09

2009 REGISTRATION DOCUMENT

Move Forward with Confidence

BUREAU VERITAS

REGISTRATION DOCUMENT 2009

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This document is a non-certified free translation of the French language Document de référence 2009, which was filed with the *Autorité des marchés financiers* (AMF) on April 12, 2010, under number R.10-019, pursuant its General Regulations and more particularly the provisions of Article 212-13.

This document may be used in support of a financial transaction only where it is supplemented by a prospectus approved by the AMF. It was drawn up by the issuer and binds the signatories.

The filing, pursuant to the provisions of Article L. 621-8-1-I of the French Monetary and Financial Code, was carried out after the AMF had checked "that the document is complete and understandable, and that the information therein is consistent". This does not imply verification by the AMF of the accounting and financial items presented.

Copies of this Registration Document are available free of charge from the registered office of Bureau Veritas at 67-71 Boulevard du Château – 92200 Neuilly-sur-Seine - France. It may also be consulted on the website of Bureau Veritas (**www.bureauveritas.com**) and on the website of the AMF (**www.amf-france.org**).

Pursuant to Article 28 of Commission Regulation (EC) No. 809/2004, the following information is included by reference in this Registration Document:

- the management report, the consolidated financial statements in respect of fiscal year 2008 as well as the corresponding audit report set out on pages 97 to 148, 149 to 215 and 215-216 of the Registration Document filed with the AMF on April 23, 2009 under number R.09-026;
- the management report, the consolidated financial statements in respect of fiscal year 2007 as well as the corresponding audit report set out on pages 85 to 126, 127 to 190 and 191-192 of the Registration Document filed with the AMF on April 21, 2008 under number R.08-028.

1

Presentation of the Group

1.1. Overview

Founded in 1828, Bureau Veritas considers itself to be the world's second largest group (based on revenue and number of employees in 2009) offering, conformity assessment and certification services in the areas of quality, health, safety, environment and social responsibility ("QHSE"), and considers itself to be the world leader for QHSE services excluding commodities testing. The Group's business involves inspecting, testing, auditing or certifying products, assets (such as buildings, industrial infrastructure, equipment and ships) and management systems (particularly against ISO standards) based on regulatory or voluntarily adopted standards.

The Group is one of the world leaders in the markets where its eight businesses are present:

- ship classification (Marine business);
- industry services (Industry business);
- inspection and verification of equipment in service (In-Service Inspection & Verification business (IVS));
- inspection, audit, measuring and testing services in the fields of health, safety and environment (Health, Safety & Environment business (HSE));
- construction services (Construction business);
- certification of management systems or services (Certification business);
- inspection and testing of consumer products (Consumer Products business); and
- services related to customs control and international trade services (Government Services & International Trade business - GSIT).

The Group currently operates in more than 140 countries through a network of approximately 900 offices and laboratories. It employs more than 39,000 people and has a portfolio of over 370,000 clients.

1.2. Selected financial information

The tables below set forth information taken from the Group's consolidated financial statements for the years ended December 31, 2007, 2008 and 2009 which were prepared in accordance with IFRS and audited.

This information should be read and evaluated in conjunction with the Group's audited financial statements and the notes thereto presented in Chapter 4 - 2009 consolidated financial statements and Chapter 3 - Management report of this Registration Document.

SELECTED INCOME STATEMENT DATA OF BUREAU VERITAS

(in millions of euros)	2009	2008	2007
Revenue	2,647.8	2,549.4	2,066.9
Adjusted operating profit [(a)]	433.2	387.6	312.1
Adjusted operating margin *(in %)*	16.4%	15.2%	15.1%
Net financial expense	(61.1)	(69.7)	(47.7)
Attributable net profit	252.7	217.2	158.4
Attributable adjusted net profit [(a) (b)]	**273.5**	**231.4**	**193.2**

(a) Before income and expenses related to acquisitions and other non-recurring items.

(b) Details of Group adjusted attributable net profit are provided in section 3.4.1 of Chapter 3 – Management report of this Registration Document.

RECONCILIATION OF OPERATING PROFIT WITH ADJUSTED OPERATING PROFIT

(in millions of euros)	2009	2008	2007
Operating profit	**405.4**	**368.5**	**265.5**
Amortization of intangible assets resulting from business combinations	19.8	17.9	9.6
Goodwill impairment	1.9	1.2	0.3
Discontinued activities	6.1	-	-
Management fees paid to the principal shareholder	-	-	1.6
Initial public offering related expenses	-	-	35.1
Adjusted operating profit	**433.2**	**387.6**	**312.1**

SELECTED CASH FLOW DATA OF BUREAU VERITAS

(in millions of euros)	2009	2008	2007
Consolidated net profit	**257.7**	**223.6**	**163.5**
Movements in working capital	46.6	(62.5)	(10.1)
Net cash generated from operating activities	**418.6**	**315.4**	**217.3**
Purchases of property, plant and equipment and intangible assets	(65.3)	(88.1)	(51.0)
Proceeds from sales of property, plant and equipment and intangible assets	0.6	2.0	1.5
Dividends received	-	-	1.3
Interest paid	(43.8)	(40.0)	(35.5)
Levered free cash flow [(a)]	**310.1**	**189.3**	**133.6**

(a) Cash flow after tax, interest expenses and capital expenditure.

SELECTED BALANCE SHEET DATA

(in millions of euros)	2009	2008	2007
Total non-current assets	1,310.3	1,258.8	898.9
Total current assets	987.3	1,009.4	910.3
Total equity	501.2	283.8	165.5
Non-current financial liabilities	742.7	978.6	742.2
Other non-current liabilities	226.0	246.6	190.3
Current liabilities	828.2	756.3	716.7
Net financial debt [(a)]	**679.3**	**907.7**	**667.3**

(a) Net financial debt is defined as the Group's total financial liabilities less marketable securities and similar receivables and cash and cash equivalent.

REVENUE BY BUSINESS 2007-2009

(in millions of euros)	2009	2008 [a]	2007
Marine	316.5	293.5	247.2
Industry	535.8	482.0	311.1
In-Service Inspection & Verification	334.8	330.2	267.8
Health, Safety & Environment	232.2	242.4	206.1
Construction	429.9	469.4	391.7
Certification	289.4	274.1	243.6
Consumer Products	359.1	306.4	259.2
Government Services & International Trade	150.1	151.6	140.2
Consolidated revenue	**2,647.8**	**2,549.4**	**2,066.9**

(a) During 2009, the Group reallocated a number of individual activities. 2008 data has been adjusted for this new allocation in order to make figures more comparable.

ADJUSTED OPERATING PROFIT BY BUSINESS 2007-2009

(in millions of euros)	2009	2008 [a]	2007
Marine	98.6	87.5	70.1
Industry	68.6	62.3	35.7
In-Service Inspection & Verification	39.4	36.8	25.1
Health, Safety & Environment	10.0	11.1	12.7
Construction	41.5	48.5	45.9
Certification	56.7	51.0	45.3
Consumer Products	98.6	70.8	56.6
Government Services & International Trade	19.8	19.6	20.7
Consolidated adjusted operating profit	**433.2**	**387.6**	**312.1**

(a) During 2009, the Group reallocated a number of individual activities. 2008 data has been adjusted for this new allocation in order to make figures more comparable.

1.3. History

Bureau Veritas was founded in 1828 in Antwerp, Belgium, for the initial purpose of collecting, verifying and providing maritime insurance companies with precise and up-to-date information about the condition of ships and their equipment around the world. Bureau Veritas' headquarters were transferred to Paris in 1833, and an international network was rapidly created to follow classed ships, first in Europe, then in North and South America, and ultimately in the principal ports in the rest of the world.

At the beginning of the 20th century, the Company engaged in new activities such as the inspection of metallic parts and equipment inspection for the rail industry, and subsequently for the whole industrial sector. In 1922, the French government hired Bureau Veritas to control the airworthiness of civil aircraft. In 1927, the Company created a department in charge of inspecting trucks and buses.

In 1929 Bureau Veritas created a building technical control department and opened its first laboratories near Paris to provide clients with metallurgical and chemical analyses, as well as testing services for construction materials.

From 1980 to 1990, two new global businesses were launched which enabled the Group to increase the scope of its operations:

- in 1984, the government of Nigeria asked Bureau Veritas to set up a merchandise inspection system for goods to be imported into the country before their shipment. This contract initiated a new global business, called Government Services. Numerous countries in Africa, Latin America and Asia have since hired Bureau Veritas to set up pre-shipment inspection programs for products they import; and
- in 1988, as quality management was becoming a priority for businesses, Bureau Veritas created a subsidiary called BVQI (renamed Bureau Veritas Certification) to help client businesses and organizations obtain the ISO 9001 quality certification. A strategy of worldwide deployment of this business was carried out from the beginning, and Bureau Veritas Certification is today the world leader in systems certification.

In 1995, CGIP (now, Wendel) and Poincaré Investissements together acquired the majority of the capital of Bureau Veritas, giving a new impetus to the development of the Company. In addition, several changes in the market benefited the business of inspection, certification and laboratory testing: strong growth in world trade, the sophistication and globalization of supply chains, the reinforcement of the regulatory environment in the fields of health and safety, environment and social responsibility as a result of growing pressure from public opinion and non-governmental organizations, and more recently the renewal of global investments in the energy production and transportation and commodities sectors.

The Group has adopted an active growth strategy, both internally and externally, to become the world leader in the market for conformity assessment and certification services, to strengthen its leadership position in each of its eight global businesses and acquire critical size in each of the countries where it operates. Among the initiatives launched in the last ten years, some are particularly significant:

- in 1996, the Group acquired 100% of the capital of CEP in France, thus becoming the leader for conformity assessment in the field of construction in France;
- the acquisition and merger of the American companies ACTS (in 1998) and MTL (in 2001), both specializing in consumer products laboratory testing, enabled Bureau Veritas to add a new business to its portfolio. Accordingly, over the period of a few years Bureau Veritas became one of the principal global players for laboratory testing and inspecting the full range of consumer products manufactured in Asia and sold through major distributors in the United States and Europe. More recently, the Group reinforced this business by developing a solid presence in the electric and electronic products laboratory testing markets, with the acquisition of specialized laboratories in France, the United States, China and Taiwan;
- in the United States, Bureau Veritas became a key player in the field of construction services, with the successive acquisitions of US Laboratories in 2003, of Berryman & Henigar (West Coast and Florida), Graham Marcus (Texas) and LP2A (Northern California). Similarly, in the field of HSE (Health, Safety & Environment) services, Bureau Veritas acquired Clayton Group Services, followed by the integration of NATLSCO. Finally, an industrial inspection group was created using the capabilities of the Hunt and Unitek companies and the inspection business of the OneBeacon insurance group;
- in the United Kingdom, the acquisition in 2002 of the Weeks group enabled the Group to create an inspection and consulting group in the environmental field, and to take advantage of strong capabilities in testing construction materials and analytical chemistry. The acquisition of the inspection business of the Norwich Union insurance company, and more recently, the integration of Casella enabled the Group to establish an IVS (In-Service Inspection & Verification) business and an HSE services group; and
- in Australia, Bureau Veritas has established a platform via successive acquisitions in 2006 and 2007 in the HSE, industry services (more specifically for the mining industry) and laboratory testing of coal. The Group acquired three companies in 2006 (Kilpatrick, Intico and IRC), and in June 2007, it acquired CCI Holdings, the second largest inspection services group and the leader in the laboratory testing of coal in Australia. The latter acquisition allowed Bureau Veritas to double its presence in Australia by strengthening its position in inspection services for the mining industry and by rounding off its ore testing services offering;

- in Spain, Bureau Veritas, which held 43% of the share capital of the Spanish company ECA Global, acquired the remaining share capital in this company, thereby bringing its interest to 100% in October 2007. Following this acquisition, Bureau Veritas has more than tripled in size in Spain, with leadership in the field of industry services, in-service equipment verification, certification and building technical control. Spain now represents the Group's second largest operation (behind France); and
- in 2008, Bureau Veritas set up a global service platform for the mining industry, mainly with the acquisition of Amdel, Australia's leader in the laboratory analysis of ores (geochemical, mineralogical and metallurgical tests). The companies Cesmec (Chile) and Geoanalitica (Chile) acquired during the year have also supplemented this platform in Latin America.

Acquisition of Bureau Veritas by Wendel

The Wendel group, co-shareholder of Bureau Veritas since 1995 with the Poincaré Investissements group, progressively acquired the full control of Bureau Veritas during 2004.

In 2004, the Wendel group and Poincaré Investissements held, respectively, 33.8% and 32.1% of the capital and voting rights of Bureau Veritas, the balance being held by individual investors. On September 10, 2004, Wendel and the shareholders of Poincaré Investissements reached an agreement for the sale to Wendel of 100% of the capital held by Poincaré Investissements. Following the conclusion of this transaction at the end of 2004, Wendel held 65.9% of the capital and voting rights of Bureau Veritas; the acquisition of the interest held by Poincaré Investissements represented a €660 million investment for Wendel.

Concurrently with acquiring control of Bureau Veritas, Wendel proposed to the minority shareholders of Bureau Veritas that they sell their interests under terms similar to those offered in connection with the acquisition of control. This private purchase and sale offer (the "Offer") included two options:

- a cash offer to purchase shares of Bureau Veritas for €140 per share; and
- an offer to exchange ten shares in Bureau Veritas for 27 shares in Wendel. The cash offer was presented by SOFU Participations, a fully owned subsidiary of Wendel, and the exchange offer by Wendel directly.

The Offer enabled the Wendel group to increase its interest to 99% of the capital and voting rights of Bureau Veritas.

In total, the consolidated cost for Wendel of its investment in Bureau Veritas amounts to €1.41 billion.

Initial public offering (IPO)

Bureau Veritas was listed on Euronext Paris on October 24, 2007. The listing was a great success with French and international institutional investors as well as with individual investors. The high quality of the demand and high level of institutional take-up, exceeding 10 times the initial offering, made it possible to set the listing price at the top of the range, at €37.75 per share.

The offering, comprised of existing shares, for the most part disposed of by the Wendel group, amounted to €1,240 million, namely around 31% of the capital of Bureau Veritas. Accordingly, on December 31,2008, Wendel held 62% of the share capital of Bureau Veritas (excluding treasury shares).

Proceeds from 10% of Bureau Veritas capital

On March 5, 2009, the Wendel group sold 11 million shares as part of a private placement through an accelerated book building process.

This transaction reduced Wendel's stake in Bureau Veritas' capital from 62% to 52%.

1.4. Business overview

This chapter presents information concerning the Group's markets and market positioning, including information about market size and share. The Group defines its business as the market for conformity assessment and certification services in the areas of quality, health, safety, environment and social responsibility ("QHSE").

To the Group's knowledge, there is no comprehensive report covering or dealing with the market for conformity assessment and certification services. As a result, and unless otherwise stated, the information presented in this chapter regarding market and segment size and share for conformity assessment and certification services reflects the Group's estimates and is provided on an indicative basis only. The Group gives no assurance that a third party using other methods for collecting, analyzing or compiling market data would arrive at the same results. In addition, the Group's competitors may define these markets differently. Because the data regarding market share and size presented in this chapter are only Group estimates, they do not constitute official data.

1.4.1. Overview

Founded in 1828, Bureau Veritas believes it is the world's second largest group (based on revenue and number of employees in 2009) offering conformity assessment and certification services in the areas of quality, health, safety, environment and social responsibility («QHSE») and believes it is the world leader for QHSE services excluding commodities testing.

The Group currently operates in 140 countries through a network of over 900 offices and laboratories. It employs more than 39,000 people and has a portfolio of over 370,000 clients.

The Group's business involves inspecting, testing, auditing or certifying products, assets (such as buildings, industrial infrastructure, equipment and ships) and management systems (particularly against ISO standards) based on regulatory or voluntarily adopted standards. The Group delivers to its clients reports prepared by its experts or specialists that present the results of its observations and analyses, and which measure any differences with respect to the reference, regulation and/or standard. In some cases, the Group may propose solutions to enable its clients to improve their QHSE performance or to comply with the relevant references or regulations. The Group also offers a range of consulting and training services.

The Group is one of the world leaders in the markets where its eight businesses are present:

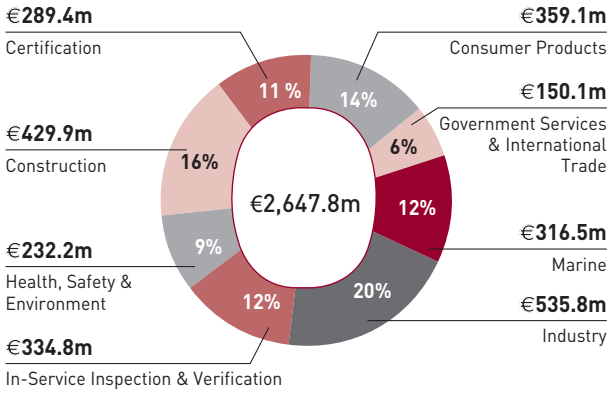
- ship classification (Marine);
- industry services (Industry);
- inspection and verification of equipment in service (In-Service Inspection & Verification (IVS);
- inspection, audit, measurement and testing services in the fields of health, safety and environment (Health, Safety & Environment (HSE);
- construction services (Construction);
- certification of management systems or services (Certification);
- inspection and testing of consumer products (Consumer Products); and
- services related to customs control and international trade services (Government Services & International Trade - GSIT).

Due to the nature of their operations, the Marine, Consumer Products and GSIT businesses have been organized on a global basis. On the other hand, the Industry, IVS, HSE, Construction and Certification businesses, which serve similar clients and which have complementary service portfolios, are grouped together in a larger organization called the "Industry & Facilities" division (accounting for 69% of the Group's consolidated revenue in 2009), which facilitates cross-selling and takes advantage of economies of scale.

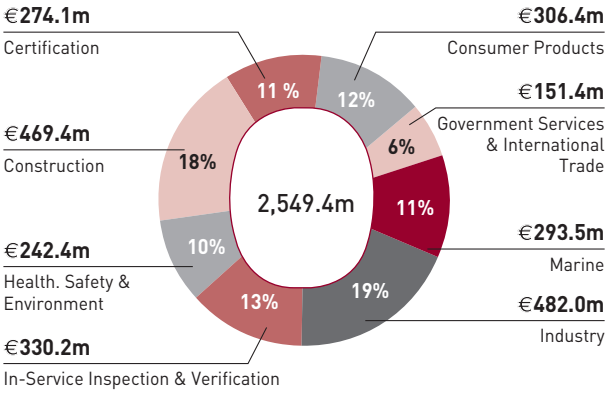
The charts below present the Group's revenue by business and geographic zone in 2008 and 2009. The distribution of revenue for 2007 is shown on page 10 of the 2008 Reference Document filed with the AMF on April 23, 2009 under number R.09-026.

During 2009, the Group reallocated a number of individual activities. 2008 data has been adjusted for this new allocation in order to make figures more comparables.

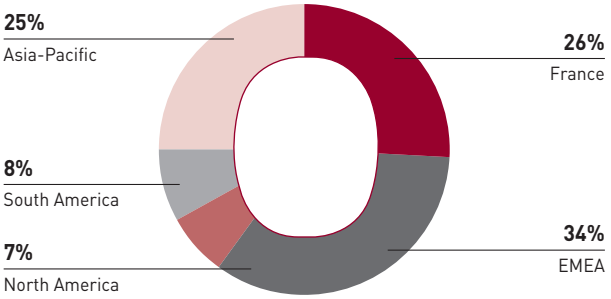
2009 REVENUE BY BUSINESS



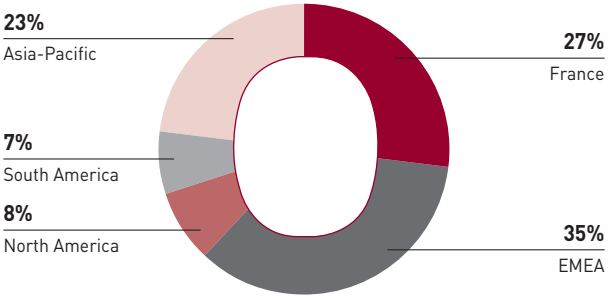
2008 REVENUE BY BUSINESS



2009 REVENUE BY GEOGRAPHICAL AREA



2008 REVENUE BY GEOGRAPHICAL AREA



In 2009, the Group recorded revenue of €2,647.8 million and attributable net profit of €252.7 million. The table below illustrates the Group's main financial indicators over the past three years.

(in millions of euros)	2009	2008	2007
Revenue	2,647.8	2,549.4	2,066.9
Adjusted operating profit [(a)]	433.2	387.6	312.1
Attributable net profit	252.7	217.2	158.4
Net cash generated from operating activities	**418.6**	**315.4**	**217.3**
Net financial debt	679.3	907.7	667.3
Levered free cash flow [(b)]	**310.1**	**189.3**	**133.6**

(a) Adjusted operating profit is defined as operating profit before income and expenses related to acquisitions and other non-recurring items.

(b) Cash flow after tax, interest expenses and capital expenditure.

1.4.2. The market

MARKETS WITH FAVORABLE LONG-TERM TRENDS

The Group believes that the markets it serves represent a total level of accessible revenue of over €50 billion. It considers that the accessible market includes Group revenue, the revenue of its competitors and similar activities conducted internally by clients of the Group or its competitors and which could be outsourced to the Group or its competitors.

The Company believes that the total accessible market should increase in the medium-term (assuming no material change in macro-economic conditions) at a rate of 5% to 7% per year (excluding outsourcing and privatization), although this may vary considerably between markets and geographic zones.

These markets benefit from favorable long-term trends, in particular:

- the multiplication and strengthening of QHSE regulations and standards:

  The increasing sensitivity of public opinion to the management of QHSE-related risks has led to the multiplication, strengthening and convergence of QHSE regulations, as well as the development of non-regulatory standards and quality labels in the industrialized countries. Similarly, the maritime industry is in the process of introducing new regulations associated with ballast water management or the provision of a «Green Passport» intended to enhance the auditing of dangerous materials used on board ships while in use and when broken up. In the United States, toys recalled by a number of distribution groups led Congress to pass, in August 2008, the Consumer Product Safety Improvement Act, which aims to enhance the auditing of dangerous materials present in products aimed at children;

- the privatization of control and inspection functions:

  Public authorities are increasingly tending to request the assistance of, or delegate their control activities to, private companies, which are organized to be very responsive and possess an international network of expertise. The Group has taken a lead in this area. For example, over the last five years, Japanese authorities have decided to privatize the activities related to the assessment of conformity of construction permits to local codes for new constructions, thus opening a new market in which the Group is now active. In June 2007, the law governing the assessment of conformity of building permits was strengthened in order to increase the number of controls to be carried out by third parties;

- the outsourcing of audit and inspection functions:

  Companies increasingly outsource their control and inspection functions in QHSE areas to specialized companies. By relying on companies such as Bureau Veritas, which possess experts, know-how and methodologies applied consistently throughout the world, they are able to improve their management of QHSE-related risks across their facilities worldwide, thereby reducing costs.

