euros*	Value at the beginning of the year	Net loss for the year	Allocations	Value at year-end
Share capital or individual share	42,021			42,021
Issue, merger and capital contribution premiums, etc.	27,565			27,565
Legal reserve	4,260		-	4,260
Retained earnings	184,280		10,382	194,662
Net profit for the year (profit or loss)	**10,382**	**5,356**	**(10,382)**	**5,356**
Regulated provisions	8		0	8
Total shareholders' equity	**268,515**	**5,356**		**273,872**

3.9 Characteristics of the main credit lines

The Derichebourg Group has contracted a syndicated loan agreement, which, along with its factoring agreement, constitutes its main sources of funding.

2014 loan agreement

On March 31, 2014, the Group entered into a new loan agreement with nine financial institutions, for the sum of €232.5 million and comprising a €100 million revolving loan and a €132.5 million repayment loan.

Regarding the redeemable loan, €26.5 million had been repaid on March 31, 2015. The next installment of €26.5 million is due in March 2016.

A rider was signed on March 31, 2015, on the Group's request, to amend a number of provisions, notably the margin scale.

The Group also set up bilateral lines with financial institutions in the amount of €72 million.

Interest rate

The amounts drawn on these credit lines carry interest at the Euribor rate, plus a margin which is adjusted periodically based on the ratio of net financial indebtedness to consolidated Ebitda.

Early repayment obligations – Event of default

The loan agreement allows the lenders to require early repayment of the entire amount due, should a majority of the lenders request it, following the occurrence of certain common default events, particularly where an event has a significant adverse effect on the business or the financial position of the Derichebourg Group, or on the ability of Derichebourg to service its debt.

A change in control or delisting of Derichebourg shares would constitute an automatic early repayment event.

In addition, the Loan agreement provides for an obligation to make early partial repayment of the sums owing in the event of a capital increase, the issuance of shares giving access to capital or debt securities. The early repayment of the amounts due must be equal to 50% of the proceeds from the capital increase paid up in cash after capital increase costs or, where applicable, the proceeds from the issuance of equity or debt securities or the amount of the disintermediated loan, if the issue maturity date is after the loan repayment date. In all other cases the percentage is 100%.

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

Lastly, early partial repayment of the sums owing must be made in the event of receipt of insurance payouts as a result of claims made, in the amount of the insurance payments received in excess of the €5 million deductible less, if applicable, any sums reinvested.

Covenants

The loan agreement also includes covenants limiting the ability of Group companies to do the following without the lenders' consent:

- to take out additional debts;
- to grant sureties and guarantees;
- to undertake mergers, demergers or restructurings;
- to enter into any kind of joint venture or business combination agreement, in the widest sense, with third parties outside the Group;
- to undertake certain acquisitions;
- to make investments over the course of a given company fiscal year that exceed the amounts set by the Agreement;
- to sell assets or equity interests, except for those specified in the loan agreement;
- to redeem and/or reduce their share capital, with certain exceptions.

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 repayment loan with interest-rate hedging instruments.

Factoring agreement

On January 1, 2015, the Derichebourg Group entered into a non-recourse factoring agreement (€240 million approved credit line). The agreement covers the French, Belgian and German Environmental Services and Business Services entities. The term of this agreement is confirmed at two years.

The receivables covered by this agreement correspond to deliveries made or services rendered to private customers or to French public sector customers.

Each time receivables are sold, the receivables approved by the agent (after deduction of any outstanding receivables previously sold without recourse) are sold without recourse. The other receivables are sold with recourse. The receivables retain their status (factored with or without initial recourse) until payment takes place.

Factors are co-insured with the Group by two different credit insurers. They are responsible for paying out any compensation under the credit insurance policy.

Interest is deducted when the receivable is sold based on the average contractual payment terms. The risk of late payment is transferred to the factors.

The dilution rate (credits, cancellation of receivables) is low.

The total receivables derecognized under factoring agreements amounted to €185.9 million as at September 30, 2015.

The Group derecognized 95% of receivables without recourse due to the residual 5% unguaranteed share.

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.

At September 30, 2015, the Group's main sources of funding were:

- a €232.5 million syndicated loan agreement set up in March 2014, €26.5 million of which was repaid on March 31, 2015, leaving €206 million outstanding. It includes a five-year loan for €132.5 million, repayable in equal annual installments, and a five-year revolving loan for the sum of €100 million. The next installment for the repayment loan is due on March 31, 2016 and amounts to €26.5 million. At September 30, 2015, €70 million of the revolving loan had not been drawn;
- a 2-year non-recourse factoring agreement went into effect on January 1, 2015. It has a €240 million credit line (depending on the receivables available). The factoring purchases non-recourse receivables for up to the approved amounts issued by the credit insurers. The total receivables that may be derecognized by the Group is thus dependent on the total receivables available and the credit insurers' authorized limits. Any downward variation in one of these amounts may lead to an increase in the net debt recognized by the Group;
- €11 million in medium-term borrowings, entirely drawn down;
- leasing contracts, repayable in installments and at a fixed rate of interest. The amount outstanding as at September 30, 2015 was €78 million;
- bilateral credit lines, whether confirmed or not, totaling €72 million, with €4 million used at September 30, 2015.

The main payment maturity dates up to 2020 are shown in the table below.

Breakdown by business segment *In thousands of euros*	less than one year	more than one year	more than two years	more than three years	more than four years	Total
Syndicated credit	26.5	25.5	25.5	55.5	0.0	133.0
Finance leases	21.1	18.2	15.1	10.3	5.6	70.4
Other medium- and long-term lines[1]	46.3	1.7	1.5	1.1	2.6	53.3
Total	**94.0**	**45.4**	**42.1**	**67.0**	**8.2**	**256.7**

(1) Of which factoring accounts for €23.4 million due in less than one year.

Financial ratios

The loan agreements require the Group to maintain the following financial ratios:

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

Date of calculation	Leverage ratio lower than
September 30, 2015	2.50
March 31, 2016	2.50
September 30, 2016 and March 31 and September 30 of each year after this date	2.00

On September 30, 2015, the leverage ratio was 1.86.

- the debt service coverage ratio, i.e. the ratio of (a) consolidated cash flow before debt service to (b) debt service on calculation date and over a rolling 12-month period ending on each calculation date considered, must be greater than 1.

On September 30, 2015, the debt service ratio was 1.96.

The Group is compliant with its financial covenants at September 30, 2015. Failure to comply with these ratios would be considered a default event and a majority of the lenders could elect to enforce covenants.

Given the liquidity margin of €180 million at September 30, 2015, and based on business and investment forecasts, the Group estimates that it has sufficient financial lines to meet its payments over the 12 months from September 30, 2015.

3.10 Breakdown of net revenue

Breakdown by business segment *In thousands of euros*	France	Export	Total
Duties and licenses	2,423		2,423
Leasing	576		576
Costs invoiced	247		247
Total	**3,246**		**3,246**

3.11 Non-recurring gain (loss)

Breakdown by type *In thousands of euros*		Amount
Income		
Exceptional income on management operations		-
Exceptional income on capital transactions		6,564
Releases of provisions and expense transfers		94
• Write backs of provisions for employment tribunal's	94	
Expenses		
Exceptional expenses on management operations		89
• Tax penalty	89	
Exceptional expenses on capital transactions		523
Exceptional provisions for amortization and depreciation		-
Total		**6,046**

The exceptional gain (loss) includes a capital gain on the disposal of land.