  This increasing trend toward outsourcing of audit and inspection functions can be seen in all of the Group's markets (as set forth in the table below showing growth factors in key markets); in particular the IVS and Construction businesses. For example, for the IVS business, in certain countries in Europe, managers responsible for carrying out periodic inspections of their facilities (for example, elevators, pressure equipment, electric installations and fire protection systems) increasingly rely on companies such as the Group rather than perform these functions internally. There is also an underlying trend toward outsourcing laboratory testing in the areas of consumer products, mines, commodities trade or HSE; accordingly, in the Mining and Minerals activity, mining groups are increasingly tending to outsource their chemical testing activities aimed at identifying the ore content of their deposits, both during the exploration phases and during production. This outsourcing, which is already at an advanced stage in countries like Australia and Canada, is set to continue in these countries and in other mining countries too;

- increased demand for improved management of QHSE risks:

  Growing public and consumer concern over the management of QHSE risks is leading companies to invest more heavily in this area in order to assure their clients of the quality of their goods and services. New labels designed to ensure that the construction of new buildings is done in a sustainable manner (HQE in France, LEED in the United States, BREEAM in the United Kingdom) are being established worldwide;

- the development of responsible management:

  Beyond complying with regulations and the desire to appear as responsible corporate "citizens", companies now believe that proactive management of QHSE issues offers a way to create value and provide corporate stability. They increasingly seek to manage asset integrity and product quality throughout the supply and distribution chain, and the control of QHSE-related risks has become a management priority; and

- market globalization and growth in international trade:

  The globalization of trade and markets, as well as the migration of manufacturing to low-cost regions, creates an increasing need for services such as the inspection and verification of traded goods' quality and the conformity assessment of manufacturing facilities or building facilities with health, safety and environment standards. As illustrated by the graph below, international trade growth has historically been about 2%-3% above the rate of world economic growth except in 2009 where international trade fell by more than 10%.

Source: IMF (International Monetary Fund) - World Economic Outlook.

The globalization of markets has also led to strong growth in newly industrialized countries (such as Brazil, Russia, India and China), that now also invest in large infrastructure and energy projects, and the growing internationalization of large industrial and service companies.

The Group believes that the main growth drivers in its markets are as set forth below:

Sector	Estimated market size [(a)]	Growth factors	Extent of outsourcing
Marine	Over €2 billion	Growth in international trade. New regulations (for example, recycling used ships). Migration of manufacturing activities to Asia.	High
Industry	Approximately €12 billion	Migration of manufacturing activities to Asia. Increase in investment in industrial infrastructures (such as Oil and Gas, power, ores) or in certain countries (such as China, India, Brazil, Russia). New QHSE regulations and strengthening of existing regulations. Minerals demand and rise in ore prices.	Medium
IVS	Over €7 billion in Europe	Regulatory harmonization in Europe. Privatization. Outsourcing of inspection functions.	Low
HSE	Between €10 and €15 billion (excluding laboratory testing)	Increased HSE awareness (global warming, occupier risks and work-related risks). New regulations. Development of responsible management.	Medium
Construction	Over €10 billion	New regulations (high-performance, energy efficiency). Privatization. New services (asset management assistance).	Low
Certification	Over €3 billion	Globalization of ISO standards. New certification schemes.	High (except for specifically designed audits)
Consumer Products	Approximately €4 billion (excluding food testing)	Shorter product life cycles. Outsourcing inspection and verification services. New regulations. Optimization of supply chains.	Medium
Government Services & International Trade	Over €4 billion (excluding automotive services)	Growth in international trade. Increasing demand for greater international trade security.	High for Government Services; Medium for International Trade Services

(a) Source: Company.

A MARKET WITH HIGH BARRIERS TO ENTRY

The emergence of new global players is made difficult by the existence of substantial barriers to entry, in particular:

- the need to possess authorizations and accreditations in each country and region of the world in order to do business. Obtaining an authorization or accreditation is a lengthy process which requires establishing effective internal control systems of inspection and verification activities. Acquiring a broad portfolio of authorizations and accreditations is therefore a long-term process;
- the need to have a dense geographic network at both local and international levels. Local network density is particularly important to easily expand the portfolio of services, approach local clients and benefit from economies of scale. At the same time, an international network makes it possible to support global clients at all their facilities and for all of their QHSE needs throughout the world;

- the need to offer a broad service offering and inspections, particularly to serve key accounts, to undertake certain large contracts, or to be differentiated from local players who do not have the resources or capabilities to offer a variety of services and high value-added solutions. For instance, retailers usually require their testing services providers also to inspect their source manufacturers. Similarly, major oil companies require their QHSE service providers to assist them across the entire lifecycle of their facilities (technical audit services, inspection services upon equipment installation or assistance in managing facilities' maintenance);
- the need to have first rank technical experts. The technical skills and professionalism of its teams allow the Group to distinguish itself relative to its competitors by providing its clients with high added-value solutions;
- the need for a strong reputation of integrity and independence to enable the creation of long-term partnerships with companies in connection with the management of their QHSE-related risks; and
- the importance of having an internationally recognized brand.

These substantial barriers to entry explain the high level of stability among the world leaders in QHSE conformity assessment and certification services.

A FRAGMENTED MARKET UNDERGOING CONSOLIDATION

Most of the markets in which the Group operates are highly fragmented, particularly for those addressed by the businesses in the Industry & Facilities division. There are several hundreds of local or regional players specialized by market or type of service, as well as a few global players (such as the Swiss company SGS, the British company Intertek and the Norwegian company DNV). Some competitors are also state-owned or quasi-state-owned organizations or are registered as associations (for example, the American Bureau of Shipping in the marine sector, Underwriters Laboratories in the consumer products sector, or the German TUV companies in the Industry & Facilities sector).

The Group believes that the competitive environment of its different markets can be summarized as set forth below:

	Degree of market fragmentation	Competitive environment
Marine	Medium	10 members of the International Association of Classification Societies (IACS), including Bureau Veritas, class about 90% of the global shipping fleet.
Industry	High, and medium for the Mining and Minerals activity	A few large European or global players (Bureau Veritas, DNV, TÜV Sud, TÜV Rheinland, TÜV Nord, SGS, Lloyd's Register, Apave, Moody International). Large number of highly specialized local players. For Mining and Minerals: only two global players (SGS and ALS Chemex), a few regional groups, and numerous specialized local players.
IVS	High	A few large local or European players (Bureau Veritas, Apave, Norisko-Dekra, Socotec, TÜV Sud, TÜV Rheinland, Lloyd's Register, insurance companies). Large number of local specialized players.
HSE	High	A few global players (RPS, URS, ERM, Bureau Veritas, Dupont Safety, SGS) with very differing service offerings. A large number of local and national players.
Construction	High	A few large regional players (Socotec and Apave in France, PSI and RPS in the United States, Nihon Teri in Japan), many local players. Only one global player: Bureau Veritas.
Certification	High	A few global players (Bureau Veritas, SGS, DNV, BSI, Lloyd's Register), quasi-state-owned national certification bodies, and many local players.
Consumer Products (excluding food testing)	Medium	A relatively concentrated market for toys, textiles and furnishings, with three world leaders (Bureau Veritas, SGS, Intertek). More fragmented markets for electrical and electronic products, where Underwriters Laboratories is the leader ahead of Intertek.
Government Services & International Trade	Low	4 main players for government services (SGS, Intertek, Bureau Veritas, Cotecna). 4 main players in each of the commodities inspection markets (food, oil products, minerals). These markets are dominated by SGS and Intertek.

The Group believes that the consolidation of the QHSE services market, particularly in the most fragmented segments, is becoming more pronounced principally due to the major players' desire to increase their local market presence and position themselves to serve large international clients for all their QHSE needs throughout the world.

In light of its global presence, its position as one of the world leaders in each of its businesses and its experience in carrying out acquisitions, the Group believes that it is well positioned to be one of the key consolidators of the industry.

1.4.3. The Group's competitive advantages

A GLOBAL LEADER

The Group believes it is the world's second largest (based on revenue and number of employees in 2009) provider of conformity assessment and certification services in the fields of quality, health, safety, environment and social responsibility ("QHSE") and believes it is the world leader in QHSE services excluding commodities testing It is one of the leading world players in each of the market segments where its eight businesses are present, and it believes that in some market segments it is the world leader:

- Marine: number two worldwide by number of classed vessels;
- Industry: one of the three world leaders. Strong positions in Europe, the United States and Australia, as well as in Energy markets in the Middle East, Asia and Latin America;
- IVS: one of the three world leaders, with key positions in France, Spain, the United Kingdom and the Benelux;
- HSE: number four in the world, with strong positions in France, the United Kingdom, the United States, Brazil and Australia;
- Construction: world leader, with strong positions in France, Spain, the United Kingdom, the United States and Japan;
- Certification: world leader with more than 100,000 customers;
- Consumer Products: world leader for toys testing and number two worldwide for textiles testing; and
- GSIT: one of the four world leaders in government services and developing a niche position in the commodities sector.

SOLID POSITIONS ON GROWING MARKETS WITH STRONG POTENTIAL

The Group is a world leader in key market segments that have a strong growth potential.

The Group enjoys leadership positions in market segments which have recently shown strong growth, such as Marine, Consumer Products or Energy. Over the last three years, the Group's revenue in the Marine, Consumer Products and Energy sectors has increased on average by 15%, 13% and 21% a year respectively.

Through the five businesses forming the Industry & Facilities division (Industry, IVS, HSE, Construction and Certification), Bureau Veritas is also the only global player positioned in all areas of industry and construction. This unique presence in complementary segments allows the Group to support its clients throughout the lifecycle of their equipment, facilities or infrastructure and offers important opportunities to cross-sell its services among different businesses. The Group believes that strengthening its presence in these five segments should offer attractive growth opportunities over the coming years in view of their size and degree of fragmentation and the trend toward privatization and outsourcing of control and inspection activities.

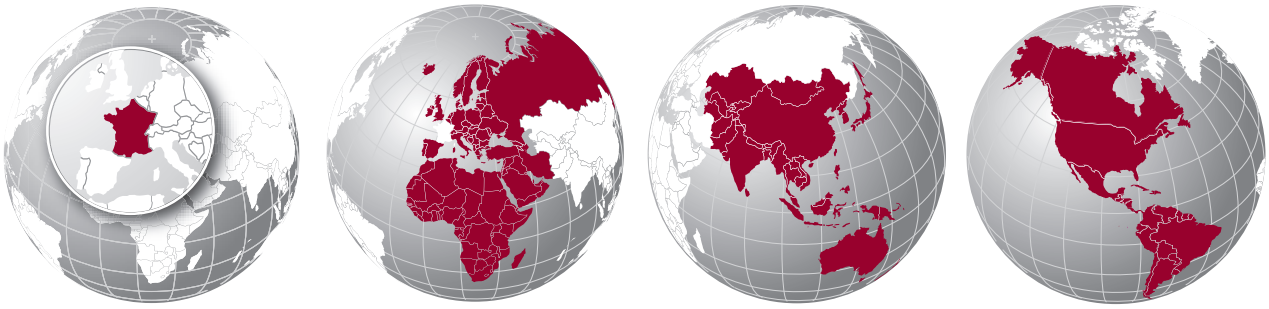
The Group has operations in all regions with strong economic growth potential (Asia, the Middle East, India, Latin America, Russia and Eastern Europe), which together represented more than 40% of the Group's consolidated revenue in 2009. In these regions, the Group's revenue has grown on average 27% since 2006 with operating margins in these regions superior to the Group's average. Reinforcing the Group's positions of each of its eight businesses in these regions is a major component of its growth strategy.

For example, the Group, which in 1902 was the first foreign classification company to establish a presence in China recorded €340 million in revenue in 2009 (including Taiwan and Hong Kong) and had over 7,000 employees in the region in its Marine, Consumer Products, Industry, Construction and Certification businesses. The Group plans to continue to expand its presence in China by opening new offices and laboratories and systematically developing its eight global businesses, in order to continue to benefit from growth in the China-Hong Kong-Taiwan zone. The Group's revenue in this zone grew at an average annual rate of 20% between 2006 and 2009.

AN EFFICIENT INTERNATIONAL NETWORK

With more than 900 offices and laboratories in 140 countries, Bureau Veritas is one of the three market players with a comprehensive worldwide network.

FRANCE	EMEA (excluding France)	ASIA-PACIFIC	AMERICAS
178 offices including 16 laboratories	362 offices including 53 laboratories	227 offices including 78 laboratories	161 offices including 34 laboratories
7,300 employees	10,500 employees	13,300 employees	8,000 employees



Bureau Veritas' worldwide network offers significant competitive advantages:

- key geographic positions allow the Group to accompany multinational clients on a worldwide basis;
- extensive knowledge of the regulations, standards and norms in effect in a large number of countries (both developed and developing) enable the Group to help its customers to export or invest in new markets while complying with local regulations and contributing to the development of sustainable development;
- multicultural teams, with expertise in a large number of technical fields and extensive knowledge of industrial markets allow the Group to better understand its customers' QHSE-related issues and thus to provide them with unique solutions; and
- a solid reputation for technical expertise in the leading industrialized countries generates strong recognition among customers.

TECHNICAL EXPERTISE RECOGNIZED BY DELEGATING AUTHORITIES AND NUMEROUS ACCREDITATION BODIES

The Group acts in most of its businesses as a second party (participating on behalf of a client) or as a third party (participating as an independent entity with regard to several parties), on behalf of accreditation authorities or organizations to verify that its clients are complying with their regulatory requirements.

Over the years, the Group has acquired skills and know-how in a large number of technical areas, as well as a broad knowledge of QHSE regulations. The Group is currently authorized or accredited as a second or third party by a large number of national and international delegating authorities and accreditation bodies.

For example, in its Marine business, the Group holds 150 delegations of authority on behalf of national maritime authorities for ship certification In its Certification business, the Group is also accredited by more than 30 national certification organizations. The Group is also accredited by the European Union as a "notified body" for inspecting the application of European directives for the certification of equipment destined to be used in Europe ("EC marking").

The Group constantly seeks to maintain, renew and extend its portfolio of accreditations and authorizations. It is subject to regular controls and audits by authorities and accreditation bodies to ensure that the Group's procedures, the qualification of its employees and its management systems comply with applicable standards, norms, references or regulations.

In addition, and with respect to its non-delegated activities, the Group enjoys a reputation of technical expertise and independence which results in a solid position as a long-term partner of companies that must comply with QHSE rules and obtain the required authorizations to fully engage in their business.

A SUCCESSFUL ACQUISITION TRACK RECORD

To accelerate its growth, reinforce its network (both to expand its presence and to densify its existing network) and acquire new capabilities, for ten years the Group had a policy of acquiring small- and mid-sized businesses whose activities match those of its eight businesses. The Group has thus acquired over 70 companies over the period from 2001 to 2009, representing an additional revenue exceeding €850 million. Historically, these acquisitions were carried out mainly in the Consumer Products business and the Industry & Facilities division. In 2007, the Group carried out its first major project in commodity inspection and testing following its acquisition of CCI, supplemented, in 2008, by the acquisition of Amdel, Australia's leading provider of minerals analysis (geochemical, mineralogical and metallurgical tests) and of Geoanalitica in Chile. These acquisitions have enabled laboratory analysis of minerals to be carried out within the Bureau Veritas network, particularly in Africa and Latin America, and for all QHSE certification and inspection services to large mining industry accounts to be developed.

Because of the unfavorable economic environment and to reduce its indebtedness, the strategy of development through external growth of the Group has been slowed considerably during 2009. The table below shows the proportion of external growth out of the Group's total growth in revenue since 2001 and illustrates the balance between external growth (through acquisitions) and organic growth, a key factor in the Group's development strategy.

	2009	2008	2007	2006	2005	2004	2003	2002	2001
Organic growth	2%	13%	10%	7%	6%	10%	12%	7%	10%
External growth	2%	14%	5%	5%	9%	4%	7%	7%	9%
Effect of currency fluctuations	0%	(4)%	(3)%	-	1%	(4)%	(8)%	(4)%	(2)%
Other [(a)]	-	-	-	-	-	1%	1%	3%	1%
Total growth	**4%**	**23%**	**12%**	**12%**	**16%**	**11%**	**12%**	**13%**	**19%**

(a) Impact of the consolidation of companies created by the Group.

The Group achieved revenue and cost synergies that have enabled it to progressively improve the profitability of acquired companies and integrate them into the Group's business model.

For example, the Group created the Consumer Products business through successive acquisitions in the United States, Europe and Asia. Within its Industry & Facilities division, the growth platforms were established in the United States, the United Kingdom and, more recently, Australia initially through acquisitions.

A PORTFOLIO OF DIVERSIFIED AND RECURRING BUSINESS

The Group's resilience to different economic cycles results from the factors below:

- the Group possesses a business portfolio which is diversified both geographically and by activity. In 2009, the Industry business, the largest business in the Group, represented only 20% of its consolidated revenue, and each of the seven other businesses represented between 6% and 16% of its consolidated revenue. Revenue by geographic zone was also split in 2009 between France (26% of consolidated revenue), the Europe - Middle East - Africa (EMEA) region (34%), the Americas (15%), and the Asia-Pacific region (25%). Finally, each of the Group's eight global businesses offers a portfolio of services provided throughout the investment cycle and the lifecycle of equipment, infrastructure and products;
- the Group benefits from a fragmented client base. With approximately 370,000 customers, average annual revenue per customer is of the order of €7,000. In addition, the Group's revenue is only marginally dependent on major customers. In 2009, revenue from the Group's largest customer amounted to less than 2% of total revenue, and revenue from the Group's 10 largest customers amounted to less than 8% of total revenue; and
- the Group benefits from high visibility in relation to its work, as a result of a high proportion of work that is related to multi-year contracts, particularly in the Marine, IVS, Certification and GSIT businesses. In addition, certain businesses have a high renewal rate for existing contracts due to a high level of repeat business from the same customers.

The table below illustrates the Group's estimate of the proportion of long-term contracts for its eight businesses.

Business	Proportion of long-term contracts	Comments
Marine	Very high	In-service ship inspection activity (nearly half of the business' revenue) is mostly recurring, since a ship classed by Bureau Veritas generally remains on the Bureau Veritas register until it is taken out of service. Order book provides good multi-year visibility on new construction activity.
Industry	Low	Few long-term contracts but high level of repeat business.
IVS	High	High proportion of contracts are signed for several years (2 to 6 years). High renewal rate of annual contracts.
HSE	Medium	Recurring revenue for services related to regulatory requirements (for example, air quality control). High level of repeat business.
Construction	Low	Few long-term contracts but high level of repeat business.
Certification	Very high	Certification contracts are generally for three years. In addition, their rate of renewal upon termination is very high.
Consumer Products	Low	Few long-term contracts but high level of repeat business.
Government Services & International Trade	High	Government Services contracts are for 1 to 3 years. Risks of unilateral termination.

In addition, the Group believes that the general trend toward increased QHSE regulation is likely to reduce the effect of economic cycles on the Group's performance.

HIGH CASH GENERATION

The Group has developed an economic model of profitable growth. Over recent years, the Group has regularly generated strong revenue growth. As a result, between 1996 and 2009, the Group increased its revenue by a factor of over five, with an average annual growth rate of 15%. The Group is also seeking to continue to improve its profitability. Between 1996 and 2009, the Group's adjusted operating margin increased from 7.8% to 16.4%.

Over the last three years, the Group generated an average of €217 million per year of levered free cash flow. This cash flow is due to three factors:

- high operating margin;
- low capital expenditures (excluding acquisitions) due to the nature of the Group's business, which is focused on inspection and audits rather than laboratory testing. During the last three years, capital expenditures (excluding acquisitions) represented on average 2.8% of the Group's revenue; and
- disciplined management of working capital.

The table below shows the Group's different aggregates of cash flow generated from operating activities:

(In millions of euros)	2009	2008	2007 [b]	Average annual rate of variation
Adjusted EBITDA [a]	484.0	431.6	344.5	+18.5%
Cash flow generated from operating activities [c]	418.6	315.4	235.3	+33.4%
Levered free cash flow [d]	**310.1**	**189.3**	**151.6**	**+43.0%**

(a) Adjusted EBITDA is defined as adjusted operating profit before depreciation and amortization.

(b) Before the payment of €18 million in 2007 in respect of IPO related expenses.

(c) Cash flow before interest – income tax – movements in working capital requirement.

(d) Cash flow after tax, interest expenses and capital expenditure.

AN EXPERIENCED MANAGEMENT TEAM

The members of the Group's management team (in particular, the members of the Group's Executive Committee) have, on average, nearly 15 years of experience in the industry. The current Chairman and Chief Executive Officer, Frank Piedelièvre, has headed the Group since 1996.

The consistency and experience of the Group's management team have allowed it to develop a strong business culture founded on merit and initiative. This team has enabled the Group to achieve excellent results over the last 13 years: between 1996 and 2009, the Group's revenue has increased more than five-fold to €2,648 million compared to €455 million in 1996, its adjusted operating profit more than twelve-fold to €433 million compared to €36 million in 1996, (or an average annual growth of more than 20%), and the number of employees by more than four times.

The Group's top managers (approximately 500 people) have been granted stock options since 1996. The Company is looking to continue this profit-sharing policy aimed at a large number of Group managers, in particular by establishing stock option plans and/or granting bonus shares to Group employee managers and/or executives.

1.4.4. Group strategy

The Group believes that, through its businesses, it runs a portfolio of activities with strong growth potential and which allow the Group to mitigate the impact of economic cycles and generate a high level of cash. This portfolio of activities should allow the Group to continue to create value over the coming years.