3.12 Breakdown of income tax

In thousands of euros	Profit (loss) before tax	Tax due	Net profit (loss)
Operating income (loss)	(2,237)		(2,237)
Net financial income (loss)	(3,187)		(3,187)
Non-recurring gain (loss)	6,046		6,046
Effect of tax consolidation		(4,734)	(4,734)
Total	**623**	**(4,734)**	**5,356**

3.13 Increases, decreases in future tax payables

Type of temporary differences *In thousands of euros*	Base	Income tax amount
Increases		
Regulated provisions	8	3
Translation differences, assets	6	2
Total increases		**5**
Decreases		
Social security contribution	23	88
Tax loss carry forwards(1)	285,102	108,339
Translation differences, liabilities	298	103
Total decreases		**108,450**

(1) Company deficits as if it was taxed separately. Tax consolidation deficits: €93 million.

Income tax rate is as follows: 33.33% + social contribution of 3.30%, i.e. 34.43% or 38% with the exceptional contribution of 10.70%.

A tax audit was conducted on the Derichebourg Environnement subsidiary focusing on fiscal 2012. The tax authorities dispute the treatment of a grant to the Italian CRS subsidiary in June 2012 implementing a prior undertaking. The company is appealing against the tax adjustment. €3.7 million in income tax expense was recognized, which is the sum the company may have to pay out in the event of an unfavorable outcome. The amount of losses carried forward could be reduced from €93 million to €79 million as a result.

3.14 Financial commitments

3.14.1 Off-balance sheet commitments in the ordinary course of business

Commitments given *In thousands of euros*	Amount
Financial guarantees	20,921
Total	**20,921**

3.14.2 Off-balance sheet commitments given as part of indebtedness

As part of the 2014 syndicated loan taken out for a principal amount of €232.5 million by Derichebourg SA, a pledge on financial instruments was authorized as a guarantee of the payment of the sums due to the lending banks, affecting the following securities:

Securities pledged

Beneficiaries	Financial instruments pledged	Number of securities pledged	% of the share capital
Société Générale (agent)	Derichebourg Environnement registered shares	8,559,445	67%
Société Générale (agent)	Derichebourg Multiservices registered shares	30,000,000	100%

3.14.3 Risks linked to the sale of Servisair

Derichebourg sold Servisair to Swissport France Holding on December 23, 2013. The share purchase agreement includes guarantees in the event of inaccurate representations and warranties by the seller. Should any litigation be brought about by the vendor that appears before the courts as a last resort, the Group may be forced to repay the purchaser part of the sale price, up to a maximum amount of €30 million.

3.14.4 Off-balance sheet commitments in respect of subsidiaries

Commitments given *In thousands of euros*	Amount
Guarantees given for subsidiaries(1)	32,675
Other commitments given	0
Total	**32,675**

(1) Companies for which guarantees have been given		*In thousands of euros*
French subsidiaries	AFM RECYCLAGE	2,955
	BERNES ET BRUYÈRES	760
	BERTHELOT SCI	189
	CARSOA SCI	94
	CFF BETA SCI	4,291
	DERICHEBOURG IMMOBILIER SCI	3,100
	DERICHEBOURG AQUA	78
	DERICHEBOURG SERVICES & INGÉNIÉRIE NUCLÉAIRE	930
	ECO-PHU	191
	HYDROVIDE	52
	POLYURBAINE; POLYURBAINE 13; POLY-NORMANDIE	1,648
	POLYCEJA; POLYBUIS; POLYSOTIS; POLYCEO	2,207
	SERAM SA	26
Italian subsidiaries	SAN GERMANO; CMT	5,230
US subsidiaries	DERICHEBOURG RECYCLING USA	760
Belgian subsidiaries	GEORGE	8,500
Spanish subsidiaries	DERICHEBOURG MEDIO AMBIENTE; REYFRA	1,664

3.15 Average headcount

	Salaried employees	
Headcount	At the beginning of the fiscal year	At the end of the fiscal year
Engineers and managers	2	2
Total	**2**	**2**

3.16 Total compensation for directors

In thousands of euros	Amount
Compensation for the Board of Directors and other management bodies (Attendance fees)	75

3.17 Subsidiaries and equity interests: legal thresholds exceeded

	Shareholders' equity			Carrying amount of securities held	
In thousands of euros	Capital	Reserves and regulatory provisions	Share of capital in %	Gross	Net
1 - Detailed information on subsidiaries and equity interests of which the carrying amount exceeds 1% of Derichebourg's share capital					
A - Subsidiaries (more than 50% of share capital held by Derichebourg SA)					
DERICHEBOURG A&D DÉVELOPPEMENT	3,000		50.99	144	144
DERICHEBOURG IMMOBILIER SCI	52,663	1414	100	52,663	52,663
CFF SIGMA SCI	6,510	1	99.85	6,500	6,500
CIVITAS	3,659	(4,640)	100	1,829	0
DERICHEBOURG ENVIRONNEMENT	127,753	(6,181)	100	128,643	128,643
DERICHEBOURG MULTISERVICES	30,000	3,993	100	83,010	83,010
DBG HOLDING GMBH	41,738	(635)	100	338,866	48,769
PS IMMO	2,027	11	100	5,627	4,066
VOGIM	139	618	80	194	194
WESTEVER	500		100	500	500
B - Subsidiaries (10 to 50% of share capital held by Derichebourg SA)					
ALLO CASSE AUTO	110	4,395	47.93	2,212	2,212
DAC	40	911	49.80	516	516
DREYFUS	40	10,387	42.50	816	816
PLASTIC RECYCLING	123	98	50.00	1,470	0
REYFRA	7,200	2,006	50.00	3,360	3,360
GALLOO SALLAUMINES	152	1,819	34.04	337	0
VALERCO	76	95	50.00	107	107
2 - Summary information on subsidiaries and equity interests not listed in paragraph 1					
A - a - French subsidiaries					
A - b - Foreign subsidiaries					
B - a - French subsidiaries				**2,501**	**1**
B - b - Foreign subsidiaries					

Outstanding loans and advances granted by the Company	Guarantees given by the Company	Revenue excluding tax for the last fiscal year	Profit or loss for the last fiscal year	Dividends paid in the last fiscal year
35,023	3,100	7,731	(398)	1,211
		550	255	553
718			(27)	
51,188		20,712	17,574	
34,780		3,963	2,129	
			1,162	777
478		241	5	
		65	27	
1,640			(22)	
			(350)	
			103	
			672	143
2,081		6,721	(538)	
		34,706	(47)	
			30	
		479	(38)	
2,516				

3.18 Disputes

There are no significant dispute proceedings at this date.

3.19 Related party transactions

A ten-year trademark licensing agreement effective March 1, 2009 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's consolidated revenue and 0.12% of the Multiservices's consolidated revenue on the understanding that no royalties are due from Multiservices' revenue during the first three years. The fee under this contract for the fiscal year was €2 million.