In particular, the Group believes that it enjoys through its businesses:

- a solid position in all QHSE conformity assessment services, and in particular inspection, audit and certification services. This category of services, which represents most of the Group's revenue (compared to about 20% for its laboratory testing business) and requires significant technical capabilities, is closely tied to regulatory requirements and thus provides the Group with strong visibility on revenue while needing only moderate levels of investment (2% to 3% of revenue);
- complementary activities, in terms of technical capabilities, geographic presence and client base, which should enable the Group to develop cross-selling between its businesses in the future; and
- a balanced business portfolio which limits the dependency of Group earnings on the performance of any one business or geographical area or the growth of any one market.

Based on the strength of its current positions, the Group aims to become the world leader in the market for conformity assessment and certification services in the QHSE fields, to reinforce its leadership position in each of its businesses and to achieve critical size in each location where it operates, while maintaining a balanced business portfolio so that it can withstand any changes in economic cycles.

The Group's development strategy thus involves:

- densifying its geographic network;
- expanding the portfolio of services in each of its businesses;
- pursuing an active policy of targeted acquisitions; and
- retaining and reinforcing its teams of managers and experts.

The Group is also constantly seeking to improve its operating performance and generate high levels of cash flow.

CONTINUE THE DEVELOPMENT OF THE GEOGRAPHIC NETWORK OF ITS EIGHT BUSINESSES

The Group's current network of offices has been created over the years by organic growth and acquisitions. Its expansion is not over.

The Group is seeking to achieve critical size in the key countries of each of its businesses (both by densifying its existing positions and establishing new facilities) in order to create a dynamic global network adapted to all its sectors. The Group considers the following "platform countries" as key:

- 12 countries for the businesses of the Industry & Facilities division (France, the United Kingdom, Spain, Italy, the United States, Brazil, Chile, Russia, India, China, Japan and Australia);
- 7 countries for the Consumer Products business (the United States, France, the United Kingdom, Germany, China/Taiwan, India and Vietnam); and
- 12 countries for the Marine business (France, Benelux, the United Kingdom, Spain, Germany, Greece, Turkey, Brazil, Singapore/Malaysia, China/Taiwan, South Korea and Japan).

The GSIT business leverages the network of the other businesses for its development and is in particular targeting countries that have a low level of infrastructure, the main commodity producers and the countries in which the business has government contracts.

In the near future, the Group intends to prioritize investments in these platform countries to reinforce its global network for each of its businesses. The Group believes that the expansion of its geographic network (in terms of both size and number of sites) should enable it:

- to generate a high level of long-term growth, particularly through improved access to local clients, to expand its service offering in each country and to improve its coverage of large accounts at the global level. The densification of the global network should also help promote cross-selling between its businesses; and
- to improve its operating margin by generating economies of scale resulting in particular from sharing offices, organizing back-office functions on a collective basis, sharing IT tools and diversifying costs for developing new services. In addition, the densification of the network should enable increased replicability and industrialization of the inspection processes.

MAINTAIN A HIGH LEVEL OF ORGANIC GROWTH

In order to maintain a high level of long-term organic growth and benefit fully from market opportunities and the growing trend toward outsourcing, the Group has undertaken the following steps:

Improve commercial efficiency

Until recently, the Group's revenue and marketing efforts were undertaken only by operational managers.

Five years ago, the Group decided to reinforce its revenue and marketing efforts by creating dedicated teams in each platform country. Revenue and marketing teams may be established in each geographic organization or to reinforce business lines, according to the specific nature of the businesses, markets or geographic locations.

Since 2007, the Group has strengthened the sales teams of its Consumer Products business in mainland China in order to better cover local manufacturers. The Industry & Facilities division has established central tracking of 7 global key accounts and continued the rollout of a CRM tool, which is now in place in all of the "platform countries".

The Group plans to continue growing its investments in the commercial training of its employees, rolling out tools for managing client relationships and measuring indicators of commercial performance, and developing specific commercial processes for key accounts, mid-sized clients and mass markets.

The development of these commercial structures is a strategic priority for all platform countries of the Group's eight global businesses.

Optimize the business portfolio on an annual basis and concentrate investments in businesses and geographic zones with high potential

The Group seeks to prioritize investments in market segments and geographic areas offering the highest growth potential.

To respond to developments in markets and regulations, the Group conducts an annual review of its business portfolio, by operational unit, country and business, in order to define investment priorities and growth objectives. Over recent years, the Group has thus decided to invest particularly in the Marine and Consumer Products businesses, in specialized services for the Oil and Gas and power (particularly nuclear power) industries.

In the future, the Group plans to continue to define its investment priorities each year to:

- develop its presence in market segments and geographic zones with high potential, and in particular in key emerging countries such as Brazil, China, India, Russia and Africa;
- seize market opportunities related to the adoption of new regulations or the privatization of QHSE control and inspection functions; and
- expand its service offering in countries benefiting from critical size.

Create differentiating value-added service offerings

The Group develops customized service offerings in each of its eight businesses to differentiate its offering and increase the proportion of revenue from higher value-added services. The Group therefore develops technical solutions and methodologies adapted to the specific needs of its customers.

For example, the Group has launched over the past three years certification services tailored to the needs of key accounts to enable them to audit their suppliers or their distribution networks. The Group has also launched asset management services for customers in the Construction, IVS and Industry businesses to help them manage their equipment and facilities maintenance, thereby

extending their usable life. The Group has finally launched a range of technical support services in France revolving around energy efficiency and the reduction of the environmental impact of buildings (water, air, waste, greenhouse gas) that are now available throughout its network.

In the future, the Group plans to continue its efforts to develop new services that are better adapted to the specific needs of its clients according to their size, business and geographic locations.

Develop its business with key international accounts

Several Group businesses have for a long time developed sales and marketing organizations dedicated to key international accounts. For example, this approach has been adopted by the Marine business (ship owners, shipyards) and the Consumer Products business (general or specialized retailers). The Marine business currently has approximately over 100 employees responsible for servicing one or more key accounts (existing or potential clients).

More recently, the Group has decided to put in place a "Key Account" organization within its Industry & Facilities division. In this regard, in each of its locations and sectors, the Group has identified key account targets, for which it has invested in dedicated commercial and technical resources. This approach is designed to ensure a personalized relationship and to offer the entire service offering provided by the Group.

Using its international network, its matrix organization and its know-how in sharing best practices, the Group is in general planning to increase its initiatives toward key accounts and accelerate the implementation of cross-selling and synergies between its different businesses.

For example, the Group accordingly offers major oil and gas companies the entire service offering of its business portfolio. In the off-shore oil sector, the classification and certification of a new floating production and storage offshore unit ("FPSO") requires the capabilities of the Marine business for the classification of the structure, and the capabilities of the Industry business for certifying processing equipment and subsea pipelines. Once built and certified, the FPSO unit will require throughout its lifecycle the service of the IVS and HSE businesses to perform annual safety and performance inspections required by law or undertaken on a voluntary basis.

PURSUE AN ACTIVE POLICY OF TARGETED ACQUISITIONS

The Group has acquired more than 70 companies since 2001, enabling it to accelerate the creation of its global operating network and progressively expand its service offering to create eight global businesses. Since 2001, the Group has spent an average of €130 million per year on acquisitions. These 70 acquisitions have mainly been carried out in the Consumer Products business and the Industry & Facilities division, contributing over €850 million to the Group's revenue over the period. Because of uncertainty over the economic environment and to reduce its indebtedness, the strategy of development through external growth of the Group has been slowed considerably during 2009.

Going forward, pursuing targeted acquisitions will remain an important element in the Group's growth strategy. The Group will primarily pursue small- and mid-sized bolt-on acquisitions to expand its growth potential and acquire a unique portfolio of services, in particular in the Industry & Facilities division, which remains extremely fragmented.

To achieve this goal, the Group has established a rigorous process to source potential targets and analyze external growth opportunities ensuring that the potential acquisition:

- reinforces the Group's presence in regions with high growth potential;
- increases the market share of some businesses;
- expands its service portfolio;
- allows it to increase its technical skills; and
- creates value for the Group, particularly through revenue and cost synergies.

The Group plans in particular to pursue small- and medium-size bolt-on acquisitions:

- in the businesses in its Industry & Facilities division (the Industry, IVS, HSE, Construction and Certification businesses), in the electric and electronics product testing activities of the Consumer Products business; and
- in the main developed countries and in some countries where targets enjoy local leadership positions that would enrich the Group's business portfolio (Eastern Europe, Asia-Pacific and Latin America).

The Group also reviews opportunities for larger acquisitions (with revenue in excess of €100 million) which would allow it to accelerate the globalization of its geographic network or reinforce its position in certain high potential markets.

IMPROVE OPERATIONAL PERFORMANCE

Between 1996 and 2009, the Group's adjusted operating margin has increased from 7.8% to 16.4%.

In 2008 and 2009, the gradual increase in the consolidated margin (excluding the impact of acquisitions) was 50 and 120 basis points respectively.

This increase resulted from:

- a continuous improvement of production processes, for example through centralized inspection planning, standardization and simplification of inspection and reporting methods, and improvements in the invoicing processes;
- the improvement in under-performing units' profitability. Under-performing units are identified and analyzed each year during the budget review and are subject to an annual action plan. The action plan, which is reviewed quarterly, establishes specific performance indicators and creates a team dedicated to improving the unit's profitability;

- the use of effective information technology and the work coordination within the network; and
- the achievement of economies of scale and cost optimization, particularly through centralizing support functions and optimizing purchasing.

During the coming years, the Group plans to pursue the initiatives described above, particularly through increasing its investment in integrating its information systems. The Certification, Industry, IVS and Construction businesses will benefit from the introduction of new production tools.

RETAIN AND REINFORCE A LEADING TEAM OF MANAGERS AND EXPERTS

The Group's future performance and growth depends on its ability to recruit, develop and retain managers and experts having the requisite experience and capabilities to hold key positions throughout its network and successfully carry out client projects.

The Group has adopted a number of initiatives to build and take advantage of a wealth of skills to support its growth:

- creating training programs for the Group's key managers and its employees, engineers, technicians and members of support functions, to enable them to adapt to technical changes in their businesses or markets;
- sharing best practices, both technical and managerial, by establishing practice communities ("tribes") which bring together experts or managers from around the world who have strong knowledge of a given business or market; and
- proactively managing the Group's talents to identify, develop and promote the future leaders of the Group.

Going forward, the Group will continue to launch training and development programs for its employees to internally generate the skills needed to achieve its growth objectives.

The Group also plans to continue its policy of using compensation incentives to encourage an entrepreneurial spirit and motivate and retain its employees:

- a salary policy adapted to its different businesses and a bonus policy extended to all the Group's management; and
- stock option plans or bonus shares, first established more than ten years ago, which currently cover approximately 500 of the Group's managers.

1.4.5. Organization

AN ORGANIZATION ADAPTED TO THE GROUP'S BUSINESSES AND STRATEGY

To better address the specific characteristics of some of the markets it operates in and to improve the management of its geographic network, the Group has organized its activities into eight worldwide operating businesses, with five businesses constituting the Industry & Facilities division.

Marine

The Marine business has offices located near most major shipbuilding and marine repair centers around the world, as well as in the most active countries in maritime transport. The Marine business has organized its operations into two zones: the West Zone, which covers Europe and the Americas, and the East Zone, which covers the Middle East and Asia.

The Marine business has four central departments:

- the technical department, which is responsible for relations with international organizations (such as flag administrations, and the International Maritime Organization (IMO)); the drafting of the Group's classification rules; internal quality control and the development of information technology; and supervising the "new construction" and "equipment certification" businesses;
- the department responsible for the ships-in-service activities;
- the department responsible for consulting and outsourcing activities; and
- the commercial department, which coordinates the network efforts to serve the major ship owners and shipyards.

Industry & Facilities

The five businesses (Industry, IVS, HSE, Construction and Certification) which serve a similar client base and offer complementary services, are managed together as the Industry & Facilities division, and share the same network. In a strategic review carried out by the Group in 2009, the organization of this Industry & Facilities division was revised and has been organized as follows since January 1, 2010.

- the Industry & Facilities division is managed as a matrix covering seven geographic zones (South Europe, North and Central Europe, Asia, Pacific, North America, South America, and Middle East-India-Russia-Africa), which cover the main countries where the Group is operating, and the central departments from the four businesses (Industry (including Mining and Minerals), IVS, Construction and Certification), HSE activities now being included in these four businesses;
- the geographic entities generally are responsible for the profit and loss of their operations;
- the central departments of the four businesses are responsible for encouraging best practice sharing across the network, defining and proposing new services and new cutting-edge computer tools, ensuring the technical supervision of their respective businesses and facilitating the execution of major contracts and coverage of key accounts within the network. The central departments

of the businesses are also responsible for supporting country business development with regard to identification, preparation of sales proposals and the performance of major contracts. The businesses have personnel in each of the "platform countries", which create a matrix organization at the country level.

- the Industry & Facilities division also has four global support departments: (i) Sales and marketing, (ii) Financial control, (iii) Global coordination of HSE activities, and (iv) Technical, Quality and Risk Management ("TQR"). The latter is responsible for defining inspection methodologies and procedures. It oversees their application by conducting audits in the network and supervises the training and qualification of inspectors. It also oversees maintenance of the Group's portfolio of accreditations and is in charge of obtaining the new accreditations and certifications needed to conduct its business. More generally, the TQR department is responsible for controlling risks associated with the provision of services and is supported in doing so by a network of Technical, Quality and Risk Management Directors in the various geographical areas which it manages and coordinates.

Consumer Products

The Consumer Products business was also reorganized in 2009. Since January 1, 2010, it has been organized around two strategic departments:

- a Global Business Development department responsible for managing the portfolio of existing clients, acquiring new ones and launching new services. It also coordinates the establishment of sales organizations in the main geographic areas;
- a Global Service Delivery department responsible for the quality of the services provided across all production centers (laboratories and inspection centers). It is responsible for planning capacity requirements throughout the network, standardizing services globally, improving testing methods, the accuracy of reports, and the production cost of reports.

The business' geographic locations (laboratories, inspection centers) are now organized into six zones: Hong Kong, China, South-East Asia, South Asia, Europe and the Americas.

Government Services & International Trade

The Government Services and International Trade business is organized in a decentralized manner through four levels of implantation.

The Government Services business involves centers of relations with exporters (CREs), inspection centers associated with the CREs, and liaison offices in countries where the Group has a government contract and which issue locally all import certificates.

The International Trade business involves inspection centers and commodities' laboratories in the producers' countries.

At a central level, the business has four departments:

- a commercial department, which manages all the main tenders for government contracts;
- an operations department, which controls and supervises operating units and possesses the resources needed to create and start up liaison offices in every new country where a government contract is entered into;
- an International Trade department, which is responsible for developing Commodity, Automobile and «General Trade» product lines, and
- a New Products Department, which is responsible for strategy and the adapting of current services to market requirements and for defining and periodically reviewing inspection methods used by the network of operational units.

A MATRIX ORGANIZATION WHICH ENCOURAGES SYNERGIES AND CROSS-SELLING AND ENABLES THE GROUP TO ADAPT TO MARKET CHANGES

Within the Industry & Facilities division and the Marine, Consumer Products and Government Services and International Trade businesses, the Group has put in place matrix organizations (based on service portfolio and geography). The Group believes that these matrix organizations are a key factor in its success. As an example, the matrix organization of the Industry & Facilities division enables it to:

- take advantage more easily of the complementary nature of services offered by its businesses and encourage opportunities for cross-selling, within its shared network and clients base;
- easily disseminate best practices throughout the network;
- benefit more rapidly from economies of scale to develop new products or invest in new tools; and
- adapt rapidly to changes in its markets segments by sharing high-level technical capabilities.

According to the level of development of its operations in a given "platform country", the Group can also adjust the functioning of the matrix organization located in such country to adapt it to the local environment or changes in local markets.

A CENTRAL LEADERSHIP ENSURING THAT THE KEY ELEMENTS OF THE GROUP'S STRATEGY ARE TAKEN INTO ACCOUNT IN ALL OPERATIONS

In addition, the Group's support functions are organized in two main groups:

- the finance, internal audit and acquisition support, investor relations, compliance, ethics, legal, risk management and information systems functions are under the responsibility of the Group's Chief Financial Officer, François Tardan; and
- the internal human resources, communication, training and knowledge-sharing, and quality-health-safety functions are grouped together under the Organization, Human Resources and QHSE group lead by Arnaud André.

This organization makes it possible to ensure global consistency of strategy and risk management. In particular, it enables the Group to benefit from a high level of internal control, while maintaining the advantages of a diversified and decentralized set of business units with an entrepreneurial culture.

1.5. Presentation of the Group's businesses

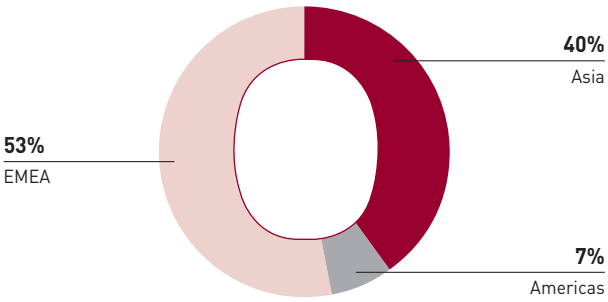
1.5.1. Marine

Through its Marine business, Bureau Veritas is a ship classification society. The business of ship classification consists of verifying the conformity of ships to the classification rules or standards issued by the classification society. Classification societies assess the conformity of a reference level for ship quality by delivering a "class certificate". The classification activity is most often carried out together with the regulatory certification mission conducted under delegation from the maritime authorities of the ship's flag administration. Most flag administrations require verification of the on-board application of technical standards defined by the international conventions on marine safety which they have joined.

Class and regulatory certificates are essential for using ships. Maritime insurance companies require such certificates to provide insurance, and port authorities regularly verify their validity when ships come into port.

The Marine business generated revenue of €316.5 million in 2009 (12% of the Group's consolidated revenue) and had an adjusted operating margin of 31.2%.

2009 REVENUE BY GEOGRAPHICAL AREA



A SERVICE OFFERING WITH HIGH TECHNICAL ADDED-VALUE FOR A LOYAL CLIENT BASE

Services with high technical added-value

The classification business is based on drafting regulations to ensure ship safety, and verifying the regulations' proper application through regular visits and inspections. The principal purpose of classification is to improve the safety of the ship and the business therefore involves, for this purpose, assessing the conformity of the ship and its different parts with classification rules. Classification rules are published as technical references.

Classification rules target two principal areas: first, the structural soundness of the vessel, the watertight condition of the hull, ship safety and protection against fire; and second, the reliability of the propulsion and steering systems and the auxiliary machinery which equips the ship. Specific rules are prepared for each type of vessel (steel ships, offshore facilities, boats for inland navigation, submarines, yachts, high-speed boats and military vessels).

The Group is a member of the International Association of Classification Societies (IACS), an association of the ten leading international classification societies. Through IACS, the Marine business participates in drafting some minimum unified rules common to the industry as a whole.

Each classification society nevertheless retains full authority for the content of its own classification rules. The Group therefore possesses its own standards, which are regularly expanded in detail, updated and enhanced. It revises them according to procedures established to facilitate, through technical committees, the participation of maritime industry players such as ship owners and shipyards in improving industry norms.

The Group participates in all the stages of the construction of the ships which it classes. Initially, the Group examines the ship's main plans, which are submitted by the shipyard, with reference to the Marine business' technical requirements. It then inspects various equipment at the manufacturers to ensure conformity with its requirements. Finally, the business supervises construction in shipyards and attends ship trials. The results from all these activities are summarized in a project report which allows the ship's overall conformity with the rules to be assessed and the corresponding classification certificates to be issued.

Maintaining a ship's class certification once it has entered into service involves regulatory visits to check minimum unified IACS rules. The most important visit is the special or fifth-year visit, whose objective is to renew the classification certificate. Annual and intermediary visits at mid-term are also conducted. Each visit involves spot checks and testing, the nature and extent of which are defined by the rules.

In addition to its classification activity, the Group's Marine business also provides conformity certification services with respect to health, safety and environment or on behalf of the flag administrations to check the application on board ships of technical standards defined by international agreements designed to ensure maritime safety and prevent pollution. Certification services are performed through physical inspection of the ship and delivery of the corresponding safety certificates, under the authority of either the flag administration under which the ship is operated, or the classification society acting on behalf of the flag administration.

The Group's Marine business also offers its clients advice and assistance. This activity, carried out through the Marine business network and through the specialist Tecnitas entity, includes, in particular, training and technical assistance (expert appraisal, supervision, engineering, analysis of risk attached to maintenance).

A loyal customer base

The Marine business' customer base includes thousands of customers, with no customer representing more than 2% of the business' revenues. The customer base can be divided into three categories:

- the world's main shipyards and ship builders, in Europe (principally subsidiaries of the STX Group, Damen, Fincantieri, Barreras and IHC Merwede) and in Asia (principally Hyundai, DSME, Samsung, STX, Universal, Mitsubishi, IHI, SWS, Dalian and Sungdong);
- equipment and component manufacturers: in Asia, mainly companies from the steel industry (such as Bao Steel, Hyundai, POSCO, JFE Holdings, Mitsui, Mittal Steel, Nippon Steel, Kobe Steel), and in the Western countries, mainly manufacturers of engines and various electrical, electronics, cryogenic or mechanical equipment (such as Caterpillar, MAN, Wartsilä, Cummins, ABB, Rolls Royce, Reintjes, MTU, Schneider and Vulkan Group);
- international ship owners, in particular: Enterprises Shipping & Trading, Tsakos, Dynacom, Cardiff Maritime and Anangel in Greece; CMA-CGM, Louis Dreyfus, Groupe Bourbon and Fouquet Sacop in France; Broström in Sweden; Boskalis and IHC Merwede in the Netherlands; Exmar, Jan De Nul and the Deme NV Group in Belgium; Nisshin in Japan; Maersk and Norden in Denmark; and MSC in Switzerland; and
- oil companies involved in exploration and production at sea, in particular: Total, Petrobras, BP, Shell, Exxonmobil, Chevron, Conocophilipps and CNOOC.

A high level of recurring revenue

In 2009, 57% of the revenue of the Marine business was generated by the classification and certification of new ships (or ships under construction) and 43% by the classification and certification of ships in service and consulting and outsourcing activities.

The new ship classification and certification activity is carried out under specific contracts of 12 to 24 months entered into for each ship under construction both with the shipyard and the manufacturers of equipment and components involved.

The classification and certification of ships in service is carried out under long-term contracts (generally for at least five years) with ship owners. The renewal rate for these contracts is very high, as ships in service typically continue to be classed by the same classification society throughout their useful lives. Consulting and outsourcing is carried out under specific contracts drawn up with different players in the maritime sector: shipyards, ship owners, engineering companies and oil companies.

Factors differentiating the Group's services

Several factors differentiate the Group's service offering for ship and floating unit classification and certification:

- the high level of technical expertise of the business' engineers and experts;
- the drafting and publication of classification rules for all types of ships;
- the effectiveness of commercial activities, characterized by an active management of key accounts, a constant growth of the client base and an adapted pricing policy; and
- the quality of service and high commitment of its personnel, together with an extensive network available at all times (24 hour-service, seven days a week), and a strong knowledge of its clients' businesses and needs.

A HIGHLY SPECIALIZED MARKET THAT IS SET TO GROW OVER THE MEDIUM TO LONG TERM

The main segments of the maritime transport market are, in order of importance, the transportation of oil products, bulk shipping (heavy products not handled in containers), containers and passengers. On July 1, 2009, the global fleet was broken down as follows in terms of ship type (source: International Chamber of Shipping): cargo ships (31% of the global fleet), tankers (27%), bulk carriers (15%), passenger ships (13%), container ships (9%) and other ship types (5%).

The Company estimates that the world market for ship classification and certification services represented total revenue of over €2 billion in 2009.

Rapid recent growth in the global fleet

Maritime transport was, until 2008, benefitting from the sustained growth in the global economy, the large number of economic partners (China, Brazil, Russia and India) and the increasing distances between the main centers of production and consumption. The volume of maritime transport thus recorded particularly sustained growth between 2000 and 2007, with an average annual growth rate of 4.3% in tons transported, then started to slow down in 2008 with more moderate growth of 3.6% (source: CNUCED).

The global economy and international trade slowed to historic levels at the end of 2008. The fall in demand for consumer products and industrial production in developed countries caused a drop in volumes transported which affected all segments in the worlwide fleet. As a result of historical levels of new ship orders in 2007 and 2008, the worldwide fleet is continuing to grow (7.3% in 2008 according to CNUCED). These orders contribute to the upgrading of the worldwide fleet and the improvement of its efficiency, but they bring with them the risk of overcapacity. For example, the container ship segment was more sensitive to this phenomenon in 2009 than the bulk carrier segment.

Several countries saw their activity stabilize or even recover slightly in 2009, but forecasts remain cautious, underlining the fact that this recovery is fragile, slow and a long way from the levels experienced before the crisis. This environment has led ship owners to reconsider the financing and completion of their new ship orders and to lay up part of their fleet temporarily, but it does not seem to have caused any acceleration in scrapping in 2009.

The international maritime community is also continuing its environmental protection initiatives. The IMO is working, in particular, on reducing greenhouse gas emissions (CO2, NOx and SOx) and drafting international rules in this area.

A regulatory environment in constant evolution, contributing to growth

The international regulatory context applicable to maritime safety and environmental protection has evolved considerably over the last ten years. In most cases, new regulations have represented new business opportunities for classification societies and have contributed to the sustained growth of the Group's Marine business.

The International Safety Management Code (the ISM Code), which became effective in 1998, prepared under the International Maritime Organization (IMO), introduced new safety management requirements for maritime companies. The new requirements enabled the Group to create a new service certifying safety systems. Certifications are carried out by specialized auditors. In addition, the entry into effect of the International Ship and Port Facility Security Code (the ISPS Code) in July 2004, prepared under the IMO, allowed the Group to offer verification and certification services in this area. The elimination of single-hull tankers required in Europe and then at the global level by the IMO following the Erika and Prestige accidents led to an increase in both orders for new tankers and supplementary on-board visits for existing ships seeking to extend their useful lives under the new regulations. Finally, the adoption of minimum common structural rules (CSRs) for tankers and bulk carriers by the IACS in 2005 placed the Group among the leading classification societies for new orders of bulk carriers due to the development of effective calculation tools and the creation of specialized teams, particularly in China.

In the future, the Company believes that four new regulations should bring additional business to the Group:

- the consolidated convention of the International Labor Organization (ILO) on maritime work should make it mandatory to obtain a certificate of conformity to social standards and labor law for all ships;
- the convention on ballast water management (BWM) of 2004, adopted under the IMO, should make it mandatory to obtain approval of ballast water treatment systems and impose changes in ship design;
- the Hong Kong international convention on ship recycling was adopted in May 2009 and is expected to come into force within the next four or five years. This convention requires the issuing of green passports for ships as well as an inventory of potentially dangerous materials and equipment on board; and
- the regulations currently being drafted on the prevention of air pollution from ships.

A very specialized market requiring a high level of expertise

The Group is one of the ten members of the IACS. According to the IACS, these ten members classify 90% of world tonnage, with the remaining 10% either classed by small classification societies operating mainly at national level or not classed (source: IACS). The IACS imposes strict conditions regarding service level and quality on its members. European Union regulations also apply qualitative criteria (experience, publication of classification rules, ship register and independence) and quantitative criteria (number of ships and tonnage classed) to obtain the recognition of organizations working in the member States. Ship classification and certification are, by nature, international activities and require, on the part of the leading players, a global presence, whether for following ships under construction, inspecting and certifying equipment or visiting ships-in-service.

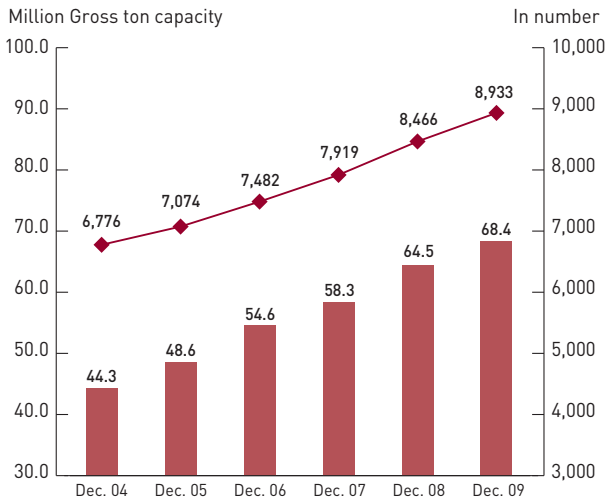
The new construction activity requires substantial technical and commercial resources in the principal ship building countries (South Korea, China, Japan, Turkey, Vietnam, the Netherlands, Croatia and Finland): these resources provide contract negotiation and follow-up, teams to monitor ship construction in relevant shipyards and, when justified by the level of business, the establishment in the country concerned of a decentralized technical center with delegated competence to review the conformity of plans and calculations with applicable rules. These resources are put into place to enable faster responsiveness to lead to a quality of service appreciated by both shipyards and ship owners. A classification society's success is therefore closely linked to its technical reputation and image of quality service. Size also plays a role in inspecting and certifying on-board equipment, part of the ship's classification activity. Thus, denser and broadly spread facilities make it possible to optimize the organization of inspections.

For the ships-in-service activity, the presence of qualified inspectors in the principal ports of the world is indispensable to ensure that visits can be conducted upon demand and without delays which could harm the ship's operating schedule and the ship owner. Once again, sufficient size allows network optimization, greater efficiency and a strong service quality image. The success of a classification society is therefore closely linked to its technical reputation and the image of service quality associated with it. Generally speaking, critical size and number of classed ships help develop a high level of capability and service, while at the same time allowing investment in research and development needed to position the Group as a leading classification society. In addition, a ship classed by one company is generally followed for periodic inspections by the same company throughout the ship's useful life.

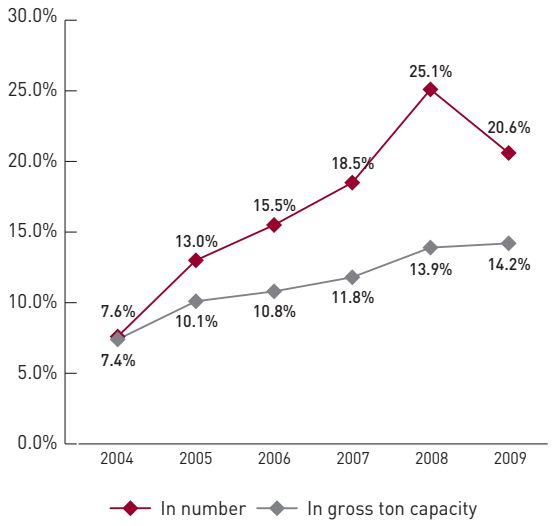
A SOLID PRESENCE IN THE MARKET

Acceleration in market share gains by the Group

GROWTH IN THE BUREAU VERITAS FLEET IN SERVICE



GROWTH IN THE BUREAU VERITAS MARKET SHARE FOR NEW ORDERS



The fleet classed by the Group is still the second largest in the world in terms of the number of ships and the sixth largest by tonnage. As of December 31, 2009, it included 8,933 ships representing a 68.4 million gross ton capacity (compared to 38 million in 2001). The fleet was broken down as follows in terms of ship type (gross ton capacity): bulk carriers 33%, tankers 22%, cargo ships 12%, container ships 10%, gas carriers 8%, passenger ships 6% and other types of ships 9%.

In terms of the number of classed ships, the Group's market share grew from 13% in 2001 to 15% in all sectors on an aggregate basis in 2009. Market share nevertheless varies according to market segment, as shown by the table below (sources: IACS fleet according to Seaway, Bureau Veritas):

- bulk carriers: 9%;
- cargo ships: 14%;
- container ships: 6%;
- gas carriers: 17%;
- passenger ships: 22%;
- tankers: 11%; and
- others: 22%.

In terms of tonnage (gross ton capacity), the Group's market share in the fleet in service around the world has increased steadily since 1996 and stood at 8% in 2009, with growth accelerating since 2003.

The table below sets forth the market share of the leading classification societies (also members of the IACS) expressed as a percentage of the number of ships classed, as of November 30, 2009:

Company	Country	Market share
American Bureau of Shipping	United States	17%
Bureau Veritas	France	15%
Lloyd's Register	United Kingdom	13%
Germanischer Lloyd	Germany	13%
ClassNK	Japan	12%
DNV	Norway	10%

(sources: IACS fleet according to Seaway, Bureau Veritas)

Through its reputation for technical competence and its presence in all market segments, Bureau Veritas is seeing a steady increase in its market share for new construction orders in terms of tonnage, which exceeded 14% in 2009, representing over 20% of the market in terms of the number of ships.

A diversified order book

The strong growth in new constructions over recent years is linked to the rapid expansion of the market and the increase in market share held by Bureau Veritas. As a result, the order book has risen from 13.5 million gross ton in 2005 to 31.0 million gross ton in 2009. This order book is diversified in terms of ship type: bulk carriers represent 55% of this tonnage, tankers 17%, container ships 13%, gas carriers 4%, cargo ships 5% and passenger ships 2%. It is also diversified in terms of clients (more than 800 ship owners and more than 500 shipyards).

(in millions of gross ton)	2009	2008	2007	2006	2005
Orders for the year	4.6	12.2	18.0	9.7	5.6
Order book	31.0	35.6	30.2	17.4	13.5

A Group recognized as a benchmark for the most technical segments of the market

The Group holds a leading position in the market for highly technical ships (liquefied natural gas and liquefied petroleum gas carriers, FPSO/FSO [1], cruise ships, ferries and specialized ships) which are not suffering any overcapacity.

Founded in 1828, Bureau Veritas is one of the oldest ship classification societies in the world. The Group has long-recognized technical expertise in various segments of maritime transport: bulk carriers, tankers, container ships, ferries and cruise ships, and offshore facilities of all kinds for the exploration and development of deep-water oil and gas fields. More recently, the Group has also participated in the classification of naval ships and provided technical consulting to navies, particularly in France.

The Group's Marine business is involved in a number of European research programs. It is also involved in a good many joint industrial projects with the oil industry. With this investment, the business has been able to develop areas of expertise such as hydrodynamics, vibration phenomena and structural fatigue, and develop improved calculation and simulation tools to analyze the behavior of ships and offshore structures. The Group is therefore able to reproduce the effects of the sea on the movement of liquids in the tanks of liquefied natural gas carriers, on stresses borne by anchorage systems, and the hydro-elastic phenomena and structural response to the pressures created by different types of sea swells. In other areas, various simulation and analysis tools have also been developed, regarding, for example, the fire propagation on board ships, fire fighting or passengers evacuation.

With global warming, new maritime routes are going to open up. Via the route north of Russia, Japan will be no more than 7,000 nautical miles from North Sea ports instead of the 11,000 by going via the Suez Canal. The research and development department of the Marine business has invested heavily in this area, setting up a dedicated team, participating in working groups within the IACS (drawing up POLAR CLASS grades) and collaborating with the Finnish authorities to update their regulations. This research relates to the interaction between ice and the hull of a ship and controlling all of the parameters that may affect the resistance and hence the safety of the ship or else the development of regulations on azimuthal propulsion in ice. This work resulted in the creation of a COLD grade for the operation of ships at very low temperatures and guidelines giving ship owners and designers advice to identify the most suitable reinforcement grade for their ship according to the area and time of operation. This research will also be used offshore, given the size of proven hydrocarbon reserves in Arctic waters and the increased extraction of these deposits.

(1) Floating Production, Storage and Offloading / Floating, Storage and Offloading.

Global warming also has an impact on improving the energy performance of ships, with the creation of a CO^2 index by the IMO and the development of offshore power generation units using renewable energy (wind, wave, tide). The Marine business is investing in these areas by participating in industrial and research and development projects and developing new regulations.

Numerous synergies and opportunities for cross-selling with other businesses of the Group

There are numerous synergies with other businesses of the Group:

- commercial synergies for key accounts have been developed;
- the Marine business takes advantage particularly of the know-how and experience of other businesses of the Group in the areas of health and environment which can be transposed to enrich its offering of services to ships and ship owners. For example, the Clean Air/Clean Sea programs are intended to enable ship owners to respond to the new requirements of international regulations against pollution, or the Health program, which specifically addresses the cruising industry and measures to protect passengers' health, particularly against Legionnaires' Disease, which were developed initially for the hotel industry; and
- the Marine business' technical expertise and its tools and methods of calculation are used by other businesses within the Group in a variety of fields, such as industrial projects requiring calculations of complex structures, or naval civil engineering projects such as port construction, for which hydrodynamic analyses play an important role.

A strategy founded on quality of service, responsiveness, technical competence and a strong presence among ship owners and shipyards

The market is characterized by two key factors: (i) the choice of classification society is usually made by the ship owner, who has both ownership of and responsibility for the ship, and (ii) the "new construction", "equipment certification" and "ships-in-service" activities are closely linked both technically and commercially with client relationships. The ship owner's decision to use one classification society rather than another for the construction of a ship is most often guided by the previous experience he has had with the society for his ships-in-service. Similarly, when a ship owner decides to retain a classification society for the construction of a new ship due to the society's technical capabilities and quality of service, in most cases he will retain that company once the ship is put into service. With respect to classed equipment, the essential component parts of a ship, the choice of a classification society will generally depend on which company was chosen for the ship itself.

Over recent years, in a ship building market stimulated by strong demand, the influence of shipyards in selecting the classification society that will class a ship under construction has become a very important factor, but this trend has been dramatically reversed in favor of ship owners.

The Group's strategy for organic growth is based on several components:

- geographic expansion: reinforcing the Group's presence in the main ship building countries and developing a presence in emerging markets (South-East Asia and India) in order to provide shipyards and ship owners a quality local service;
- adapting both the commercial strategy and technical services to the position of shipyards and ship owners and their role in selecting the classification society by entering early on into projects with dedicated local teams working in close collaboration with the shipyards, ship owners and the surveyors they employ;
- developing services for ship owners with the aim of attracting new customers and increasing customer loyalty;
- pursuing investments in information technology to respond to the expectations of shipyards and ship owners and to bring high-level technical support in developing innovative solutions;
- allocating specific resources to the most important markets: tankers, bulk carriers, container ships, specialized ships and offshore units; and
- developing a client base of ship owners through focused sales and marketing initiatives.

The Group's goal remains to increase its share of the worldwide classed fleet by building on its "new construction" business and on the quality of the services it offers to ship owners after their ships have been delivered.

The measures described above and the growth in the activities are supported by necessary investments in human resources, namely recruitment and training.

The Marine business maintained its policy regarding the entry into effect of new rules applicable to bulk carriers and tankers developed by the IACS (CSR) and enlarged its presence with respect to Chinese, South Korean and Japanese shipyards. Toward this end, the business used special calculation tools, which it developed in a limited period of time by making specialized support teams available to shipyards.

Accelerating automatization and the use of information technology

The ship classification and certification business is subject to strong price competition as well as continuous evaluation of technical support capabilities and quality of service. In this context, organizational efficiency, automatization of procedures and economies of scale play a particularly important role in maintaining strong profitability.

In this regard, the Marine business equipped itself early on with information technology for task management and automation and real-time monitoring of the fleet classed by Bureau Veritas. Such tools include the Neptune and ASMS systems for "ships-in-service" (covering, for example, ship characteristics and status, visits conducted and related reports, and invoicing), VeriSTAR Project

Management for new constructions and equipment certification, or the VeriSTAR Info portal for client access to information relating to their ships and regulations in effect. These tools and organization have allowed the business to take maximum advantage of economies of scale to maintain high profitability.

OPERATIONAL ORGANIZATION

The Marine business has a decentralized operational organization. Resources are located around the world near the major centers of ship building and repair, as well as in the most active countries in maritime transport.

The Marine business has 15 plan approval offices near clients which enable rapid responses to clients' requests: Paris, Nantes, Rotterdam, Hamburg, Copenhagen, Madrid, Pyreaus, Istanbul, Dubai, Rio de Janeiro, Busan, Kobe, Shanghai, Singapore and Turku.

Ships-in-service are supported from 10 key marine centers (Paris, Newcastle, Rotterdam, Madrid, Piraeus, Istanbul, Shanghai, Miami, Singapore and Dubai) and 330 visit centers.

In addition, the Marine business has a centralized technical department, furthering the Group's goal of providing identical services regardless of where the construction inspection is performed.

Finally, technical assistance and consulting are carried out by a specific department, and activities taken on by the network for the benefit of the principal ship owners and shipyards are coordinated by a key accounts department.

1.5.2. Industry

The Industry business line encompasses a service offering related to conformity assessment (statutory and voluntary), process safety, reliability and maintenance optimisation during the whole asset life cycle. The core business consists in inspecting, testing, verifying and/or certifying industrial products, equipments and facilities against applicable national, European and international standards and/or specifications set by clients for specific projects.

The market segments that are most active and most promising in terms of revenue growth are:

- Oil and Gas including Upstream, Midstream, and Downstream;
- power including Nuclear, Fossil (coal, gas), Hydro, and Renewable;
- process industries (petrochemicals, chemicals, fertilizers, steel and metal transformation);
- industrial equipment manufacturers;
- Mining and Minerals.

The Industry business generated revenue of €535.8 million in 2009 (20% of the Group's consolidated revenue) and had an adjusted operating margin of 12.8%.

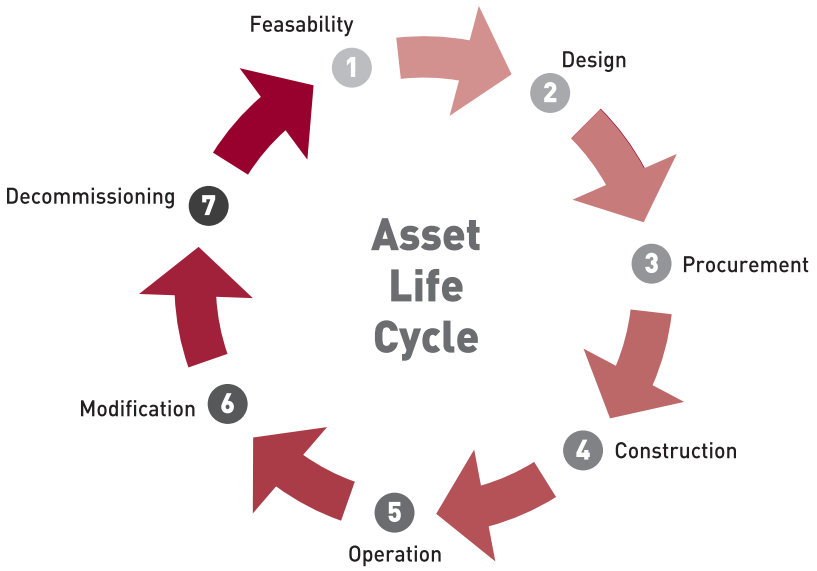
AN INTEGRATED SERVICES OFFERING COVERING ALL QUALITY, INTEGRITY, RELIABILITY AND SAFETY ASPECTS OF ASSETS

A complete services offering

The Group services cover the whole asset life cycle (CAPEX and OPEX) starting at feasibility study through decommissioning of the asset.

Concerning the Mining and Minerals subdivision, Bureau Veritas provides testing services to its clients across the entire mine cycle.

Industrial Assets



CAPEX		OPEX	DECOMMISSIONING
1	**3**	**5**	**7**
◆ Definition of standards & specifications ◆ Basic design review ◆ Project QHSE plans ◆ Reliability, Availability & Maintainability (RAM) studies ◆ Criticality assessment	◆ Supplier selection ◆ Equipment certification ◆ Shop inspection ◆ Supply conformity assessment	◆ Management services ◆ QHSE audits ◆ Verification ◆ Asset integrity management ◆ Emergency planning ◆ Behaviour management ◆ Training	◆ Risk analysis ◆ Operational safety ◆ Conformity assessment
2	**4**	**6**	
◆ Process Hazard Analysis (PHA) ◆ Audit of designers ◆ Risks assessments ◆ Review and validation of design ◆ Safety Integrity Level (SIL) / ATEX* studies	◆ Conformity assessment of the construction ◆ Performance assessment	◆ Fitness for purpose ◆ Vibration studies (debottlenecking) ◆ Design review	

* *ATEX: Atmosphere Explosible.*

Industry CAPEX related revenue represent around two third of total revenues with increasing importance of OPEX services. OPEX activity is seizing an increasing part of the overall industry expenses due to the high proportion of ageing assets and to the fact that operators strive to manage their technological risks looking at the safety and business criticality of their assets as a key performance indicator.