An agreement was concluded, with effect from January 1, 2012, for an initial three-year term, with DBG Finances, a company controlled by the family of Mr. Daniel Derichebourg, which aims to define the terms and conditions of DBG Finances' influence over the definition and oversight of Group strategy.

On December 5, 2014, the Board of Directors renewed this agreement for an additional three years.

The services covered by this agreement are:

- policymaking and definition of the Group's strategic guidelines;
- help with drafting a business plan;
- contacts with management boards of major national and international client groups;
- internal and external development of the Group's business;
- support for acquisitions;
- corporate events;
- assistance with recruiting senior managers;
- legal and tax consultancy services;
- financial, accounting and management support.

For the period from January 1, 2014 to September 30, 2015, DBG Finances invoiced Derichebourg SA €1.7 million under this agreement.

5.2.4 Statutory Auditors' report on the annual financial statements Fiscal year ended September 30, 2015

To the Shareholder,

In compliance with the assignment entrusted to us by your annual general meetings, we hereby report to you, for the year ended September 30, 2015, on:

- the audit of the accompanying annual financial statements of Derichebourg;
- the justification of our assessments;
- the specific verifications and disclosures required by law.

The annual financial statements were approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the annual 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 annual 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 annual 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 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 annual financial statements give a true and fair view of the earnings, assets and liabilities and financial position of the Company over the period as well as of the financial position and assets and liabilities of the Company at year-end, in accordance with French accounting rules and principles.

II. Justification of our assessments

In accordance with the provisions of Article L. 823-9 of the French Commercial Code relating to the justification of our assessments, please note the following:

Note 2.4 to the annual financial statements shows how the impairment of investment securities is calculated. Our work consisted in examining the data and assumptions selected for determining the value in use of investment securities, and reviewing the calculations made by your Company.

Within the context of our assessments, we are satisfied that these estimates are reasonable.

These assessments were made as part of our audit of the annual 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 verifications and disclosures

In accordance with the professional standards applicable in France, we also carried out the specific verification required by law.

We have no matters to report as to the fair presentation and consistency with the annual financial statements of the information given in the Board of Directors' management report and in the documents addressed to shareholders giving details of the financial position and the annual financial statements.

With regard to the disclosures made in accordance with Article L. 225-102-1 of the French Commercial Code on compensation and benefits granted to corporate officers as well as on undertakings given to them, we have verified their consistency with the financial statements or with data used to prepare such financial statements and, where appropriate, with the items of information obtained by your Company from your Company's parent companies or companies which it controls. Based on this work, we can confirm the accuracy and fair presentation of this information.

As required by law, we are satisfied that the various disclosures relating to equity and controlling interests and to the identity of owners of share capital and voting rights are contained in the management report.

Paris and Paris-La Défense, December 7, 2015

The Statutory Auditors

DENJEAN & ASSOCIES AUDIT	ERNST & YOUNG Audit
Thierry Denjean	Gilles Rabier

5.3 Statutory Auditors' fees and fees paid to their network by the Group

	EY				Denjean & Associés			
	Amount		%		Amount		%	
In thousands of euros	**2015**	2014	**2015**	2014	**2015**	2014	**2015**	2014
Audit								
Statutory Auditors, certification, review of separate and consolidated financial statements								
• Issuer	220	218	34%	27%	147	144	59%	74%
• Fully consolidated subsidiaries	411	470	49%	59%	103	50	41%	26%
Other work and services directly related to the independent auditor's mission								
• Issuer	33	34	5%	4%				
• Fully consolidated subsidiaries	73	75	11%	9%				
Subtotal	**739**	**797**	**100%**	**100%**	**250**	**194**	**100%**	**100%**
Other services rendered by member firms to fully consolidated subsidiaries worldwide								
• Legal, tax, social								
• Other								
Subtotal								
Total	**739**	**797**	**100%**	**100%**	**250**	**194**	**100%**	**100%**

Furthermore, the financial statements of certain Group subsidiaries are audited by firms which are not members of the networks of the two Statutory Auditors mentioned above, to whom these firms report where necessary. The sum of the fees incurred by the Group for services provided by these auditors amounted to €481,000 in fiscal year 2015 and €432,000 in fiscal year 2014.

Chairman's report, prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code

6

This report has been prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code. Its purpose is to report on the composition and application of the principle of balanced representation of men and women on the Board of Directors, on the preparation and organization of the Board's work, on the principles and rules the Board of Directors has adopted to determine the compensation and benefits paid to corporate officers, as well as on 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 financial statements. 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. It was reviewed by the Company's Board of Directors meeting as the Audit Committee and approved by the Board of Directors on December 4, 2015.

6.1 Composition of the Board of Directors, preparation and organization of its work

6.1.1 Composition of the Board of Directors

Article 14 of the bylaws stipulates 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 purpose, 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 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, a deputy managing director and six directors, including two independent directors.

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 a 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 report, the Board consists of six directors and a deputy managing director:

	Office	Date of first appointment	Date of renewal	Date of renewal
Daniel DERICHEBOURG	Chairman and Chief Executive Officer	Board meeting on June 29, 2006	Board meeting on February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ended September 30, 2015
	Director	Board meeting on June 29, 2006	Shareholders' meeting on February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ended September 30, 2015
Abderrahmane EL AOUFIR	Deputy CEO non director	Board meeting on January 8, 2014		At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ended September 30, 2015
Bernard VAL	Independent director	Shareholders' meeting on June 24, 2004	Shareholders' meeting on February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ended September 30, 2015
Matthieu PIGASSE	Director	Board meeting on October 25, 2005	Shareholders' meeting on February 3, 2010	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ended September 30, 2015
Boris DERICHEBOURG	Director	Shareholders' meeting on July 18, 2007	Shareholders' meeting on February 18, 2013	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2018
Thomas DERICHEBOURG	Director	Shareholders' meeting on July 18, 2007	Shareholders' meeting on February 18, 2013	At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2018
CFER represented by Mrs. Sophie MOREAU- FOLLENFANT	Director	Shareholders' meeting on February 18, 2013		At the end of the shareholders' meeting held to vote on the financial statements for the fiscal year ending September 30, 2018

As the terms of office of Daniel DERICHEBOURG, Bernard VAL and Matthieu PIGASSE are about to expire, their renewal will be submitted for approval by the shareholders' meeting called to approve the financial statements for the fiscal year ended September 30, 2015.

Balanced representation of men and women on Boards of Directors

In application of Law no. 2011-103 of January 27, 2011, on the balanced representation of men and women on Boards of Directors and Supervisory Boards and on equal opportunities at work, the proportion of directors of each gender appointed by the shareholders' general meeting may not be less than 20% as of 2014, then 40% as of 2017.

During the Shareholders' combined general meeting on February 18, 2013, the Company appointed Mrs. Sophie Moreau-Follenfant as a director and permanent representative of the company CFER. The Company's Board of Directors thus includes one female member, representing 16.67% of the Board, which is close to 20%.