Mining and Minerals

The Mining and Minerals subdivision provides a wide range of inspection and laboratory testing services to the mining industry and was started with the acquisition of four companies since June 2007:

- June 2007: acquisition of CCI, the leading provider of coal inspection and testing services in Australia;
- April 2008: acquisition of Cesmec, one of the leading provider of sample preparation and geoanalytical services in Chile;
- May 2008: acquisition of Amdel, the leading provider of geoanalytical and mineral processing testing services for non-coal minerals in Australia;
- December 2008: acquisition of GeoaAnalitica, one of the leading providers of geoanalytical services in Chile.

The services provided by the Mining and Minerals subdivision can be split into two broad categories: exploration and production-related testing services and trade-related inspection and testing services.

Exploration and production related services involve testing services that provide mining companies with critical information over the life of a mining project. These services are provided for all minerals, from coal to iron ore, base metals, uranium, bauxite, rare earth, etc. and can be split into three categories:

- **sample preparation** involves the preparation of samples through crushing, grinding, pulverizing of drill cores or bulk ore bodies to obtain homogeneous samples that are representative of the ore body to be analyzed;
- **geoanalytical testing** services involve an assessment of the mineral content or chemical assay of the ore body and is primarily linked to mineral exploration and grade control analysis (production);
- **mineral processing testing** services are undertaken to assess the optimal methodology or processing route available to extract the valuable minerals from the ore body and is usually related to feasibility studies, resource definition and process optimization.

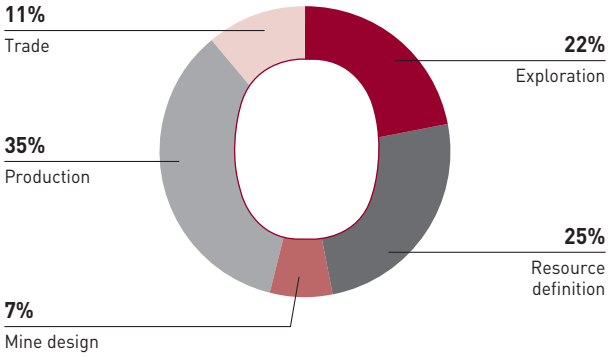
Trade-related inspection and testing services are mainly provided to the coal industry and include pre/post pad inspection for cleanliness and/or contamination of shipments, quantity and quality inspection of commodities at truck and train discharge and on loading of export cargoes, stockpile monitoring/surveillance, temperature monitoring, moisture analysis, physical properties testing and chemical analysis.

Bureau Veritas provides testing services to its clients across the entire mine cycle, from grass-roots exploration to mine production to assist customers in verifying the mineral content of their mined resources, improve their mining processes. Services related to commodity trading aim at verifying and certifying the value of shipments by assessing the quantity and quality of commodities as they are shipped. The key steps of a mine cycle are summarized in the table below.

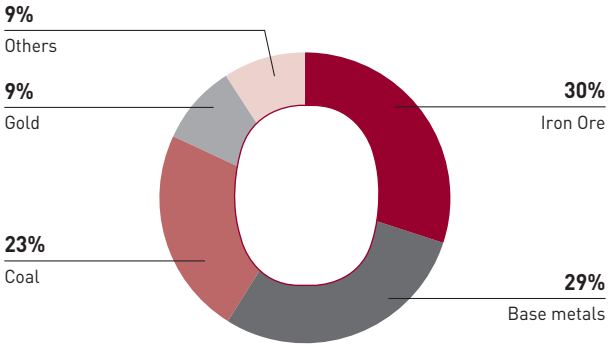
	Exploration	Ressource Definition	Mine Design	Production
Project Time to Maturity	7-10+ years	~ 5 years	1-5 years	20+ years
Key Activities	Exploration for new mineral deposits and pre-feasability studies	Feasability studies to characterize resource and method of recovery and production	Mine development, bankable feasability studies and pilot plant	Commercial production

Bureau Veritas has a conscious strategy of developing opportunities in the attractive minerals testing market, while maintaining a good diversification of its revenues across the full mine life cycle and a diversified range of commodities.

2009 MINING AND MINERALS REVENUES BY STAGE OF MINE CYCLE



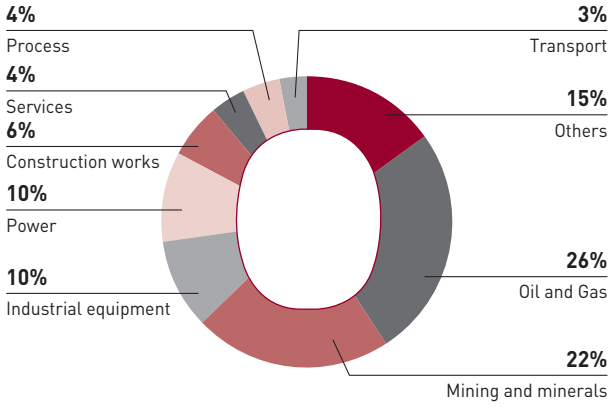
2009 MINING AND MINERALS REVENUES BY COMMODITY



A variety of sectors served

The Group has a particularly strong presence in the oil and gas, power, the processing, industrial equipment, transportation sectors and more recently in the Mining and Minerals sector.

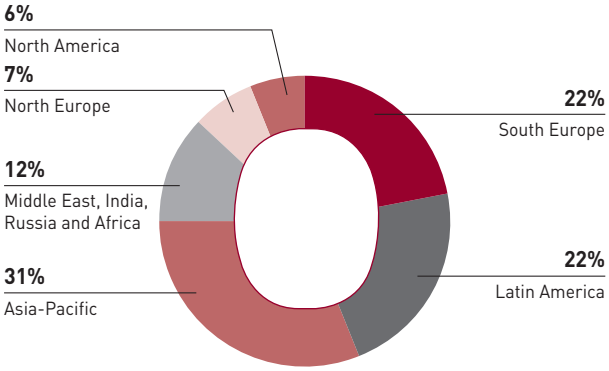
The chart below presents the Industry business' revenue in 2009 by sector of activity:



Broad geographic coverage

The Industry business is present in all major industrial countries (France, Italy, the United Kingdom, Germany, the Netherlands, Spain, the United States, Japan and Australia) and in the BRIC countries (Brazil, Russia, India and China) as well as other high growth areas (Africa, Middle East and Caspian Sea).

In 2009, the business' revenues were relatively evenly spread among the various geographic zones as can be seen from the graph below:



A relatively concentrated client base

The Industry business' client base is relatively concentrated: the 20 largest clients represented 30% of revenue in 2009. Key accounts include Oil & Gas operators (Petrobras, Total, ENI, Shell, ADNOC, PEMEX), Power groups (Areva, EDF, Suez), leading mining companies (BHP Billiton, Rio Tinto, Codelco and Xstrata) as well as Engineering & EPC companies (Saipem, Technip, ACERGY). However, the Group generally enters into a large number of contracts with each of its clients, and its contracts are of all sizes (from minor inspection contracts to multisite inspection contracts and frame agreements).

THE GROUP IS GROWING IN AN ATTRACTIVE MARKET

A market with sustained growth

The Industry business is growing in an extremely active global market, with a market value estimated by the Company at over €12 billion (of which €2 billion for the Mining and Minerals segment). Several factors contribute to solid growth:

- **factors common to all industrial sectors, such as:**
  - increasing importance of reliability of existing asset due to financial pressure,
  - increasing importance of independent inspection due to diversification of procurement and LCC (Low Cost Country) Sourcing,
  - the strengthening of QHSE regulations,
  - increasing awareness of industrial risks,

  - the ageing of certain industrial infrastructures in industrialized countries and the desire to extend infrastructure's useful life and bring them into line with new standards, and
  - the growing complexity of projects and operations closely involving multiple countries, players and disciplines;
- **factors unique to energy sectors:**
  - the growth in infrastructure investments (oil, gas and power), which is expected to continue even if at a slower pace due to the financial crisis,
  - the Group benefits from the market transformations, characterized by ageing existing facilities used to their maximum capacity and even beyond their initially expected useful life, the emergence of the integrated "asset integrity management" approach and the trend among clients to externalize QHSE functions. The Group also benefits from new demand for certification generated by the regulations on carbon dioxide emissions;
- **factors unique to Mining and Minerals:**
  - the long-term growth in demand for commodities from the BRICs economies. The Group believes that the growing consumption levels of commodities in China and other BRICs economies, which are still well below that of developed countries, will continue to increase in the long term as these countries develop. This will drive exploration and production activity for the mining industry,
  - the continuing trend toward outsourcing of laboratories. Given its specialized nature, minerals testing is increasingly regarded as a critical but non-core activity by mining companies, with the majority outsourced to third party service providers such as Bureau Veritas,
  - the increased demand for testing services will also be driven by the trend toward mining more complex (e.g. magnetite and nickel laterites) and multi-element ore bodies as they become economically viable.

In spite of these attractive long-term growth drivers, the Mining & Minerals platform was negatively impacted in 2009 by the financial crisis, in particular in Australia. The financial crisis created a number of negative factors for the business:

- decreased exploration spending in most markets;
- lower commodity prices, in particular nickel, zinc and bauxite; and
- lower financing available on stock markets for junior companies, impacting their ability to finance exploration or resource definition programs. This is particularly true for samples originating from emerging countries (Africa).

On the positive side, the iron ore, coal, gold and copper had better performance, with overall increased exploration volumes for iron ore and coal in Australia and continued large investment programs from mining majors in Chile.

A market with high barriers to entry for major international contracts

The Group believes that, for major international contracts, providers of QHSE Industry services need to satisfy critical requirements, which constitute substantial barriers to entry:

- an extended portfolio of accreditations;
- a global network of experts present in all the major industrial sites around the world; and
- a technical know-how and a reputation as first-rate technical experts.

More particularly, the Mining and Minerals subdivision is present in a market protected by high barriers to entry, of which the most significant are:

- the need for credibility and consistent delivery, as mining companies require data continuity and integrity to minimize project risk;
- the ability to manage labor constraints – skilled employees such as mineral chemists and metallurgists are essential for credibility and data consistency and remain in limited supply;
- the investment cost to build analytical laboratories; a high degree of certainty around customer demand is required to justify the required capital investment to build a new laboratory;
- the need to be accredited locally (National Association of Testing Authorities - NATA in Australia) and by industry associations.

A LEADING POSITION BASED ON SOLID COMPETITIVE ADVANTAGES AND A GROWTH STRATEGY

A leading position in a fragmented market

The market of QHSE services to the industry is highly fragmented due to the large number of local players in addition to a few large global players. The Group is one of the three world leaders in industrial inspection and certification. The Group's main competitors, by revenue, diversity of geographies, sectors served and types of services are Swiss company SGS, UK based company Lloyd's Register, German companies GL, TÜV Sud, TÜV Nord and TÜV Rheinland, the Norwegian company DNV. Other players, of smaller size and with a more limited range of sectors and services, compete with the Group in specific segments (for example Moody International in the field of shop inspection) or in specific geographies (for example, Apave, in France).

Following the acquisitions of CCI and Amdel, Bureau Veritas is the leading minerals testing platform in Australia, for all minerals. Key other players in Australia include SGS, ALS, Ammtec, Intertek and Inspicio. In Chile, Bureau Veritas is now the largest provider of sample preparation and geochemical services ahead of CIMM.

Outside of Australia, SGS and ALS are the only players providing inspection, testing and geochemical services globally.

Solid competitive advantages

The Group believes that its position as one of the world leaders in the market of QHSE industry services is based on the competitive advantages described below:

- its worldwide network covering 140 countries;
- high degree of internal technical expertise (network of Technical Centres);
- a leading position in key market segments: oil and gas, power, mining and transportation;
- a complete portfolio of services, from feasibility study through operations and up to decommissioning;
- a unique portfolio of accreditations allowing the Group to issue any required certifications;
- and efficient information technology tools for managing the contracts and reporting to the clients.

Within the fields of Mining and Minerals, Bureau Veritas is one of the only players on the market to offer its customers a full suite of geoanalytical and mineral processing testing services. In addition, Amdel is the market leader in the development of robotic sample preparation and automatic sample handling and testing equipment. Amdel has built along the years a strong reputation for service delivery, technical excellence and innovation. This reputation will be a key success factor for the development of the Mining and Minerals platform outside of Australia in the years to come.

An ambitious growth strategy

The Industry business' strategy is built around the following components:

- the geographic expansion of its offering: the Group will continue to strengthen its network to further expand its global platform, leveraging the many facilities already in place;
- the development of its procurement related services (shop inspection, expediting) worldwide. In 2009, the Group experienced strong growth in this field with large contracts or frame agreements gained in key locations in Brazil (Petrobras), USA (Dow Chemicals, Worksley Parsons), France (Saipem) or United Arabic Emirates;
- the development of its service offering for the nuclear market and for the renewable energy;
- the development of its voluntary inspection services (as third party and second party) for industrial installations, taking advantage of the Group's ability to offer on a worldwide basis its European and ASME certification services. The Group secured very significant contracts as independent verification body in 2009, across a wide range of markets, including contracts with Antofagasta Minerals in Chile, SDAG for Shtockman Development in Russia, or Chevron for Chuandongbei Gas Project in China;
- the development of high value-added services, such as Asset Integrity Management, Reliability Centered Maintenance and Life Cycle Extension;
- the continuous improvement of the Group's position in its main markets (oil, gas, power and process industries) and the acquisition of a significant position in other key markets (mining, construction materials, chemistry and steel).

The Group's strategy in the Mining key market aims at delivering organic growth:

- by leveraging the local positions held in Australia and Chile to further penetrate existing markets and better serve the existing customers in their international expansion plans;
- by expanding geographically the network of laboratories, in particular in emerging countries such as South America, Africa or Asia. In 2009, the group opened its first geoanalytical laboratory in Brazil. In 2010, Bureau Veritas plans to open two new geochemical laboratories in Africa and one in Australia;
- over time, this will allow Bureau Veritas to better serve its major mining companies globally by being able to serve them for all their exploration projects, wherever these might be, by reinforcing the synergies between analytical and mineral processing testing services.

In a highly fragmented market, the Group also plans to pursue selected opportunities for acquisitions which could allow it to accelerate development in a particular geography and/or market segment. In December 2008, the acquisition of Geoanalitica in Chile allowed to reinforce the technical skills offered by Bureau Veritas on this market and to address a broader range of major mining companies.

Potential for margin improvement

The Industry division' operating margin should increase over the next years as a consequence of:

- the fixing of some existing underperforming business units and higher efficiency within the global shop-inspection network;
- the introduction of value pricing in higher value-added services (risk based inspections, Asset integrity Management, Reliability Centered Maintenance).

Bureau Veritas is also seeking margin improvement opportunities in its Mining and Mineral subdivision by implementing a number of initiatives, including:

- replication of Amdel's know how for automation of sample preparation and testing activities within the key laboratories of the mining and minerals network;
- standardization of testing procedures across the network;
- better sharing of work load within the laboratory network, in particular in Chile and Australia, through optimization and better management of sample routes.

In 2009, the drop in samples volumes in Australia had a negative impact on the operating margin of the mining and minerals subdivision. The Group has now adjusted its staff levels to market demand, and expects margins to improve in 2010 when volumes start to pick-up again.

Strong opportunities for cross-selling with other businesses in the Group

The Industry business is developing many commercial synergies with the Group's other global businesses, particularly the IVS, HSE, Certification, Marine and Construction businesses. For example combination of Industry and Certification capabilities allows provision of comprehensive supplier assessment services covering both, technical and quality management systems aspects. In the off shore oil sector, the classification and certification of a new floating production, storage and offloading (FPSO) unit can draw on the capabilities of the Marine business for structure classification and of the Industry business for process equipment and subsea pipelines certification. Once built and certified, the production and storage unit will require the capabilities of the Industry, IVS and HSE businesses throughout its life to respond to annual regulatory safety and performance inspections or voluntarily imposed requirements.

The Group carried out a strategic review which led to the organization of HSE services being revised in order better to meet the requirements of the industrial sectors, increasing commercial and technical cross-fertilization. In this context, it was decided that some of the HSE activities (41% of the revenue of the HSE business in 2009) would now be included in the Industry business. As a result, from January 1, 2010, the services offered by the Industry business will be supplemented by HSE services relating to industrial risks, environmental impact studies, advice on health and safety in the workplace and chemical risks. These areas of responsibility are of strategic importance to industrial operations and projects and, more particularly, in attractive sectors such as power, Oil and Gas and key accounts.

One of the objective of the investment in Amdel was to provide an entry door in the Mining industry, where Bureau Veritas can provide a full service offering, and in particular services from the HSE business (*e.g.* environmental testing, environmental impact assessment studies), the Industry business (*e.g.* condition monitoring, shop inspection, quality control and quality assurance services, non-destructive testing) and the Certification business. In the future, the Group intends to reinforce the links between the Mining and Minerals subdivision and the other businesses of the Group.

OPERATIONAL ORGANIZATION

Within the framework of the matrix organization, the global Industry business' organization is decentralized. The Industry business relies on 15 key countries/regions where specific technical and commercial resources are located. These key countries are France, Spain, Italy, UK, Germany, USA, Australia, China, Brazil, Mexico, Middle East Region, India, Russia, Singapour and South Africa.

The key countries are supported by a central organization (Business Line) and Leadership Group (composed of managers representing key countries) dedicated to the development of new products, their deployment throughout the network as well as the rolling out of IT platforms for the production of our services. This organization also supports the countries with the preparation of major international tenders.

The Mining and Minerals subdivision operates 28 laboratories in Australia, New Zealand, Chile, Brazil, and Ukraine and is run as a matrix organization. The countries are in charge of the development and operating performance of their local operations. In addition, the laboratories located in Chile and Australia are used as competency centers for, respectively, South America, and the rest of the world.

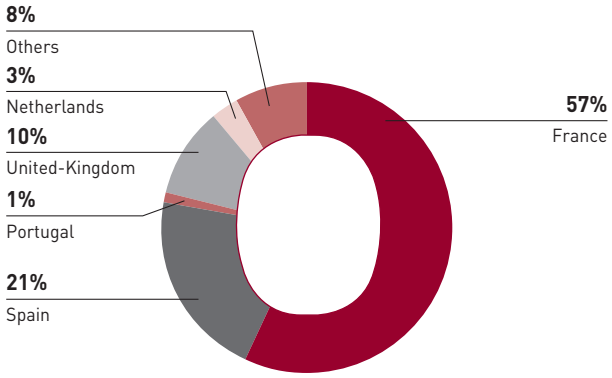
The Mining and Minerals subdivision is supported by a central organization focused on the international development of the Mining and Minerals network, through the implementation of key account management, the provision of support to open new laboratories and the transfer of technical know-how from Amdel to the rest of the network.

1.5.3. In-Service Inspection & Verification

The In-Service Inspection & Verification (IVS) business verifies conformity of technical installations to regulatory requirements applicable to the technical installations of buildings and infrastructures (electrical installations, elevators, lifting equipment, pressure equipment, fire safety equipment).

In 2009, the IVS business generated revenue of €334.8 million (12% of the Group's consolidated revenue) and had an adjusted operating margin of 11.8%. The Group is one of Europe's leaders in this market. The IVS business has historic key positions in France, Spain, Portugal and the United Kingdom and has more recently developed its position in the Benelux countries, Eastern Europe and Italy.

2009 REVENUE BY GEOGRAPHICAL AREA



A GLOBAL TECHNICAL INSTALLATION INSPECTION SERVICE

The Group offers a comprehensive service offering covering all the regulatory requirements for periodic inspection applicable to the Group's clients.

The technical installations covered by the business' inspection services include:

- electrical installations;
- lifting equipment and other work tools;
- gas and vapor pressure equipment;
- fire equipment (rescue equipment, fire safety systems);
- elevators;
- heating equipment (particularly furnaces and aerothermodynamic equipment);
- automatic doors; and
- ionizing ray equipment.

In France, the business' principal market, assignments concern principally electrical installations, with the balance covered by lifting equipment, fire safety equipment, elevators, machinery, pressure equipment and heating equipment.

In Spain, following the acquisition of ECA, assignments concern all of the above-mentioned technical areas, with significant growth in the assessment of low-voltage electrical installations.

In the United Kingdom, assignments concern principally fixed electrical and lifting installations, elevators and pressure equipment.

In the Netherlands, they primarily involve electrical installations, fire safety systems, elevators, pressure equipment and heating equipment.

In the United States, they concern elevators and other personal transportation systems.

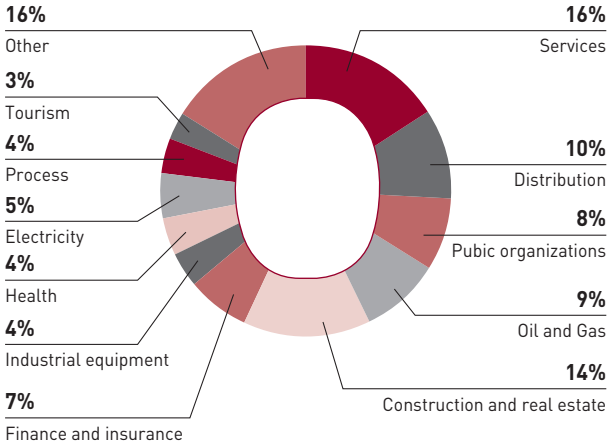
Conformity assessment assignments are carried out during initial inspection visits (before the equipment is put in service) or on a periodic basis (during the equipment's useful life).

As a complement to the principal in-service inspection activities the Group also offers its clients:

- technical support to bring equipment into compliance following regulatory inspections (relating to computer-aided maintenance management systems) and compliance audits; and
- management of conformity for groups of buildings: monitoring of periodic control obligations and corrective actions, development of summary reports and statistics.

A HIGHLY RECURRENT BUSINESS

The Group's client base, shown in the chart below, is diversified and includes companies in a broad range of sectors including services, distribution, construction and real estate and Oil and Gas.



Approximately 70% of the business' revenue in France is considered recurring and corresponds to multi-year contracts and automatically renewed yearly contracts, particularly for regulatory inspections. The proportion of long-term contracts varies by country. It is high in France, the United Kingdom and Spain and more limited in Italy, where the Group's market share is being built up. The higher level of recurring revenue in France is due to (i) market practices, as clients

do not typically change their suppliers; (ii) the number of major clients requesting this service under two- to six-year contracts; and (iii) the Group's reputation on the French market. In addition, clients generally use the business' services for conformity assessment of several technical installations (between two and four, according to the country).

In general, the average size of the business' contracts is relatively low, particularly in Spain (€350), with the maximum average obtained in the United Kingdom (€3,000) and with an average of €1,200 in France. However, contracts with key accounts (multinational companies) can be for greater amounts, from €150,000 to €5 million per contract. Such contracts are typically for more than three years.

For example, the Group has long-term contracts for between three and six years with the following clients: Carrefour, CEA, France Telecom, BNP, RTE, SUEZ and Caisse d'Epargne in France; ENI and SANOFI AVENTIS in Italy; Royal Bank of Scotland, Norwich Union, Tarmac Group and Rolls-Royce in the United Kingdom, Generalidad de Catalogne, ENDESA and Gas Natural in Spain.

All of these activities have held firm in the face of the economic crisis suffered in the main countries where they are carried out, generating organic growth of nearly 3% in 2009.

MARKETS WHOSE DYNAMICS ARE LINKED TO THE REGULATORY ENVIRONMENT AND THE GRADUAL OPENING OF THE MARKETS TO COMPETITION

The Group believes that the market for In-Service Inspection & Verification, which is today mainly a European market, represents more than €7 billion in revenue in Europe. The countries where the IVS business operates have certain common characteristics which determine the level of market activity:

- the regulatory environment (safety in public facilities, local labor codes) is increasingly strict, and criminal liability of managers is increasingly at risk. There is also the harmonization of regulatory requirements in Europe with, for example, the introduction, in Spain, of the obligation to have electrical installations inspected according to the French regulatory model in 2008;
- local regulatory requirements in terms of initial expertise, ongoing training, methodology and IT tools strengthen the trend toward the corporate outsourcing of these activities to companies specialized in inspection;
- governments are reducing their role in regulatory inspections and relying more on accredited or approved companies (Italy, China and Central and Eastern Europe); and
- insurance companies are also reducing their traditional inspection activities prior to issuing damage policies, and are outsourcing these activities to inspection companies.

Market openness varies substantially by country and can be classified as follows:

- markets that are wide open to competition from the private sector (France, Spain, Portugal and Benelux);
- public monopolies which are very gradually opening up to the private sector (China, Russia, Eastern Europe, United States, Turkey, etc.) in certain areas (fire safety equipment for example);
- de facto monopolies dominated by professional or semi-state-owned associations (Germany) or by the inspection subsidiaries of insurance companies which offer combined inspection and insurance services (United Kingdom). The application of European Directives (particularly Services Directive) will soon allow monopoly markets (such as Germany) to open up to market competition through the strengthening of antidiscrimination measures.

A LEADING POSITION IN EUROPE AND A STRATEGY OF GLOBAL GROWTH

A leading position in Europe based on numerous competitive advantages

The Group believes it is one of the leading players on the market for In-Service Inspection & Verification in Europe, with a leading position in France, equivalent with Apave for certain technical installations and ahead of Dekra and Socotec. In the highly fragmented Spanish market, the Group is one of the leading players following the acquisition of ECA. In Italy, the market continues to be controlled by a small number of semi-public entities (ASL and ISPEL). In the United Kingdom, the insurance companies Royal Sun Alliance, Zurich, Allianz and HSB hold approximately 80% of the market, but the Group nevertheless has a strong presence.

The Group believes that it has many advantages which enable it to establish a competitive position on the market for In-Service Inspection & Verification services:

- the Group can provide a global offering both to local clients and international clients (key accounts, multiple-site clients) due to its broad geographical coverage and the diverse technical capabilities of its local teams, allowing it to offer a full range of necessary services; and
- the Group possesses unique technical expertise, based on advanced methodological tools and technologies, in particular: ergonomic reports which identify all essential inspection aspects, embarked information technology tools which provide real-time report delivery, and tools for optimizing inspector planning (rollout of IT tools in France, the United Kingdom, Italy and the Netherlands).

A global growth strategy adapted to each country

The Group's global growth and consolidation strategy in IVS is built around several components:

- consolidating and complementing its European network by obtaining authorizations to operate in the principal countries and through partnerships with leading local players in other countries. In particular, the Group plans to complement its European network with accreditations in the following major markets: fire safety

(United Kingdom, Germany, Scandinavia and Eastern Europe), pressure equipment (Germany and Scandinavia), lifting equipment (Italy, Germany and Eastern Europe) and electrical installations (Germany and Sweden);

- consolidating its position in opening markets through targeted acquisitions to reach critical size (Eastern Europe, Italy, the United States, Scandinavia and the Baltic States);
- reinforcing its portfolio of services to offer a consistent service offering for key international accounts to ensure equal coverage of equipment and facilities safety at all locations; and
- launching new services using the skills of this business (such as monitoring outsourced maintenance).

The strategy is adapted according to the business' targeted geographic zones:

- France: continuing to develop tools to ensure client loyalty (dedicated portals) and improve the profitability of services by rolling out hand-held, web-based tools for inspectors (computerized reports, portable equipment) and simplifying technical methods;
- Spain: strengthening the market leadership position both from a commercial (dense network, comprehensive offering) and technical perspective (optimized production tools, client portal);
- Netherlands: pursuing a policy of targeted acquisitions to extend the services offered across the entire local market and improving returns on services by establishing appropriate computerized tools;
- United Kingdom: developing marketing principally directed toward key accounts, improving returns on services by establishing appropriate computerized tools and establishing new services taking advantage of the Group's network (global multisite services, assistance combining the services of several businesses);
- Italy: consolidating the fragmented market by becoming market leader through a targeted acquisition policy and increasing sales by relying on established regional sales structures;
- Germany: penetrate the monopolistic market held by the TUVs after gaining the necessary accreditations;
- United States: consolidating our position as market leader in the verification of lifts and elevators, extending the service offering to fire safety equipment and heating and ventilation installations; and
- China: benefiting from the opening up of the fire safety equipment market to create a platform covering several Chinese provinces (Beijing and Shanghai).

Important synergies with other Group businesses

The IVS business benefits from important synergies with other Group businesses, particularly the Construction and HSE businesses. For example, in connection with new buildings serviced by the Construction business, In-Service Inspection & Verification services are systematically proposed once the building is put into service. In addition, when a client requests In-Service Inspection & Verification services for its facilities, the Group is well positioned for any necessary HSE inspection or audit, due to the technical information acquired by the Group through the provision of other services.

From January 1, 2010, as part of the plan to reorganize HSE activities (cf. section Health, Safety & Environment in this chapter), HSE's inspection activities are being merged into the IVS business, that is to say controlling and measuring water and gas emissions, checking the exposure of workers to pollutants and the quality of indoor air. This is because these activities are typically recurring activities influenced by the regulatory environment, and are organized according to the operating model of inspections. Commercial synergies are also significant because client decision-makers are the same and they are increasingly demanding a global service including these HSE services and traditional IVS activities.

As a result, 29% of the HSE business revenue in 2009 (€68 million) will be reported into the IVS business.

Means for improving the operating margin

The main profit improvement initiatives taken by the Group in France consist in centralizing planning of inspection visits and optimizing inspector tours, standardizing and simplifying inspection methods and computerizing reports. In 2008, the Group launched a project to renovate all of its IT production tools, covering the area of resources planning and operation management, drawing up reports, management of documents and management of interfaces with customers and partners. The solution for the IVS business should be operational in 2010 and gradually rolled out in key countries by 2011. Growth in productivity is expected to be high and should help to improve the operating margin of the business.

OPERATIONAL ORGANIZATION

The IVS business is organized around key major countries and geographic zones:

- European countries, with priority given to France, Italy, Spain, Portugal, the United Kingdom, Germany, Poland and the Netherlands; and
- Turkey, the United States, Latin America, Australia, the Middle East, China and India.

A central sector department, shared with the Industry & Facilities division's technical department, ensures the operational coordination of the network and provides support to local teams:

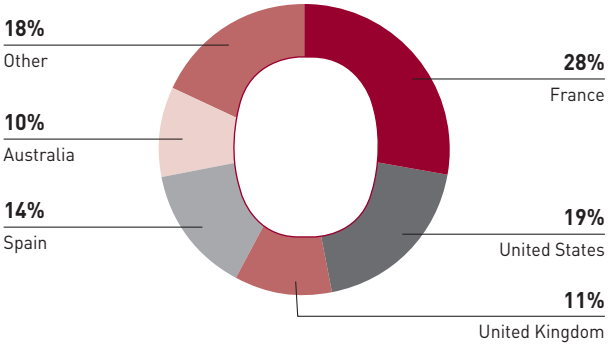
- for obtaining national accreditations and approvals required in each country;
- for maintaining and supervising the technical quality of service (through putting in place methodologies and technological tools, inspector training processes); and
- for re-engineering processes and optimizing production processes.

1.5.4. Health, Safety & Environment

The Health, Safety and Environment (HSE) business involves evaluating, measuring and controlling risks caused by the activities of clients with respect to health and safety and environment, whether these risks are chronic or ongoing risks (pollution of the soil, air and water, health risks, occupational illnesses) or risks of accidents (accidents in the workplace, industrial risks). These activities are broken down into testing, inspection, auditing and technical assistance, on the one hand, and integrated solutions, on the other.

In 2009, the HSE business generated revenue of €232.2 million (9% of the Group's consolidated revenue) and had an adjusted operating margin of 4.3%.

The HSE business' revenue in 2009 by geographic zone is shown below.



SERVICES COVERING THE WHOLE SPECTRUM OF SAFETY, HEALTH AND ENVIRONMENTAL RISKS FACING A DIVERSE RANGE OF CLIENTS

Global services covering the whole spectrum of HSE risks

In a context of increasing numbers of ever more complex regulations relating to health, safety and the environment, companies have to make sure they comply with their legal obligations. They also endeavor to take voluntary steps to control HSE risks, improve their performance and thereby demonstrate the positive contribution they are making to sustainable development.

The HSE business provides its clients with services including monitoring regulations, analyzing risks, auditing compliance and assessing HSE performance, these services covering all sites or subsidiaries in all of the countries where the Group operates. It also helps its main clients draw up their global social responsibility and HSE risk mapping strategies.

The HSE business' service offering cover most of the requirements of its clients using consistent tools and methods based on a worldwide network of experts.

There are two main technical fields in which these services are provided:

- **Environment:** services to control and improve the effects of business activities on the environment, including services for measuring atmospheric or aqueous emissions, evaluating ground pollution and preparing administrative reports (such as impact studies, emissions authorizations, classed facilities and identification-management-elimination of waste). Among these services, the Group has decided to prioritize services to manage industrial risks, help clients find out the energy efficiency of their buildings and industrial processes and reduce greenhouse gas emissions, segments that offer major growth potential; and
- **Health, safety and the environment:** services to protect employee and public health and safety, including support for controlling different pollutants inside buildings, measuring noise levels, identifying and managing toxic and pathogenic materials (asbestos, Legionella, lead), analyzing risks related to industrial processes and offering advice with the aim of reducing accidents in the workplace.

A diversified and balanced portfolio of clients

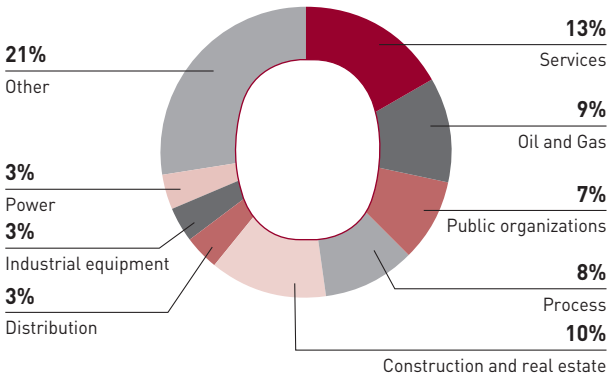
The service offering offered by the HSE business is aimed at a highly diverse client base in terms of both business sector and size.

The clients in this business operate in sectors as varied as real-estate, services, administration, Oil and Gas and power production.

This client base includes large international accounts (GDF-Suez, Sonatrach, Gas Natural, Total, Petrobras, Schindler, Alstom, GE, AREVA, MAN, Atisreal and Kingfisher) and small and medium-sized companies mainly seeking:

- to meet regulatory requirements in terms of health, safety in the workplace and the environment; and
- to introduce, on a voluntary basis, specific large-scale programs or universal standards applicable to all of their subsidiaries.

2009 REVENUE BY BUSINESS SEGMENT



A MARKET UNDERGOING CHANGE, WITH MANY NEW SOURCES OF GROWTH FOLLOWING THE IMPACT OF THE ECONOMIC CRISIS

The worldwide market addressed by the HSE business amounts to between €10 billion and €15 billion (excluding laboratory testing). This market has suffered from the less favorable economic conditions affecting non-regulatory HSE services and those associated with construction or major projects, particularly in the United States. Despite the impact of the economic crisis, upward trends are becoming established and suggest a recovery in the market:

- more opportunities for growth linked to the fact that greater attention is being paid to the management of health and environmental risks;
- growing demand for traditional services offered by Bureau Veritas under global contracts relating to multiple sites and different geographical zones;
- growing demand from industrial sectors, particularly Oil and Gas and power.

More opportunities for growth

At an international level (Kyoto Protocol, Copenhagen Summit), a European level (Regulation 1272/2008 on the classification of chemical substances, EC Directive 2004/35 on environmental liability, etc.) and a national level (laws deriving from the Grenelle Environment Round Table in France, for example), the increase in the number of environmental requirements means that European companies are having to keep a constant eye on the regulations and their impact on their activities and are often turning to outside experts for help. Companies are also increasingly taking voluntary steps to realize and demonstrate their social responsibility and their commitment to sustainable development.

Therefore, to respond to these trends, the Group has developed new lines of services based around:

- **energy and climate change:** demand is growing for both regulatory energy diagnosis studies and voluntary diagnosis studies leading either to the identification and implementation of energy-saving measures or to the measuring of carbon emissions in order to reduce them. New regulations are going to come into force in 2010 with ambitious energy performance targets (the UK's Carbon Reduction Commitment, for example). These services will supplement traditional services of measuring the emissions and energy performance of industrial installations and equipment;
- **chemical risk,** where the service offering extends from providing advice on REACH regulations to taking samples and carrying out tests on the working environment. This is because the REACH (Registration, Evaluation and Authorization of CHemicals) Directive, which came into force in June 2007, requires manufacturers or distributors of products in Europe to trace, identify and register the chemical substances in products distributed in Europe. It aims to offer better protection of individual health and better protection of the environment through more detailed assessment of the risks associated with these substances. The application of these regulations offers new opportunities for the Group, whether in offering advice on the introduction of a policy, specific training or technical assistance in carrying out risk assessments for which manufacturers are now responsible; and
- **the environmental impact of buildings**, by helping to ensure the environmental quality of new buildings or carrying out environmental diagnosis studies on existing buildings based on the Green Rating index. There is very strong demand for Green Building certifications (HQE in France, LEED in the United States, BREEAM in the UK) for new constructions, the market anticipating a significant reduction in the financial value of buildings that perform poorly from an environmental point of view.

Change in traditional HSE services

Although the economic crisis resulted in a fall in the volume of voluntary services, it also accelerated trends that were beginning to take shape beforehand in traditional HSE services, in other words their internationalization and the growth in the significance of the industrial sector (particularly Oil and Gas and power).

This is because the lifelessness of Western markets increased the redeployment of environmental impact and industrial risk studies to emerging countries, particularly in the power and Oil and Gas markets.

International companies are trying to optimize and harmonize their approach to health and safety in the workplace between the various countries in which they operate, with the aim in particular of reducing the costs associated with occupational illnesses and accidents. From this perspective, looking for partners with an international network is a key element. Moreover, these services are moving toward newer concerns such as health integration and behavioral approaches.

At a global level, for advisory services relating to health and safety in the workplace and environmental studies, industry has grown in significance to the detriment of construction, reflecting the impact of the economic crisis on this latter sector. As technical skills in these lines of services are very specific to the market, this trend is leading to more resources being devoted qualitatively and quantitatively to industry.

Finally, through their objectives with respect to the environment and safety in the workplace, companies are primarily trying to ensure compliance with any regulations in force, continuity and operational performance. This naturally increases the significance of regulatory services of compliance, verification or certification, a growth strategy in tune with the market.

A LEADERSHIP POSITION IN A HIGHLY FRAGMENTED AND COMPETITIVE LANDSCAPE

After recent years marked by numerous acquisitions, particularly in the United States, the United Kingdom, Spain, the Netherlands, Denmark, Italy and Australia, 2009 was a year of consolidation. The Group believes that in 2009, it was the fourth largest player in the world in this market in terms of revenue.

The market is highly fragmented and consists of three types of players:

- a dozen large global players (particularly the American companies URS, ERM and Dupont Safety, the British company RPS, the Danish company DNV and the Swiss company SGS), including the Group, which represent approximately 20% of the market;
- large local players, such as the TÜVs in Germany, National Britannia in the United Kingdom, Tetratech in the United States or Coffey in Australia, which represent approximately 20% of the market; and
- small local players which represent more than half of the market.

Bureau Veritas: a position adapted to client needs

In this market and under these difficult economic conditions, the Group has concentrated on solid competitive advantages enabling it to meet the needs of its clients and differentiate itself from the competition:

- it is accredited by numerous public authorities and professional organizations;
- it offers a broad service offering covering all HSE services both for investment phases and for operation phases;
- it has a worldwide network which enables it to respond to contracts requiring support on numerous sites throughout the world; and
- it has developed a high level of technical expertise.

Finally, the Group has decided to reorganize its HSE services in order better to address the Industry and Construction sectors, increasing commercial and technical cross-fertilization.

A strategy of integrating the portfolio of services in tune with the market

The Group carried out a strategic review which led to the organization of HSE services being revised to meet dual commercial and operational objectives. In this context, it decided that HSE activities would now be included in the Industry, In-Service Inspection & Verification and Construction businesses. This reorganization is based around 3 main pillars:

- taking account of the significance of the component sector (oil, manufacturing industry, nuclear, construction, etc.) in the specific nature of the technical skills and the knowledge of industrial processes to be made available to each sector;
- optimizing commercial synergies by allowing the Industry and Construction businesses to offer their international clients global solutions at high added value and to provide a wide service offering to their local clients; and
- applying operational and commercial models tailored to inspection services (pricing, cost base, commercial and production process, customer service) to the family of periodical or regulatory inspection HSE services.

Therefore, from January 1, 2010, 41% of HSE activities will be reported in the Industry business, 29% in the IVS business and 16% in the Construction business.

The services offered by the Industry business will be supplemented by HSE services relating to industrial risks, environmental impact studies, advice on health and safety in the workplace and chemical risks. These areas of responsibility are of strategic importance to industrial operations and projects and, more particularly, in attractive sectors such as power, Oil and Gas and key accounts.

From an operational point of view, the In-Service Inspection & Verification business will logically consolidate HSE inspection activities, that is to say controlling and measuring emissions and checking the exposure of workers to pollutants and the quality of indoor air. This is because, whatever the sector (Industry or Construction), these HSE services are typically recurring activities influenced by the regulatory environment, and are organized according to the operating model of inspections.

The Construction business will receive services providing strong synergies with conventional services in this sector, particularly HSE due diligence, assistance with Green Building certifications or measuring the environmental performance of existing buildings (Green Rating) or energy efficiency. This change should supplement and renew the portfolio of services of this business. The Construction business will also take over HSE activities carried out in the United States, that is to say activities associated with the environment (decontamination, site audits) and safety in the workplace.

Some non core and non profitable activities representing a revenue of about €20 million (8% of the business'revenue) mainly in Spain and Australia have been discontinued or divested.

OPERATIONAL ORGANIZATION

As from January 1, 2010, HSE operations will be included in the Industry, IVS and Construction businesses.

Within the framework of these businesses, countries will be responsible for developing commercial and operational synergies according to the strategy outlined above. Central support will be organized by the central teams of the respective businesses which have expertise in these services enabling them to deal with any strategic and commercial issues.

1.5.5. Construction

The Construction business assesses the conformity of construction projects, such as buildings, civil engineering projects or works of art, with different technical standards of stability, water tightness, safety, comfort and zoning codes. Conformity assessment is performed through review and approval of plans, assignments to establish and monitor project-specific quality organizations during the design stage and inspections, tests and/or product qualifications during the construction stage. The Construction business also offers complementary services such as asset management and technical due-diligence, as well as services linked to the post-construction life of a building (maintenance, adaptation rehabilitation, and demolition) which allow its clients to control the Quality/Safety/Environmental issues of their real estate assets under construction or in service.

The Construction business generated revenue of €429.9 million (16% of the Group's consolidated revenue) in 2009 and had an adjusted operating margin of 9.7%. The Group is a world leader on the market for conformity assessment applied to the field of construction, with key positions in France, the United States, Spain and Japan.

A DIVERSE SERVICE OFFERING COVERING THE ENTIRE LIFECYCLE OF AN ASSET

An extensive service offering covering the entire lifecycle of a construction project

The Group's services allow it to offer a complete response to a comprehensive range of regulatory and contractual construction requirements. Its services consist of assessing the conformity of construction projects, such as buildings, civil engineering projects or works of art, to different technical standards for:

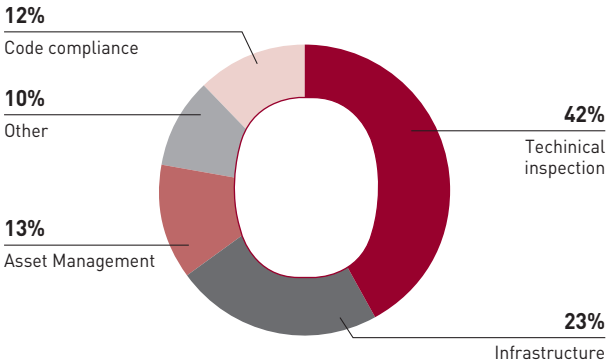
- stability (structural, earthquake, geotechnical);
- water tightness (building exteriors, roofing, basements);
- safety (intrusion, fire and falls);
- comfort (acoustics, temperature, air quality); and
- zoning (compliance with applicable codes).

The Group assists its clients in managing all aspects of their construction projects and provides support for the entire lifecycle of a building, construction project or industrial facility: from design (new projects or rehabilitation), to construction (risks, quality control), through commissioning (conformity clearance, participation in safety committees), use (maintenance, preparing visits) and in some cases sale or purchase transactions.

The services offered by the business can be divided into four main types:

- checking compliance with building codes and certain construction permit technical codes (code compliance);
- compulsory technical inspection of buildings and infrastructures as laid down by the law (of France) or encouraged by insurers and reinsurers (Spain, Italy and Japan);
- inspection, introduction and monitoring of quality plans of large infrastructure projects (ports, railways, roads and hydraulic projects) associated with cost control and planning monitoring contracts; and
- assistance in the technical management of assets and supervising the maintenance of installations in service and contractual diagnoses prior to the purchase or sale of assets (technical due diligence).