In an effort to achieve gender balance commitments, the Board of Directors has decided to propose that the Shareholders' meeting appoint Mrs. Françoise Mahiou as a new director.

6.1.2 Corporate governance

The Company reviewed the revised version of the AFEP-MEDEF code of corporate governance for listed companies, which was updated in June 2013. It identified a certain number of provisions that it applies, besides the legal provisions relating to the powers of the Board of Directors:

- the Company clearly communicated its decision to combine the powers of the Chairman of the Board of Directors and the CEO;
- company communication with the market: the Board of Directors is informed of, and where necessary, amends, press releases prepared by the Company following its meetings;
- the Board of Directors is consulted on matters of strategic importance, major acquisitions, significant changes in the Group's scope of consolidation, and the Group's indebtedness;
- the Board has two independent directors – Mr. Bernard Val and Mr. Matthieu Pigasse, accounting for one third of the Board;
- information on the number of Board meetings, attendance rate and agenda is included in the annual report;

- the Company gives the directors free access to any information they require;
- the existence of an Audit Committee: as provided for under Article L. 820-23, paragraph 4 of the French Commercial Code, at its meeting on May 27, 2010, the Board decided to assume the duties of the Audit Committee, in accordance with the findings of the AMF's working group on the role of Audit Committees in small and medium capitalization companies;
- directors' compliance with the number of offices held in listed companies.

The Company also identified other provisions which it does not apply:

- assessment of the work carried out by the Board of Directors: this matter has not been brought before the Board;
- directors' terms of office are six years, whereas the code advises a maximum of four. This is a historical practice within the Company due to the importance given to families within its shareholding structure;
- the absence of an Appointments Committee, which is explained by its low turnover;
- the Compensation Committee was suspended pending a new decision at the Board meeting on October 25, 2005: the Group has a very simple compensation policy (salary, annual bonus if applicable) and therefore does not require a specialist committee.

6.1.3 Conditions of preparation and organization of the work of the Board of Directors

The Board of Directors met five times during the fiscal year, with an average attendance rate of 80%. In addition to reviewing and approving the parent company and consolidated financial statements as of September 30, 2014 and preparing documents to submit to the shareholders' combined general meeting on February 12, 2015, the Board discussed and decided the following matters:

Meeting on December 5, 2014

- Review and approval of the consolidated and parent company financial statements for the year ended September 30, 2014;
- Proposal for allocation of income;
- Review and approval of financial and forecast documents;
- Press release;
- Review of the agreements referred to in Articles L. 225-38 *et seq*. of the French Commercial Code;
- Authorization to sell goodwill from non-ferrous metals used by the subsidiary Revival at the Athis-Mons site under the lease-management agreement;
- Renewal of the service agreement with DBG Finances;
- Guarantees to be given to a financial institution for commitments made by the subsidiary Derichebourg Immobilier (formerly CFF Immobilière) under a lease of all Blagnac's real estate assets;
- Corporate governance (report by the Chairman of the Board of Directors on the Board's work and on internal control procedures);
- Share buyback program;
- Authorization to be given to the Board of Directors to reduce the share capital by canceling shares;
- Authorization for the Board of Directors to issue various securities that provide access to share capital, immediately or in the future, with or without share subscription rights;
- Authorization for the Board of Directors to decide to increase share capital by incorporating premiums, reserves, profits or other;
- Authorization for the Board of Directors to increase share capital reserved for members of a corporate 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 *(Code du travail)*;
- Meeting notice for the Shareholders' combined general meeting on February 12, 2015.

Meeting on February 19, 2015

- Authorization for the Chairman to implement the share buyback program.

Meeting on March 25, 2015

- Authorization of Rider No. 1 to the Credit Agreement dated March 31, 2014;
- Authorization of Rider No. 1 to the Financial Securities Account Pledge Agreement dated March 31, 2014;
- Approval of the rider by the commission.

Meeting on May 22, 2015

- Review of the half-year consolidated financial statements;
- Press release and business report relating to the half-year financial statements;
- Financial and forecast documents at the end of the first half of the fiscal year;
- Chairman's authorization to provide endorsements, security interests and guarantees;
- Miscellaneous:
  - assessment of the share buyback program as of May 15, 2015,
  - distribution of attendance fees.

Meeting on July 10, 2015

- Authorization of the sale of property assets

Board meetings were held at the Company's registered office at 119 avenue du Général Michel Bizot – 75012 Paris.

The meetings on February 19, 2015, March 25, 2015 and July 10, 2015 were held by conference call.

Functioning of the Board

The functioning of the Company's Board of Directors is governed by rules of procedure 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 rules of procedure 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 rules of procedure.

The Board of Directors' rules of procedure regarding its composition were amended 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 amended at the Board of Directors' meeting on May 27, 2010, to enable Board of Directors' meetings to be conducted through any means of telecommunication.

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.

In accordance with 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 in Article L. 823-19 of the French Commercial Code, i.e.:

- 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 independent auditors;
- the independence of the auditors.

The Board's restrictions on the Chairman and CEO's powers The Audit Committee will report on its work regularly and at each approval of annual and half-year financial statements.

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 the Audit Committee's findings and opinions based on its work and investigations.

During the recently-ended fiscal year, the Audit Committee met twice, on December 5, 2014 and on May 22, 2015, to:

- report on its work (review of the registration document; review of the AMF's comments);
- issue its opinions and recommendations to the Board on the Chairman's report on the preparation and organization of the Board's work and on the internal control procedures put in place by the Company, as well as on the management report;
- analyze the corporate social responsibility (CSR) report;
- examine the annual and half-year consolidated financial statements;
- identify risks;
- review the status of internal audit.

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. Mr. Abderrahmane EL AOUFIR, the Deputy CEO, has assisted the Chairman and CEO in this capacity since January 8, 2014.

At that 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 listed as, 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 general meeting

Article 28 of the bylaws explains how shareholders may participate in annual shareholders' meetings. "Every shareholder is entitled to attend shareholders' meetings or to be represented thereat, regardless of the number of shares held, provided that all amounts payable on 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' meetings. Joint shareholders may be represented as specified in Article 12. However, the right to participate in shareholders' meetings shall be conditioned on the registration of the shareholder or of the registered intermediary described hereinabove in the registered share accounts maintained by the Company or its agent, or on forwarding to the place indicated in the notice of 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 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' meeting was convened."

6.4 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 Corporate officers' 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.

The Deputy CEO non director, appointed by the Board of Directors on January 8, 2014, does not receive any compensation for his term of office.

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 bonus shares to date.

On the basis of a proposal made by the Board of Directors, the shareholders' ordinary meeting on February 19, 2014 decided to set attendance fees at €90,000. On May 22, 2015, the Board of Directors decided on an unequal distribution of attendance fees following Mr. Matthieu Pigasse's decision not to receive any.

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 offering:

- the Company's shareholding structure (see section 4.5.8);
- the existence of double voting rights under certain conditions (see section 4.5.9);
- own shares and the ability to buy and sell the Company's securities (see sections 4.5.7, 7.1 and 7.2);
- the use of current authorizations to issue share equivalents (see section 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 section 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 managing director, 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 two operating divisions:

- Environmental Services (which includes the real estate companies);
- Business 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 managing director of the Group and deputy managing director, which are under their 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.

Business systems are 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 two 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, particularly information 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.

DSI analyzes 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 business lines.

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 parent-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 Executive Committee

The Group Executive Committee is chaired by the deputy managing director and is composed of several subsidiary directors in Environmental Services, the Head of the Multiservices business, the HR director and the Chief Financial Officer. The committee meets monthly to cover an agenda set in advance. It tackles a broad range of issues of importance to the Group's business.

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 forecasts 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 transactions;
- provides counsel for operational businesses in France;
- manages all legal activities in France;
- coordinates the activities of the Group's Legal Departments.

6.5.1.4 Internal control procedures related to 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. The operating subsidiaries are responsible for implementation.

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 SA 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

- Definition and communication of the Group's accounting policies: both for the corporate financial statements and the consolidated financial statements under IFRS;
- 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 (configuration, 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.

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;
- 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).

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, on the report by the Chairman of the Board of Directors of Derichebourg

To the Shareholders,

In our capacity as Statutory Auditors of the financial statements of Derichebourg and in accordance with the provisions of Article L. 225-235 of the French Commercial Code, we hereby report on the report prepared by the Chairman of your Company in accordance with the provisions of Article L. 225 37 of the French Commercial Code for the fiscal year ended on September 30, 2015.

The Chairman is responsible for preparing and submitting a report for the approval of the Board of Directors on the internal control and risk management procedures implemented within the Company and providing the other information required by Article L. 225-37 of the French Commercial Code relating, in particular, to 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
- certify that this report contains the other information required by Article L. 225-37 of the French Commercial Code, given that our role is not to verify the fair presentation 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.

Other information

We hereby certify that the Chairman of the Board of Directors' report contains the other information required by Article L. 225 37 of the French Commercial Code.

Paris and Paris-La Défense, December 7, 2015

The Statutory Auditors

DENJEAN & ASSOCIES AUDIT	ERNST & YOUNG Audit
Thierry Denjean	Gilles Rabier

Other legal and financial information

7

7.1 Assessment of the 2014-2015 share buyback program

The shareholders' combined general meeting of February 12, 2015 authorized the Board of Directors to buy back the Company's shares for up to a maximum of 10% of the share capital, i.e. 16,808,203 shares, at a maximum price of €10 per share. This authorization was granted for a period of 18 months, i.e. until August 11, 2016, and mainly for the following purposes:

- to stimulate the market or market liquidity of Derichebourg stock 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 conditions and 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 the bought-back shares, as part of the Company's financial policy. The same shareholders' meeting authorized the Board of Directors to reduce the share capital, in one or more transactions, by canceling the shares thus purchased, subject to a maximum of 10% of the share capital per 24-month period.

Using these authorizations, the Company concluded various acquisition contracts with CM CIC SECURITIES in order to make these purchases under pre-determined time frames, volumes and prices.

The table below summarizes the transactions on own shares that were carried out by the Company between October 1, 2014 and September 30, 2015.

	Shares comprising share capital	Market simulation	Stock options granted	Acquisitions	Cancellations	Total
Position at September 30, 2014	168,082,030	173,057		3,000,000		3,173,057
As % of capital		0.10%		1.78%		1.89%
Allocation to stock-options						
• granted						
• other						
Stock options exercised						
Purchases				5,210,541	4,040,382	9,250,923
Sales						
Cancellations						
Position at September 30, 2015	168,082,030			8,383,598	4,040,382	12,423,980
As % of capital				4.99	2.40	7.39

During the fiscal year, 9,250,923 shares were bought at an average cost of €2.73, totaling €25,277,027.

The book value of the portfolio of 12,423,980 shares with a par value of €0.25 held on September 30, 2015 was €32,376,892.

The market value of the portfolio at September 30, 2015 was €31,830,237.

7.2 Presentation of the 2015-2016 share buyback program

7.2.1 Legal framework

In accordance with Article 241-2 of the AMF General Regulation and Commission regulation (EC) no. 2273/2003 of December 22, 2003, this section presents the purpose and terms of the Company's share buyback program. This program, which falls under the scope of Article L 225-209 of the French Commercial Code, shall be subject to approval by the Shareholders' combined general meeting on February 10, 2016.

7.2.2 Number of shares and portion of share capital held by the Company

On November 30, 2015, the Company's share capital consisted of 168,082,030 shares.

At that date, the Company held 12,586,848 of its own shares, representing 7.49% of the share capital.

7.2.3 Breakdown of the Company's own shares, by purpose

On November 30, 2015, the Company owned 12,586,848 of its own shares for the following purposes:

- acquisitions: 8,383,598 ;
- cancellations: 4,203,250.

7.2.4 Objectives of the new share buyback program

The program's objectives are:

- to stimulate the market or market liquidity of Derichebourg stock 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 conditions and 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 deliver shares when exercising rights attached to securities providing access to share capital *via* reimbursement, conversion, exchange, presentation of a warrant or *via* any other means;
- to cancel bought-back shares, as part of the Company's financial policy, subject to the adoption of the nineth resolution proposed to the shareholders' meeting for approval;

7.2.5 Maximum portion of share capital and maximum number and characteristics of capital shares

The maximum portion of share capital authorized to be bought back that would be authorized under the new share buyback program would be 10% of the share capital as of November 30, 2015, i.e. 16,808,203 shares. Considering the number of own shares held on November 30, 2015, i.e. 12,586,848 shares, the maximum number of shares likely to be bought back is 4,221,355 shares, i.e. 2.51% of the share capital.

Derichebourg shares are listed on Compartment B of the Euronext Paris exchange (ISIN code: FR 0000053381).

The maximum purchase price is €10 per share.

The maximum expenditure for these purchases would be:

- €168,082,030, accounting for 10% of the Company's share capital;
- €42,213,550 accounting for 2.51% of the 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 buyback program

The term of the program is limited to 18 months from the shareholders' meeting convened to approve the financial statements for the fiscal year ended September 30, 2015, i.e. until August 9, 2017.

7.2.8 Results of the Company's previous share buyback program from February 13, 2015 to November 30, 2015

The details of this program on November 30, 2015 are as follows:

Percentage of share capital held directly or indirectly	7.49%
Number of shares canceled over the past 24 months(1)	0
Number of own shares held	12,586,848
Carrying amount of portfolio	€33,373,587
Market value of portfolio(2)	€29,981,872

(1) The 24 months prior to the public presentation of the buyback program.
(2) At the closing price on November 30, 2015.

7.2.9 Transaction details of the program from February 13, 2015 to November 30, 2015

	Total sales and purchases		Opening positions on 11-30-15			
	Purchases	Sales/Transfers	Open buy positions			Open sell positions
Number of shares	6,052,150			Forward purchases	Purchase options sold	Forward sales
Average maximum maturity	None	None	None	None	None	None
Average transaction price *(in €)*	2.8947		None	None	None	None
Average exercise price	None	None	None	None	None	None
Amounts *(in €)*	17,519,746		None	None	None	None

The share purchases and sales shown in the above table were all made under the liquidity contract and *via* an acquisition contract.