2009 REVENUE BY SERVICE CATEGORY



A cyclic character offset by the diversity of opportunities and a rise in the importance of asset management

Generally speaking, the recurring revenue of the Construction business is lower than the Group average, a large proportion of activities being associated with the conception and construction phases of projects.

This cyclic character is partially offset by a stable client base, a diversity of market segments in which the Group operates and the rise in significance of activities relating to existing assets.

This is because the Group is well positioned in public markets (infrastructures, health establishments) that are less sensitive to cycles than private buildings (residential and office buildings) because they depend on government investment policies.

Moreover, the proportion of services relating to assistance with the management of existing assets represented 13% of revenue in 2009 (compared to 10% in 2008). This rise is the result of asset owners' need to maximize the quality and the value of their assets during downturns in the cycle and the ability of Bureau Veritas teams, particularly in France, to adapt to changes in the market (movement of teams toward growth services associated with asset management and Green Building).

The Construction business' main clients include:

- real estate developers;
- large services companies (hotels, leisure facilities, banks, insurance companies, property rental businesses);

- public institutions (such as hospitals and schools, road, rail and maritime infrastructure, etc.);
- real estate investors and managers of major international real-estate portfolios;
- large retail companies; and
- industrial companies moving closer to their markets or migrating production sites (in the automobile, energy and collective services sectors).

A CYCLICAL MARKET BUT A MARKET BENEFITING FROM PRIVATIZATION AND GREATER REGULATION

The Construction business' market, which the Company estimates amounts to over €10 billion on a global level, is composed of domestic and international markets.

The outsourced and privatized part of this market is expanding rapidly owing to the greater tendency toward outsourcing and privatization, with variations existing depending on the country and the regulations in question.

Domestic markets

Domestic markets include services provided to private companies (real estate developers, industrial companies, engineering) and public administrations (national and local administrations). These markets have different types of barriers to entry:

- regulatory barriers: authorizations and accreditations required for certain types of construction;
- recognition barriers: recognition by insurance companies (or re-insurers) of the ability to deliver compliance certificates; and
- personnel qualification barriers: the need to use professionals who are qualified and/or certified by a regulatory authority.

International markets

International markets include services provided to major international players involved in building, acquiring or managing assets in numerous countries. This market consists principally of companies working on behalf of public services, companies managing international service networks (leisure, hotels, insurance, banks, etc.), existing real-estate investors and managers, retail companies and industrial companies that are moving closer to their markets or migrating their production facilities.

Global growth potential due to new regulations and new market requirements

In each of the major markets where the business is present, growth in the market for conformity assessment services depends on:

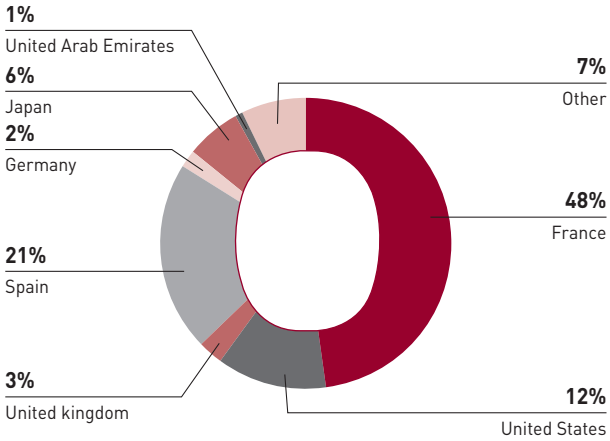
- the construction market for new buildings, particularly the two principal segments of collective housing and offices;
- investment activity and, more generally, the volume of real estate transactions;
- the enactment of new regulations (such as earthquake resistance, asbestos and lead standards);
- the creation of new product labeling creating demand for certification (high environmental quality, energy performance);
- the opening up of the market for infrastructure quality control and monitoring following the rolling back of State services (roads, bridges, dams, etc.);
- the increasing desire among property management companies and industrial and large retail companies to outsource the monitoring and management of the technical and administrative aspects of regulatory compliance for their buildings and facilities; and
- the increasing trend among a number of national and local administrations to delegate to private accredited companies an increasing number of conformity assessment functions for existing buildings or new constructions. This trend has been observed in particular for over five years in Japan, in the Gulf states (Abu Dhabi, Saudi Arabia) and in most of the western and southern states of the United States.

The greater interest shown by builders and managers of real-estate assets in the performance of goods has considerably increased demand for services:

- in the field of energy performance (audits and diagnoses, action plans, energy saving certificates, etc.);
- in indicators recognizing the overall building performance (energy, economic maintenance, sustainable use of utilities, etc.) such as the Green Rating or more institutional labels (LEED, BREAM, etc.); and
- in assisting managers to construct and monitor programs for the harmonizing of their assets.

DIFFERENT MARKET CHARACTERISTICS ACCORDING TO THE GEOGRAPHIC ZONE

2009 REVENUE BY GEOGRAPHICAL AREA



In France, Bureau Veritas operates in the following three market segments:

- the Building Technical Control segment, which covers services for preventing technical problems during construction. This business is subject to the French law No. 78-12 of January 4, 1978 (the Spinetta Law);

- the Health and Safety Protection segment, which provides services for on-site safety coordination during construction: prevention plans and regulatory verifications (scaffolding, cranes, work site facilities, machines) the development of which is underpinned across Europe by a directive; and
- the Asset Management Services segment, which is still fragmented but is experiencing faster growth than the two other segments. This segment includes technical assistance services for construction: safety audits; stability of construction site enclosures; technical assistance to prepare for, or upon completion of, construction; start-up assistance for facilities open to the public; assistance for site management of fire security systems; and support for labeling and certifying projects.

In France, the reduction in the number of new private buildings constructed in 2009, along with the fall in prices, was partially offset by the rise in services assisting management of existing assets.

Bureau Veritas also offers a wide service offering in Spain:

- technical inspection of private buildings, a service required by insurers for new construction projects;
- monitoring of safety management during works;
- inspection, introduction and monitoring of quality plans in major infrastructure projects (ports, railways, roads, hydraulic projects, etc.);
- the Asset Management Services segment, which remains a fragmented market like in France and has experienced sustained growth; and
- construction material testing.

In 2009, the position in the infrastructure market (79% of construction revenue made in Spain in 2009) and the adapting of services to asset management services limited the decline in activity associated with the collapse of the private building market.

The American market is potentially the largest in the world. However, the degree of market openness varies by segment and geographic zone. Bureau Veritas mainly operates in two segments:

- assessing plan compliance with construction codes, a segment that remains mostly under the public control of municipalities and counties. However, outsourcing to private sector companies, which began several years ago (mainly in western and southern states), is still an underlying trend. Opportunities exist not only in residential and commercial real estate, but also in infrastructures (development of the code compliance business for the construction of power plants in California); and
- construction material testing, a market entirely open to private companies.

In 2009, business in the United States continued to suffer from the fall in the number of building permits which particularly affected the construction material testing business.

In Japan, Bureau Veritas mainly operates in:

- the market for assessing plan compliance with zoning and building codes opened to privatization over five years ago;
- the technical inspection of constructions, a major new opportunity for the Group since the introduction of the law on ten-year insurance in 2008.

Despite the contraction of the Japanese real estate market in 2009, the decline in the activity of Bureau Veritas was limited thanks to continued privatization.

The UK business was sold at the end of 2009. It related to the construction materials testing, a highly competitive business that offered little added value to the Group.

The Group also operates to a more limited extent in Germany and Italy, markets that are not very open to foreign competition.

Its expertise in these main industrialized countries has brought Bureau Veritas significant commercial success in emerging countries (Middle East, Africa, China, Chile, India and Eastern Europe).

For example, thanks to the expertise and references acquired in the United States, the Group won outsourcing contracts for the plan approval activities of municipalities in the United Arab Emirates (Abu Dhabi). Similarly, expertise in the infrastructure segment has allowed it to win contracts in Saudi Arabia (high-speed train project) and in South Africa (power plants).

A GLOBAL LEADERSHIP POSITION SUPPORTED BY A GROWTH STRATEGY TARGETED BY COUNTRY AND SEGMENT

A leading position in the construction market

In France, the Group is co-leader in the market with Socotec and ahead of Apave. On the Spanish market, the Group has been one of the leading players since the acquisition of ECA.

In the United States, the Group is the leader in the market for assessing plan compliance with zoning and construction codes. However, it is only a mid-sized player in the construction material testing segment.

In Japan, the Group is second behind NIHON TERI.

Strong competitive advantages

The Group is the only player in the market bringing together:

- a presence in all market segments;
- extensive geographic coverage; and
- a unique international reputation as an independent third party company.

The existence of a worldwide network offers commercial and organizational advantages. From the commercial perspective, the Group can position itself with respect to global players such as hotel and retail groups or the major investment funds focused on acquiring and reselling real estate in all major urban and industrial areas of the world. From an organizational perspective, the Group is

able to develop and specialize technical competence centers offering continental or regional support (capabilities in earthquake and geotechnical matters, energy efficiency and construction material performance).

A growth strategy targeted by country and segment

The Group plans to pursue the following main strategies to reinforce its leadership position:

- develop the Group's presence in all key countries where the technical control activities are being privatized and where regulations are becoming more stringent; this development is aided by recognition by insurers and re-insurers and by the references and know-how built up in the sphere of European regulations;
- consolidate its network of high-level technical capabilities and develop a homogeneous global network sharing common methodologies;
- gain market share and a foothold in new countries thanks to its expertise, references and teams acting in the major rail, road and hydraulic infrastructure market;
- increase the Group's business with key accounts in the hotel, retail and leisure industries; and
- extend the Group's geographic coverage to be able to support major international clients, particularly in Eastern Europe, Asia and the Middle East and Latin America.

In a highly fragmented market, the Group also plans to pursue opportunities for acquisitions which could enable it to accelerate its development along the above-described lines.

Real opportunities for cross-selling with other Group businesses

The Group plans to take advantage of cross-selling opportunities with the IVS business. As an example, in France, all new construction projects controlled by the Construction business receive an offer for in-service activities. The transformation rate is very high, at approximately 90%.

As of January 1, 2010, as part of the reorganization of HSE services (cf. paragraph Health, Safety & Environment in this chapter), the Group decided to integrate into the construction business all HSE services offering strong synergies with markets operated and complementarity with services offered. These are HSE due diligence services, assistance with Green Building certifications, measuring the environmental performance of existing buildings (Green Rating) or improving energy efficiency. Demand for these services is high, the amount of existing real estate to which these services apply is also considerable and the main national or global players are mostly already clients. The Construction business will also take over HSE activities carried out in the United States, that is to say activities associated with the environment (decontamination, site audits) and safety in the workplace.

Means for improving the operating margin

In 2009, in the context of a severe crisis in the real estate market resulting in a fall in volumes, the business was able to maintain a satisfactory margin, nearly 10% of revenue, thanks to the repositioning of the services it offered and to adaptations made in Spain and the United States. Any improvement in the conditions of the real estate market should lead to an increase in the margin level.

OPERATIONAL ORGANIZATION

The Construction business is organized around major countries in Western Europe (France, Spain, Germany and Italy), the United States and Japan.

In addition to this geographic organization, the business has a presence in some countries in Eastern Europe, the Middle East, Africa and Asia, for which the Group's facilities in France serve as technical competence centers.

The decentralized organization uses a central team based in Paris and focused on two specific segments: key accounts (hotel and retail) and major investors requiring technical audits on large portfolios of real estate assets.

Within the matrix structure, a transversal practice and knowledge group was created to allow the business' main geographic entities to:

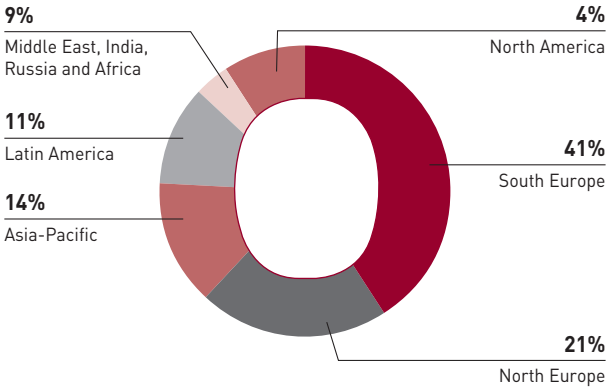
- share best practices, standards and tools;
- make an inventory of and allow for the sharing of high-level technical capabilities;
- prepare technical notes for each country (risks, legal environment, work methodologies); and
- manage major multinational projects for asset management and technical due diligence.

A central organization was created, wholly dedicated to coordinating this set of practices, whilst also making it possible to uncover competent managers in these fields, geographically mobile and able to help the target countries to develop these services while offering relevant advice with regard to the swift establishment of local strategies.

1.5.6. Certification

The Certification business certifies that the quality, safety, health and environment management systems utilized by the Group's clients comply with international standards, usually ISO norms, or national and/or sector standards. In addition, the business offers certification services to large companies that wish to audit and/or certify certain elements of their organization, particularly their suppliers and franchise networks.

The Certification business generated revenue of €289.4 million in 2009 (11% of the Group's consolidated revenue) and had an adjusted operating margin of 19.6%. The Group is the world market leader for certification with key positions in France, Spain, Italy, the Netherlands, Denmark, Sweden, Turkey, Brazil, India, Japan, China and Thailand. The Certification business is present in 78 countries. The Certification business' revenue in 2009 is presented below by geographic zone:



A FULL AND INTEGRATED RANGE OF CUSTOMIZED AUDIT AND CERTIFICATION SERVICES

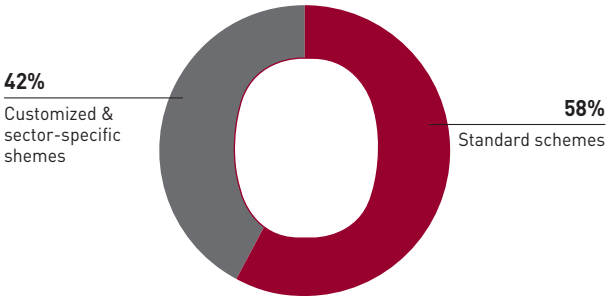
Services covering a broad range of standards based on standard or customized audits

The Certification business offers a full and integrated service offering. Dedicated to assessing and certifying management, product, service and personnel systems, it covers all national and international, general and sector-specific quality, environment, health and safety and social responsibility standards and private reference systems.

This service offering includes:

- conventional management system certification projects based on standard public principles applicable to each market segment: Quality (ISO 9001), Environment (ISO 14001), Health and Safety (OHSAS 18001);
- sector solutions specific to the industrial sector in which the client is operating, in particular in the automotive (ISO TS 16949), aeronautics (AS 9100), rail (IRIS), food (ISO 22000, HACCP management of food health and safety), forestry/wood (FSC/PEFC...) and health industries, etc. In France, it also provides certification services for product labels in the food sector (6% of the business' total revenue), and airworthiness certification services for aircraft operated under the French flag (delegation of powers from the French civil aviation authority - DGAC for management system verification activities, staff qualification, etc.); and
- services dedicated to risk management and management of the supply chain: audits of suppliers and franchises, internal audits, services dedicated to trade security (ISO 28000, TAPA (Transported Asset Protection Association)) and information security (ISO 27000...).

2009 REVENUE BY CERTIFICATION SCHEME



These projects can be carried out according to a reference system drawn up by the customer itself or with Bureau Veritas Certification. These types of services correspond particularly to the needs of large companies.

The Certification business also offers «Sustainable growth and Social responsibility» services specifically adapted to large companies wishing better to incorporate these new factors in their strategy and operations and to increase the credibility of this strategy among participating parties. These services include: sustainable growth report, code of ethics, social responsibility (SA 8000, ISO 26000), greenhouse gases (ISO 14064, Clean Development Mechanism/CDM, Joint Implementation/JI, Emission Trading Scheme/ETS, Voluntary Carbon Standard, Gold standards).

Accredited by the IRCA (International Register of Certificated Auditors), the Certification business offers training in Quality, Environment, Health and Safety, Social Responsibility, Food Safety, Information System Security and business continuity.

The innovative VeriCert system helps increase the added value given to customers by allowing a customized audit to be carried out for each company including risks or key processes identified.

The system is based on a tool that allows the audit to be adapted and focused on the risks specific to the company's business sector and to its organization in order to assess its compliance and performance using a scoring system. This system takes advantage of the international expertise built up by the Certification business in all business sectors and with respect to all certification schemes. It means that dealings with customers can go beyond simple certification. This innovative system has been extremely well

received by customers and is generating real interest. Customers like PSA Finance and Finmeccanica have therefore chosen this system to carry out their internal or external audits.

The Certification business' services thus allow the Group to cover all its clients' needs with a broad range of certification and audit services in the fields of Quality, Health and Safety, Environment and Social Responsibility.

A diversified portfolio of clients

The Certification business' client base, which has close to 100,000 clients, is divided into three categories:

- large international companies like IBM, Nestlé, Areva, Tata Motors, Osram, Bekaert, Bombardier and Barilla. These companies seek external certification of their quality, safety and environment management systems for all their sites all over the world, guaranteeing a standard audit system and integrated management of all operations throughout the world. They may also need specific certification on the basis of standards which they have defined for their franchise networks, resellers, brand carriers or suppliers;
- large national companies like Thai Airways, Omron, Legrand and City of Dallas also seeking certification of their management systems according to standard quality, safety and environment reference systems or according to sector-specific reference systems. By continually improving their procedures and their organization in this way, these companies also aim to achieve higher performance levels. Certification is also a way of improving a company's image; and
- small and medium-sized companies for which certification of their management systems may be a condition of access to their principal markets: export markets, public markets and high-volume markets such as the oil, automobile, aerospace or pharmaceutical industries.

A strong level of recurring revenue

The revenue of the Certification business is recurring as approximately 90% of the contracts are multi-year. Due to the long-term contract portfolio, taking into account the new contracts acquired each year and the growth of the business, the Group considers that it has a strong visibility on 70% of the revenue to be made the following year. Certification services are generally provided on the basis of a three-year cycle, with an initial audit phase during the first year and renewed audits effected through annual or semi-annual supervision visits during the next two years. The certification process is generally renewed by the client for a new cycle at the end of the three-year cycle. The average attrition rate observed for these three-year certification missions is extremely low. It varies by country from 1% to 5%, and generally reflects clients who have ceased their activity, who no longer seek to be active in the markets for which certification was required, or who have grouped together. However, the difficult economic environment in 2009 led to an increase in the attrition rate, particularly in the United States, Spain and Japan. This also forced certain clients to postpone recertification for a few months.

AN ACTIVE MARKET WITH HIGH BARRIERS TO ENTRY

A market that is still growing and offering opportunities

A client's decision to use a certification service reflects a voluntary choice, since no regulation requires certification, but there are various driving factors:

- some countries grant advantages to companies which initiate certification procedures (subsidies, tax reductions); and
- possession of a certificate is often required to participate in public bids and/or to be considered by certain clients.

For small and medium-sized companies, certification represents a competitive advantage, the guarantee of benefitting from professional standards or even a requirement by their clients or parties placing orders.

For large international companies with facilities throughout several countries or continents, certification offers a means to rationalize processes and spread best practices around the world while joining forces in relation to issues and schemes shared throughout the world.

Different growth trends depending on the market segment

The market targeted by the Certification business was estimated by the Group to represent more than €3.3 billion in 2009, and is divided into three principal segments with different growth trends:

- the Quality, Safety and Environment segment represents approximately 65% of the world market for systems certification. It should experience moderate growth during the coming years, mainly sustained by emerging countries. This segment mainly consists of certification services based on ISO 9001, ISO 14001 and OHSAS 18001 standards;
- the specific sector requirements segment represents approximately 25% of the global market. The rapid growth in this segment is down to the greater use of food safety standards, reference systems in the Forestry/Wood sector or reference systems relating to information management security (ISO 27000), as well as more traditional standards such as those for the automotive, aeronautical and rail industries; and
- according to the Group, customized certification services for the specific needs of large multi-site and international companies represent approximately 10% of the market. This segment is also experiencing rapid growth, which should be sustained by the desire of large international companies to adopt sustainable growth and social responsibility approaches and to outsource supervision of their supply chain (suppliers) and distribution chain (distributors, agents, branches or franchises) to reduce economic and financial exposure as well as quality and reputation risk. Finally, the use by these large companies of international certification programs (multisite certification and/or certification

integrated with several standards) gives them a better overview of their operations and enables them to rationalize their processes and introduce measures for ongoing improvement.

These certifications are performed using audit standards and methodologies adapted for each client, its priorities and objectives.

High barriers to entry limit the emergence of new players

The emergence of new players on the certification market is made difficult by high barriers to entry:

- the need to obtain and maintain a portfolio of worldwide accreditations, based on internal rules and procedures validated by accrediting organizations. The Group is accredited by more than 40 national and international certification organizations. Certain accreditations may be utilized on a global basis, for example the UKAS accreditation (United Kingdom) and the ANAB accreditation (United States);
- the desire of all participating parties to maintain the value added by the certification process which results in a tightening of requirements by accreditation bodies;
- the need to own and operate through a network of auditors qualified in different products and having appropriate experience in each industrial sector covered; and
- the need to achieve critical size at local level, since minimal market share is necessary to be profitable in large countries.

A LEADERSHIP POSITION ON THE CERTIFICATION MARKET IN TERMS OF REVENUE

The Group believes that in 2009 it was the leading player, together with some other global players (SGS, DNV, BSI and Lloyd's Register), on a market which is still fragmented, with more than two thirds of the world's certification business being conducted by local and/or small players.

In particular, the Group believes that it is the leading market player in Brazil, the Netherlands, Denmark, Spain, Belgium and Thailand, and that it is the largest company in the sector after the national certification organizations in France, Japan, Turkey, Poland and Russia.