7.3 Related party transactions

7.3.1 Provisions concerning regulated agreements

(Article 21 of the bylaws)

"Any agreement which links, either directly or through an intermediate person, the Company and its managing director, 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 managing director, 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 Service agreement

An agreement was concluded, with effect from January 1, 2012, for an initial three-year term, with DBG Finances, a company controlled by the family of Mr. Daniel Derichebourg, which aims to define the terms and conditions of DBG Finances' influence over the definition and oversight of Group strategy.

The services covered by this agreement are:

- policymaking and definition of the Group's strategic guidelines;
- help with drafting a business plan;
- contacts with management boards of major national and international client groups;
- internal and external development of the Group's business;
- support for acquisitions;
- corporate events;
- assistance with recruiting senior managers;
- legal and tax consultancy services;
- financial, accounting and management support.

For the period from October 1, 2014 to September 30, 2015, DBG Finances invoiced Derichebourg SA €1,7 million under this agreement.

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.

The fee under this contract for the fiscal year was €1.975 million.

7.3.4 Statutory Auditors' special report on related party agreements and commitments

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 shareholders' meeting.

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

Agreements and commitments authorized during the year.

In accordance with Article L. 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.

Service agreement with DBG Finances

Director involved: Mr. Daniel Derichebourg, Chairman of the Board of Directors, CEO of DERICHEBOURG and general partner of DBG Finances.

The three-year support agreement signed with DBG Finances, which took effect on January 1, 2012, and which was then renewed automatically each year thereafter, expired on December 31, 2014.

At the meeting on December 5, 2014, the Board of Directors authorized this agreement to be renewed for another three-year period starting on January 1, 2015.

The Board emphasized the benefits of this agreement for your company as it will use DBG Finances' human, material and technical resources to help conduct its operations. We bring to your attention that DBG Finances directly and actively participates in managing the Derichebourg Group and its subsidiaries and in their strategic development.

The clauses as well as terms and conditions of this new agreement are identical to the agreement that expired. Compensation under this agreement also remains unchanged and totals €1,700,000, excluding taxes.

During the fiscal year ended September 30, 2015, DBG Finances invoiced DERICHEBOURG for €1,700,000, excluding taxes, under this agreement.

Agreements and commitments already approved by the general meeting of shareholders

Agreements and commitments approved in prior years which remained in effect 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. DERICHEBOURG Trademark licensing agreement

At its meeting on July 2, 2007, the Board of Directors authorized the execution of a licensing agreement for the DERICHEBOURG trademark with TBD FINANCES, the 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 Multiservices division.

This agreement took effect on March 1, 2009 for a ten-year term.

The royalty charge for the fiscal year ended on September 30, 2015 is €1,975,410, excluding taxes.

2. Guarantees for SOGEFIMUR

By virtue of a decision taken on October 22, 2012, the Board of Directors authorized your Company to stand joint and several surety in respect of the leasing company SOGEFIMUR, to cover the commitments undertaken by its subsidiary, SCI CFF BETA, for a turnkey real estate lease contract worth €5,400,000 excluding tax, for an office complex located at 35 rue de Valenton in Créteil (Val-de-Marne). Your Company also agreed to maintain its capital interest in SCI CFF BETA and to pledge said capital interest in its subsidiary with the leasing company as collateral.

Paris and Paris-La Défense, December 7, 2015

The Statutory Auditors

DENJEAN & ASSOCIES AUDIT	ERNST & YOUNG Audit
Thierry Denjean	Gilles Rabier

7.4 Communication with institutional investors and individual shareholders

During the validity period of the registration document, the following documents (or copies of these documents) can, if necessary, be consulted at the Company's registered office (119, avenue du Genera Michel Bizot, 75012 Paris), on the Company's website (www. derichebourg.com), or on the French securities regulator's website (www.amf-france.org) for financial data and the registration document:

(a) the incorporation documents and 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.

Communication 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, http://inpublic.globenewswire.com or www.info-financiere.fr

Date	Document
October 6, 2014	Derichebourg Environnement launches a new recycling facility at Gennevilliers port
October 21, 2014	Weekly statements of transactions on own shares made from October 13 to 17, 2014
October 28, 2014	Weekly statements of transactions on own shares made from October 20 to 24, 2014
November 3, 2014	Weekly statements of transactions on own shares made from October 27 to 31, 2014
November 6, 2014	Consolidated revenue for the 2013-2014 fiscal year
November 12, 2014	Monthly information on total number of voting rights and shares comprising share capital as of September 30, 2014
November 12, 2014	Weekly statements of transactions on own shares made from November 3 to 7, 2014
November 17, 2014	Weekly statements of transactions on own shares made from November 10 to 14, 2014
November 26, 2014	Weekly statements of transactions on own shares made from November 17 to 21, 2014
November 26, 2014	Monthly information on total number of voting rights and shares comprising share capital as of October 31, 2014
December 2, 2014	Weekly statements of transactions on own shares made from November 24 to 28, 2014
December 5, 2014	Net profit for 2013-2014
December 8, 2014	Financial analysts presentation December 8, 2014
December 10, 2014	Weekly statements of transactions on own shares made from December 1 to 5, 2014
December 12, 2014	Publication of the Registration document
December 16, 2014	Weekly statements of transactions on own shares made from December 8 to 12, 2014
December 16, 2014	Monthly information on total number of voting rights and shares comprising share capital as of November 30, 2014
December 17, 2014	Financial calendar for fiscal year 2014-2015
December 18, 2014	Information on the date of the Shareholders' combined general meeting
December 23, 2014	Weekly statements of transactions on own shares made from December 15 to 19, 2014

Date	Document
December 31, 2014	Weekly statements of transactions on own shares made from December 22 to 26, 2014
January 7, 2015	Weekly statements of transactions on own shares made from December 29, 2014 to January 2, 2015
January 12, 2015	Notice of Shareholders' combined general meeting on February 12, 2015 appeared in the Legal Publications Bulletin (BALO)
January 12, 2015	Amendment to the meeting notice which appeared in the Legal Publications Bulletin (BALO) on January 7, 2015
January 14, 2015	Weekly statements of transactions on own shares made from January 5 to 9, 2015
January 14, 2015	Monthly information on total number of voting rights and shares comprising share capital as of December 31, 2014
January 21, 2015	Weekly statements of transactions on own shares made from January 12 to 16, 2015
January 22, 2015	Information on the total number of voting rights and shares comprising the share capital as of the date that the notice of the Shareholders' combined general meeting on February 12, 2015 was published in the Legal Publications Bulletin, i.e. January 7, 2015
January 22, 2015	Statutory Auditors' report on the capital increase reserved for employees (Tenth resolution)
January 22, 2015	Statutory Auditors' report on the issuance of various securities with and without preferential subscription rights (Seventh and Eighth resolutions)
January 22, 2015	Statutory Auditors' report on the capital reduction (Sixth resolution)
January 22, 2015	Single form for proxy vote and mail-in ballot
January 22, 2015	Brochure for the Shareholders' combined general meeting on February 12, 2015
January 28, 2015	Weekly statement of transactions on own shares made from January 19 to 23, 2015
January 30, 2015	Meeting notice in the BALO dated January 28, 2015
January 30, 2015	Information related to the Shareholders' combined general meeting on February 12, 2015
February 10, 2015	Financial results of the first quarter of the 2014-2015 fiscal year
February 12, 2015	Shareholders' combined general meeting Approval of annual and consolidated financial statements, appropriation of earnings
February 16, 2015	Quorum and voting results for the Shareholders' combined general meeting on February 12, 2015
February 19, 2015	Derichebourg Multiservices announces two strategic acquisitions
February 20, 2015	Monthly information on total number of voting rights and shares comprising share capital as of January 31, 2015
February 24, 2015	Weekly statements of transactions on own shares made from February 16 to 20, 2015
March 3, 2015	Weekly statements of transactions on own shares made from February 23 to 27, 2015
March 11, 2015	Weekly statements of transactions on own shares made from March 2 to 6, 2015
March 17, 2015	Weekly statements of transactions on own shares made from March 9 to 13, 2015
March 17, 2015	Monthly information on total number of voting rights and shares comprising share capital as of February 28, 2015
March 24, 2015	Weekly statements of transactions on own shares made from March 16 to 20, 2015
March 31, 2015	Weekly statements of transactions on own shares made from March 23 to 27, 2015
April 8, 2015	Weekly statements of transactions on own shares made from March 30, 2015 to April 3, 2015
April 15, 2015	Weekly statements of transactions on own shares made from April 6 to 10, 2015
April 20, 2015	Monthly information on total number of voting rights and shares comprising share capital as of March 31, 2015
April 21, 2015	Weekly statements of transactions on own shares made from April 13 to 17, 2015
April 29, 2015	Weekly statements of transactions on own shares made from April 20 to 24, 2015
May 6, 2015	Weekly statements of transactions on own shares made from April 27, 2015 to May 1, 2015
May 15, 2015	Weekly statements of transactions on own shares made from May 4 to 8, 2015
May 19, 2015	Monthly information on total number of voting rights and shares comprising share capital as of April 30, 2015
May 19, 2015	Weekly statements of transactions on own shares made from May 11 to 15, 2015
May 22, 2015	Revenue for the first half of the 2014-2015 fiscal year
May 22, 2015	Press release announcing the release of the half-year financial report as of March 31, 2015
May 22, 2015	Half-year consolidated financial statements as of March 31, 2015
May 22, 2015	Half-year financial report as of March 31, 2015
May 27, 2015	Weekly statements of transactions on own shares made from May 18 to 22, 2015
May 27, 2015	Derichebourg – official partner of the COP21
June 3, 2015	Weekly statements of transactions on own shares made from May 25 to 29, 2015
June 8, 2015	The capital of Morocco entrusts household waste collection to the DERICHEBOURG Group
June 10, 2015	Weekly statements of transactions on own shares made from October 13 to 17, 2014

Date	Document
June 10, 2015	Derichebourg Environnement is expanding its regional coverage in Normandy by purchasing Bienstock
June 17, 2015	Weekly statements of transactions on own shares made from June 8 to 12, 2015
June 26, 2015	Weekly statements of transactions on own shares made from June 15 to 19, 2015
July 1, 2015	Weekly statements of transactions on own shares made from June 22 to 26, 2015
July 2, 2015	Monthly information on total number of voting rights and shares comprising share capital as of May 31, 2015
July 8, 2015	Weekly statements of transactions on own shares made from June 29, 2015 to July 3, 2015
July 13, 2015	Weekly statements of transactions on own shares made from July 6 to 10, 2015
July 21, 2015	Monthly information on total number of voting rights and shares comprising share capital as of June 30, 2015
July 22, 2015	Weekly statements of transactions on own shares made from July 13 to 17, 2015
July 28, 2015	Weekly statements of transactions on own shares made from July 20 to 24, 2015
August 5, 2015	Weekly statements of transactions on own shares made from July 27 to 31, 2015
August 6, 2015	Quarterly financial results available
August 6, 2015	Financial results for the third quarter of the 2014-2015 fiscal year
August 10, 2015	Weekly statements of transactions on own shares made from August 3 to 7, 2015
August 10, 2015	Monthly information on total number of voting rights and shares comprising share capital as of July 31, 2015
August 18, 2015	Weekly statements of transactions on own shares made from August 10 to 14, 2015
August 26, 2015	Weekly statements of transactions on own shares made from August 17 to 21, 2015
September 2, 2015	Weekly statements of transactions on own shares made from August 24 to 28, 2015
September 7, 2015	Derichebourg Multiservices strengthens its presence in Portugal through the purchase of SAFIRA
September 8, 2015	Weekly statements of transactions on own shares made from August 31, 2015 to September 4, 2015
September 16, 2015	Weekly statements of transactions on own shares made from September 7 to 11, 2015
September 23, 2015	Weekly statements of transactions on own shares made from September 14 to 18, 2015
September 23, 2015	Monthly information on total number of voting rights and shares comprising share capital as of August 31, 2015
September 28, 2015	Derichebourg Multiservices signs a partnership framework agreement with Strate École de Design
September 29, 2015	Weekly statements of transactions on own shares made from September 21 to 25, 2015
October 1, 2015	Derichebourg Multiservices partners with NewWind to install tree-shaped wind turbines (l'Arbre à Vent)
October 7, 2015	Weekly statements of transactions on own shares made from September 28 to October 2, 2015
October 19, 2015	Derichebourg Environnement: Potential acquisitions in Île-de-France
October 21, 2015	Derichebourg Environnement: acquisition of the Valério group
October 22, 2015	Monthly information on total number of voting rights and shares comprising share capital as of September 30, 2015
November 2, 2015	The Derichebourg Group has crossed the North-Atlantic and set up operations in Canada
November 12, 2015	Revenue for the 2014-2015 fiscal year
November 30, 2015	Monthly information on total number of voting rights and shares comprising share capital as of October 31, 2015
December 4, 2015	Board of Directors meeting of December 4, 2015: substantial net profit, dividend paid

Information published in the Legal Publications Bulletin ("BALO")

Date of publication	Document
January 7, 2015	Notice of the Shareholders' combined general meeting on February 12, 2015
January 9, 2015	Amendment to the meeting notice for the Shareholders' combined general meeting on February 12, 2015, which appeared in the BALO on January 7, 2015, Bulletin No. 3
January 28, 2015	Notice of convening of Shareholders' combined general meeting on February 12, 2015
February 27, 2015	Approval of annual financial statements

7.4.4 Update on quarterly financial reporting

On February 3, 2015, the French securities regulator published a recommendation on the publication of quarterly financial reporting. Since the financial year had already commenced as of this date, the Group has maintained reporting of revenue for the first and third quarters. However, this reporting will not be maintained as of the 2015-2016 fiscal year.

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:

- property assets: an expert appraisal of each operating site of Environmental Services 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 a sample of these assets during the 2009-2010 fiscal year to ensure that their value had not decreased;
- provisions for retirement payments: the Group has asked several independent firms of actuaries to calculate the provisions for retirement payments.

7.6 Significant contracts

The Group wishes to mention:

- the syndicated loan agreement signed on March 31, 2014;
- the syndicated non-recourse factoring agreement which went into effect on January 1, 2015;

which are the Group's main sources of funding. A detailed presentation of these agreements can be found in note 4.11 of the notes to the consolidated financial statements.

The share purchase agreement for the sale of Servisair to Swissport Holding France dated December 23, 2013 is also a significant contract.

7.7 Concordance table between the Derichebourg registration document and the annual financial report

	Registration document	
Annual financial report	§	Page
Annual financial statements	5.2	138 to 156
Consolidated financial statements	5.1	88 to 136
Statutory Auditors' report on the Company's financial statements	5.2.4	157
Statutory Auditors' report on the consolidated financial statements	5.1.6	137
Management report	4	31 to 80
Declaration by persons responsible for the management report	1	4
Fees paid to the Statutory Auditors	5.3	158
Chairman's report on the preparation and organization of the Board's work and the internal control procedures put in place by the Company	6	160 to 167
Statutory Auditors' report on the Chairman's report	6.6	168
List of all of the information published by the Company or made public over the last 12 months	7.4.3	177 to 179

7.8 Concordance table between the Derichebourg registration document and annex I of European regulation 809/2004

Annex I Regulation 809/2004		Registration document §	Page
1.	**Persons responsible**		
1.1	Persons responsible	1.1.1	4
1.2	Declaration of persons responsible	1.1.2	4
2.	**Statutory Auditors**	**1.3**	**4 to 5**
3.	**Selected financial information**	**2**	**7**
4.	**Risk factors**	**4.3**	**38 to 43**
5.	**Information concerning the issuer**		
5.1	History and growth of the Company		
5.1.1	Corporate name and commercial name of the issuer	1.4.1	5
5.1.2	Place and registered number of the issuer	1.4.2	5
5.1.3	Date of incorporation and term of the issuer	1.4.3	5
5.1.4	Registered office and legal form, laws, country of origin, address, telephone no. of registered office	1.4.3, 1.4.4	5
5.1.5	Significant events in the issuer's business development	1.5	6
5.2	Investments	4.2.7	37
5.2.1	Investments made	4.2.7	37
5.2.2	Investments in progress	4.2.7	37
5.2.3	Planned investments	4.2.7	37
6.	**Overview of activities**		
6.1	Main businesses		
6.1.1	Nature of operations, categories of products sold	3.2	16 to 28
6.1.2	New products	3.2	16 to 28
6.2	Main markets, including the competitive position	3.2	16 to 28
6.3	Extraordinary events	N/A	N/A
6.4	Dependence	N/A	N/A
6.5	Sources of information on competitive position	3.2	16 to 28
7.	**Organization chart**		
7.1	Place of the issuer	3.1.1, 3.1.2	10
7.2	List of issuer's subsidiaries	5.1 note 4.30	135 to 136
8.	**Property, plant and equipment**		
8.1	Significant property, plant and equipment	3.2.1.4, 3.2.2.3	22, 28
8.2	Environmental questions	4.3.1.2, 4.6.2	39, 71 to 77
9.	**Review of the financial position and earnings**		
9.1	Financial position	4.2	32 to 37
9.2	Operating income (loss)	4.2	32 to 37
10.	**Cash flow and capital**		
10.1	Issuer's capital	5.1.5 note 4.9	112, 113
10.2	Cash flow	4.2.6 and 5.1.3	36, 92
10.3	Financing structure and borrowing conditions	5.1.5 note 4.11	114 to 117
10.4	Restrictions on the use of capital	5.1.5 note 4.11	114 to 117
10.5	Anticipated sources of funding	4.3.6, 5.1.5 note 4.11	41, 114 to 117

Annex I Regulation 809/2004		Registration document §	Page
11.	**Research and development, patents, licenses**	**3.2.1.3**	**22**
12.	**Information on business trends**	**4.2.5**	**36**
13.	**Earnings forecasts or estimates**	**4.2.5.3**	**36**
14.	**Administrative and management bodies**		
14.1	Name, title and other offices of the directors	4.4.1, 6.1.1	44 to 48, 160
14.2	Possible conflicts of interest	4.4.1.4	49
15.	**Compensation and benefits**		
15.1	Compensation paid	4.4.2.1	49, 50
15.2	Amounts provisioned elsewhere	4.4.2.2	50
16.	**Functioning of the Board of Directors and other management bodies**		
16.1	Term of office expiration dates	4.4.1.1	44
16.2	Service contracts	N/A	
16.3	Audit Committee	6.1.2, 6.1.3	161, 162
16.4	Information on corporate governance	4.4, 6.1, 6.2	44 to 50, 160 to 163
17.	**Employees**		
17.1	Number of employees	4.6	59
17.2	Number of shares held by the directors	4.4.1, 4.5.8	44, 53
17.3	Employee capital participation scheme	4.5.13	54
18.	**Main shareholders**		
18.1	Information relating to capital	4.5.8	53
18.2	Voting rights of main shareholders	4.5.8	53
18.3	Information relating to control	4.4.1.4, 4.5.8	49, 53
18.4	Agreement possibly resulting in a change of control	4.5.14	54
19.	**Related party transactions**	**7.3**	**173 to 174**
20.	**Financial information**		
20.1	Consolidated historical financial information	5.1	88 to 136
20.2	Pro forma financial information	N/A	
20.3	Individual financial information	5.2	138 to 156
20.4	Verification of historical financial information		
20.6	Interim financial information	N/A	
20.7	Dividend distribution policy	4.5.19.1	57
20.8	Legal proceedings and arbitration	4.3.8, 4.3.10 note 4.25	42-43, 131
20.9	Material changes in the financial or trading position	4.2.5	36
21.	**Additional financial information**		
21.1	Share capital (number and classes of shares, own shares, etc.)	4.5	51 to 58
21.2	Bylaws		
21.2.1	Corporate purpose of the issuer	1.4.5	5
21.2.2	Information on management bodies	4.5.15.1	54-55
21.2.3	Rights attached to each class of shares	4.5.9	53
21.2.4	Shares required to change shareholders' rights	4.5.15.2	55
21.2.5	Procedures for calling shareholders' annual general and extraordinary meetings	4.5.16	55-56
21.2.6	Bylaw provisions that may delay a change of control	4.5.9, 6.4.2	53, 165
21.2.7	Bylaw provisions setting the threshold above which any equity interest must be disclosed	4.5.10	53
21.2.8	Bylaws governing capital changes	4.5.16	55-56
22.	**Significant contracts**	**7.6**	**180**
23.	**Information provided by third parties, experts' statements**	**7.5**	**180**
24.	**Documents accessible to the public**	**7.4**	**177 to 179**
25.	**Information on equity interests**	**5.1.5 note 4.4**	**108-109**

Designed & published by Labrador +33 (0)1 53 06 30 80

DERICHEBOURG

DERICHEBOURG
119 avenue du Général Michel Bizot - 75579 PARIS cedex 12
Tel: +33 (0)1 44 75 40 40 - Fax: +33 (0)1 44 75 43 22
www.derichebourg.com