Strong competitive advantages

The Group possesses strong competitive advantages:

- a wide and diverse service offering covering all certification services, offering responses specific to the main business sectors and providing innovative, customized solutions to companies wishing to improve their performance;
- a global network of qualified auditors in the principal geographic zones, which ensures that the Group has critical size on local markets;
- expertise universally acknowledged by over 40 national and international accreditation bodies;
- a «one-stop-shop»: thanks to its very broad range of expertise, Bureau Veritas Certification simplifies the management of the most complex projects (multiple certifications, international issues, etc.);
- high-performance report management tools enabling customers to consult their audit results for all of their sites throughout the world and establish key business indicators such as the number of audits already planned, areas of non-compliance, certificates issued and invoicing;
- a certification mark that is known and recognized all over the world as a symbol of know-how and professionalism, enabling customers to enhance the image of their company and gain the confidence of their customers and partners; and
- numerous synergies with other activities of the Group offering opportunities for cross-selling, collaborative marketing for key accounts (multisite clients with international networks) and sharing back-office functions and marketing tools.

A targeted growth strategy

The Group plans to pursue a growth strategy based on the following principal components:

- concentrating its marketing efforts on key accounts in key industrial sectors (aerospace, automobile, electronic, transportation, Oil and Gas) and on all players in some sectors (agro food, wood-paper-furniture);
- taking opportunities created by the emergence of new certification schemes. In some cases, these new schemes may be linked to the introduction of new (local or international) rules. This is the case, for example, with the certification of bodies using refrigerants, bodies requiring this certification under European regulations on refrigerants if they are to continue trading. In France, Bureau Veritas Certification is the benchmark player for the certification of these bodies (companies and partnerships);
- increasing the penetration of the mass market by taking advantage of business related to ISO 9000, ISO 14000 and OHSAS 18000 standards in areas where the potential for growth remains strong, and assisting customers in their development to meet specific sector needs;
- pursuing a policy of targeted acquisitions in some industrialized countries (United States, Canada, Germany, United Kingdom and Japan) to seek additional coverage in the local market in terms of specific industrial segments or branches; and
- maintaining the profitability of the business at a high level thanks to investment in high-performance information systems for planning by auditors and the production of audit reports that enable economies of scale to be achieved and productivity to be maximized. Performance improvement programs in previous years have led to an improvement in the rate of use of employee auditors (at a level above 75%) and optimization of the split between employee auditors and subcontracted auditors to better respond to production seasonality.

Opportunities for cross-selling with other Group businesses

The Group plans to take advantage of opportunities for cross-selling with other Group businesses, in particular the Consumer Products business (audits of suppliers or production sites of manufacturers and retailers, audits of client services in automobile manufacturing networks, social audits), the Industry and IVS businesses (internal audit programs for international clients seeking to verify that their sites apply internal management systems typically based on a mix of ISO norms and other QHSE requirements), the Marine business (ISO certification of equipment providers at the request of shipyards) and the Government Services business (assisting companies in obtaining customs approval for international trade – Authorized Economic Operator/AEO, Customs Trade Partnership Against Terrorism/C-TPAT, etc.).

OPERATIONAL ORGANIZATION

Within the matrix structure, the business uses a decentralized structure of approximately 70 operational units supported by a central sector department based in Paris. The sector department has four responsibilities: the supervision of major international contracts; the development of new products adapted to new standards or to changes in international standards; the technical direction of the business and the maintenance of all existing accreditations throughout the world; and the launching and supervision of operational performance optimization projects (POP) in all decentralized units.

1.5.7. Consumer Products

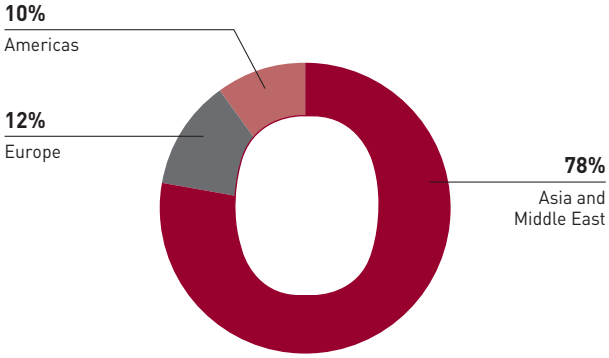
The Consumer Products business provides inspection services, laboratory testing and certification services to retailers and manufacturers of consumer products.

Services are provided throughout the clients' manufacturing and supply chains to ensure that products offered to the market comply with regulatory safety standards or voluntary standards of quality and performance.

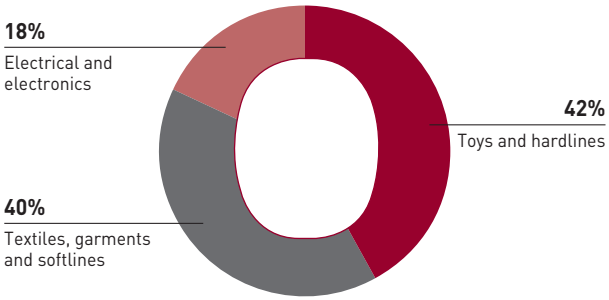
The Consumer Products business generated revenue of €359.1 million in 2009 (14% of the Group's consolidated revenue) and had an adjusted operating margin of 27.5%.

The Consumer Products business' revenue in 2009 is set forth below by geographic zone and category:

2009 REVENUE BY GEOGRAPHICAL AREA



2009 REVENUE BY PRODUCT CATEGORY



A COMPLETE AND COHERENT SERVICE OFFERING COVERING THE ENTIRE CONSUMER PRODUCTS MANUFACTURING AND SUPPLY CHAIN

Services across the entire supply chain

The Group provides inspection services, laboratory testing and product certification, as well as audits of production sites and social responsibility audits.

The principal product categories include toys and juvenile products, textiles and clothing, leather and shoes, furniture, sports and leisure accessories, office equipments and supplies, electric and electronic products (domestic appliances and consumer electronics) and health, beauty and household products.

The Group provides services for the entire supply, manufacturing and distribution chain:

- during the design and development stage of a product: consulting regarding regulations and standards applicable in all countries in the world, assistance for defining a quality assurance program;
- at the sourcing stage for materials and components: inspections and quality control tests for materials and components used in manufacturing the product;
- at the manufacturing stage: inspections and tests to assess regulatory compliance and product performance, as well as compliance of product packaging, factory audits focused on quality systems and social responsibility audits; and
- at the distribution stage: tests and assessment of compliance with specifications, and comparative tests with equivalent products.

A concentrated but loyal client base

The Group provides its services principally to large retailers or branded manufacturers, mainly in the United States but also in Europe, for their Asian sourcing. The Group's business with Asian manufacturers is also growing.

Revenue for the business is traditionally generated by a few dozen key accounts, essentially large American and European groups (large retailers, textiles, mass-consumption products). Key accounts include the American groups Target, Toys R Us, Wal-Mart, Gap, as well as Lidl in Germany, H&M in Sweden and Auchan in France. However, the client portfolio is currently less concentrated than a few years ago. The 20 largest clients represented 38% of the business' revenue in 2009 compared to 49% in 2004. This change reflects the business' commercial efforts, which have lead to winning several new key accounts over the last several years.

There are three types of contractual relationships with clients:

- the Group may be chosen by a client-retailer as exclusive supplier of inspection and testing services. In this situation, all manufacturers who wish to sell their products to the retailer must send their products to the Group's network of inspectors and laboratories;
- the Group may be accredited by a client-retailer as one of two or three companies (generally its major competitors, SGS and Intertek) to provide inspection and testing services. In this situation, manufacturers can choose which company will inspect and test their products; and
- the Group may contract directly with a manufacturer who believes that the Group's reputation assures the manufacturer that inspections and tests carried out by the Group will be accepted by all client-retailers.

None of the three types of contractual relationships is currently predominant. Generally, existing clients are very loyal. Thus, 39 of the 40 business' largest clients in 2001 are still clients.

AN ACTIVE MARKET WITH HIGH BARRIERS TO ENTRY

An active market

The Group believes that the market of the Consumer Products business represents approximately €4 billion (excluding food product testing) and should benefit from the following factors:

- the strengthening of standards and regulations regarding safety, health and environmental protection;
- consumer demands for products that are safer and higher quality;
- the shortening of product life-cycles;
- shorter time-to-market for consumer products;
- the on-going migration of manufacturing facilities to Asia;
- the increasing number of retailers' private labels; and
- the continuing tendency of retailers to outsource quality control and product compliance.

In August of 2008, the Consumer Product Safety Improvement Act (CPSIA) was passed in the U.S. The law dramatically changed the testing and certification landscape for manufacturers, importers, and private labelers. It contains two main components. A General Conformity Certificate or 'GCC' is required for all consumer products that have a rule, ban or standard enforced by the US Consumer Product Safety Commission. In addition, CPSIA mandates third party testing for all children's products, including toys, hardlines and apparel, and sets threshold restrictions on harmful substances such as lead and phthalates. The requirements are phased in over a compliance timeline that began in December 2008. The Group saw a positive impact from CPSIA testing in 2009, especially in the first quarter of 2009 where the Group had to test the inventories of the retailers. Guidance from the Consumer Products Safety Commission (CPSC) during 2009 provided for a one year stay of enforcement for certain products and requirements. The lifting of the stay of enforcement, as well as proposed requirements for supply chain controls may continue to have a positive impact on the third party testing market, although likely not to the level seen in 2009.

In the future, similarly proposed safety directives in Europe and China may also have a positive impact on the third party testing market.

High barriers to entry

The Consumer Products business is present in a market protected by high barriers to entry, of which the most significant are:

- the need to possess a network of laboratories and inspection centers in all exporting countries;
- the need to possess licenses to operate in China; and
- the need to possess a large network of accreditations. For example, the business possesses the following principal accreditations: American Association for Laboratory Accreditation (A2LA), French Accreditation Committee (COFRAC), Hong Kong Laboratory Accreditation Scheme (HOKLAS), IEC System for Conformity testing and Certification of Electrical Equipment (IECEE), National Environmental Laboratory Accreditation Program (NELAP), Singapore Laboratory Accreditation Scheme (SINGLAS), United Kingdom Accreditation Services (UKAS) and the Chinese National Laboratory Accreditation Council (CNLA).

KEY POSITIONS IN CERTAIN MARKET SEGMENTS

A particularly strong presence in the United States

The Group distinguishes itself from competitors by its strong presence in the United States and its deep penetration of the large retailer market in America, which has resulted from the successful integration of two American companies: ACTS, the American leader for testing toys and products for children, acquired in 1998, and MTL, the American leader for testing fabrics and clothes, acquired in 2001.

The Group's solid platform in the United States resulting from these two acquisitions has been consistently reinforced by:

- the effective management of key accounts, often including the presence of responsible Group personnel on-site with their major clients;
- technical experts with established reputation in the different product segments; and
- dedicated information systems and portals for each key account.

Growth in market share in Europe

Business in Europe has grown well over the past few years, ,mainly attributable to Germany which has become an important market and revenue contributor to the Consumer Products business. The Group plans to continue to develop the European market business.

Increased position in analytical testing

The Group's investment in and development of analytical testing has contributed to significant growth in this portion of business. Analytical testing is more sophisticated than physical testing as it requires analysis on the composition of the product itself. The proportion of analytical testing increased from 29% of revenues in 2008 to 37% in 2009. This evolution is principally due to the implementation of the CPSIA that had an impact on analytical testing on toys but also on other categories such as softlines and hardlines.

Key positions recently acquired in electrical and electronic segment

Through the acquisition in 2005 of Curtis-Straus in the United States and ADT in Taiwan, the Consumer Products business acquired key positions on the electrical and electronic products segment. The Group believes that it has become world leader in testing and certification of products incorporating Wifi and Wimax technologies. In 2007, ADT was elected the best laboratory for Wimax technology by the Taiwan Wimax forum. The company further enhanced it's positioning for Wimax in 2008 with additional recognition as a Wimax CB (Certification Body) and validation laboratory, enabling it to offer a one stop service for this testing. In 2009, the Group strengthened its position in the electrical and electronic segment with the acquisition of the assets of SPD in order to leverage its position in Germany and took over the remaining 20% of the French Company Codde (80% acquired in 2008).

On the electrical and electronic products segment, the Group is one of the ten principal world players in a market dominated by Underwriters Laboratories (United States) and Intertek (United Kingdom). The Group believes that it is the principal player on the Toys and Hardlines products (such as home repair tools and equipment, household equipment, etc.) segment ahead of Intertek and SGS, and the second largest player in the "Softlines" products (such as textiles and clothes) segment, behind Intertek.

An ambitious growth strategy

In 2009, the Group saw better than expected revenue growth due to unanticipated CPSIA impact. Group forward, this regulatory testing is not expected to have the same impact. The Group's strategy aims at delivering strong organic growth through the following opportunities:

- by expanding capabilities and coverage for European testing, allowing the Group to reinforce it's client base and optimize it's position relative to the new Toy Safety Directive, scheduled to take effect in 2011;
- by developing testing for new local market segments in China, especially in softlines;
- by expanding into new product lines (Food, Cosmetics) and new geographic markets (Germany, Japan);
- by capitalizing on the capabilities and expertise of the platform for electrical and electronic products, including the development of new markets, regions and the continued integration with other testing capabilities (*e.g.* Toys); and
- by further developing capabilities in the supply chain, knowledge management and corporate social responsibility (CSR) solution areas globally.

The business' strategy is also based on identifying and carrying out complementary acquisitions which provide access either to new product lines or to new geographic markets.

Means for improving productivity

The Consumer Products business' market is highly competitive and major retail clients constantly seek to lower the cost of quality assurance, laboratory testing, inspection and certification services. Faced with such pricing pressure, the business continuously seeks to achieve productivity gains, which will allow it to maintain margins at their current level, or even increase them slightly.

Two major initiatives started end of 2007 and continued to be implemented in 2009:

- the relocation certain testing capabilities from Hong Kong to new sites with lower operating costs in southern China (for textile and toys) at Shenzhen and Panyu; and
- the continuous operations reengineering process to improve productivity and turnaround times.

Opportunities for synergies with other Group businesses

Network and resource synergies with other businesses will be emphasized in the future:

- proposing a complete service offering for our clients in the food sector (safety and supply chain services);
- sharing the worldwide network of auditors with the Certification business particularly with audits of social responsibility; and
- partnering with the Certification and GSIT businesses to develop integrated sustainability offering for retail supply chain.

OPERATIONAL ORGANIZATION

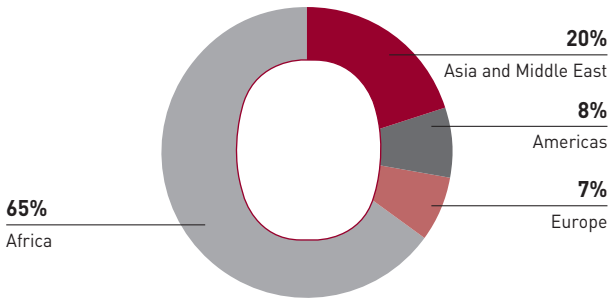
The Consumer Products business runs operational units (laboratories and inspection centers) in 24 countries. In late 2009, the business was reorganized around two strategic platforms: Global Service Delivery and Global Business Development. Program management functions will be removed from the business development process and combined with operations. This will enable both platforms to better meet the needs of clients and to ensure the successful execution of the group's strategic development plan. Geographically, the business will be reorganized into the following regions: Hong Kong, China, South-East Asia, South Asia, Europe and the Americas.

1.5.8. Government Services & International Trade

The GSIT business provides merchandise inspection services (finished products, equipment, commodities) in connection with international trade transactions. These services are targeted at governments (customs authorities), exporters, importers, trade intermediaries, banks, and international organizations managing development aid programs (the European Union, the World Bank and the International Monetary Fund).

The GSIT business generated revenue of €150.1 million in 2009 (6% of the Group's consolidated revenue) and had an adjusted operating margin of 13.2%.

The chart below illustrates the business' revenue in 2009 by geographical area:



SERVICES DIRECTED MAINLY TO THE GOVERNMENTS OF EMERGING COUNTRIES, PARTICULARLY CUSTOMS AUTHORITIES

The GSIT business includes three segments: government services, services related to commodities trading and agricultural products and services related to the international trade and automotive industry supply chain.

Government services

The GSIT business provides governments with a service offering for inspecting and verifying all their import transactions, whether through pre-shipment inspection services and scanner verification or verification of conformity (accounting for 78% of the business' revenue):

- Pre-Shipment Inspection (PSI): contracts for pre-shipment inspection are intended to ensure that import duties and taxes are paid in compliance with applicable regulations. Clients include customs authorities, finance ministries and trade ministries. The contracts have an average duration of one to three years;
- Scanners: contracts for inspection by scanner have the same purposes as PSI contracts and also allow governments to fight illegal imports and terrorism. Clients include customs services,

finance ministries, trade ministries and port or airport authorities. Current scanner concession contracts have a maximum duration of ten years;

- Verification of conformity (VOC): contracts for verification of conformity of imported merchandise are intended to protect consumers and local industry, and prevent unfair competition and imports of fraudulent products that do not comply with required technical, quality and safety standards. Clients include standardization organizations and trade and industry ministries. Verification of conformity contracts are generally for three- to four-year renewable periods;
- SmartLane Risk Management: this risk management solution is based on the vast experience acquired by Bureau Veritas in the field of international trade and on projects set up for customs authorities in a number of countries. *SmartLane* allows the targeting of consignments that are at risk in terms of fraud with respect to prices, quality and quantity of goods declared, customs codification and any other type of measurable fraud;
- Verinet Platform: this service is intended to facilitate and optimize the flow of Import-Export and Transit transactions. It includes an integrated one-stop-shop, a customs computer system and a community interface system and is aimed at port, airport and border installations.

In 2009, the business had contracts with governments (PSI/DI/Xrays) in Africa (Angola, the Ivory Coast, Ghana, Guinea, Republic of Congo, Mali, Benin, Liberia, Chad, Somalia and the Republique Centrafricaine), as well as in Asia-Middle East (Bangladesh, Cambodia, Indonesia and Iran) and Latin America (Ecuador and Mexico), and Verification of Conformity Programs (Algeria, Saudi Arabia, Egypt, Ecuador, Iran, Kuwait, Lebanon, Russia and Yemen).

Commodities services

These services offer an independent inspection by a third party to provide guarantees as to the quality and the quantity of product shipments, as well as conformity to product specifications.

Clients are producers, importers, exporters and dealers in oil, ore and other commodities, grains, rice, coffee, cocoa and other agricultural products.

Automotive services and Logistical Chain Security

Automotive services cover mainly:

- inspection services of used vehicles imported or in circulation (periodic technical control based on ten- to twenty-year contracts or concessions). Clients include customs authorities and ministries of transportation;
- inspection of damage to vehicles: this business covers investigation of vehicle damage by visual inspection of new vehicles throughout the logistical chain to identify responsible parties. Clients include major automotive groups;
- vehicle stock control services: the Group assists automotive groups to better control stocks of vehicles at dealers. This business includes updating stocks in real time. Clients include automotive groups and/or organizations financing dealer stocks;
- Container Tracking Services and the securing of transit corridors in order to limit risks of loss of fees and duties by the authorities; and
- Economic Operator Conformity Services under European customs regulations (AEO: Authorized Economic Operator).

DIFFERENT MARKET DYNAMICS IN DIFFERENT SEGMENTS

The Company estimates that the government services and commodities market is worth more than €4 billion (excluding technical controls of vehicles in service), of which approximately €500 million for government services.

Government services: different growth according to market segment

The increase in international trade since 1980 has generated a large and growing need for trade inspections and verification.

For example, the World Health Organization estimates that 10% of all medicines are counterfeit, and that the percentage may be as high as 60% in developing countries. The terrorist attacks of September 11, 2001, and the creation in the United States of the Department of Homeland Security are the source of new regulations, such as the Container Security Initiative and the International Ship and Port Securities (ISPS) Code, which create increased need for monitoring commercial transactions.

The traditional government services business is the provision of pre-shipment inspection (PSI) services. Due to new liberalization rules issued by the World Trade Organization and the reduction in customs duties in most countries, traditional PSI control appears less strategic for the countries concerned. The Group believes that this market should not increase in the coming years.

On the other hand, the market for scanner inspection of in-coming containers should experience rapid growth, as should verification of conformity (VOC) programs. However, these two business areas require substantial investment: several million euros for a scanner or VOC laboratory.

As part of its development in this type of activity, Bureau Veritas has been issuing compliance certificates for imported products since March 2009. These certificates are required under the new import regulations issued by Bank of Algeria note No. 16/DGC/2009.

Commodities: still a relatively weak presence

The Commodities service segment has two principal areas of business: agro food and oil. The Group's presence in this market is still relatively limited compared to its main competitors.

Even though the Group's presence is still limited compared to its main competitors, 2009 was marked by a desire to penetrate new agricultural markets (India and Russia) and the establishment of 11 new laboratories (sugar, grain, soybeans and rice). Regional synergies in countries of the Black Sea, Central Europe and the Middle East have enabled the Group to expand its capacity and increase its market share.

Automotive: an up-and-coming sector

This service segment has two principal areas of business: on the one hand, the inspection of new vehicles throughout the logistical chain from the manufacturing plant to the dealer, to check the state of vehicles when responsibility is transferred from one party to the next.

The second sub-segment concerns the periodic inspection of vehicles: the GSIT business has participated in calls for tender in target markets in developing and developed countries: in 2009, the business won a contract in Senegal for a vehicle technical inspection station in Dakar.

Logistical Chain Safety: potential yet to be realized

This very recent business is still suffering from the rather vague definition of European regulations by each Member State but could generate a not insignificant volume of inspections.

SOLID COMPETITIVE ADVANTAGES SUPPORTING A MARKET STRATEGY DESIGNED FOR A COMPETITIVE ENVIRONMENT

Solid competitive advantages

The Group believes that its main competitive advantages for its growth strategy are:

- recognized know-how and expertise on the market for more than 20 years;
- a strong ability to rapidly put in place new programs throughout the world;
- strong synergies with other businesses in the Group, particularly the Industry business (revenue synergies in the Oil and Gas sectors) and the Consumer Products business. These two businesses offer to the same clients (oil groups, distributors) services for testing their products (oil, consumer products) and inspecting and certifying their production, storage and distribution facilities. There are also important synergies with the Consumer Products business' global network of testing laboratories in connection with contracts for verification of conformity (VOC); and
- a dense network of inspectors, laboratories and test centers, allowing a reduction in costs and project completion time.

In 2009, the Group was one of four main players worldwide in the government services sector and had a niche position in the Commodities sector.

The Group's main competitors are the Swiss companies SGS and Cotecna and the British company Intertek. On the Government Services market, market share at the global level is relatively equal, with SGS and the Group leading in the principal segment of PSI contracts. On the commodities inspection and testing market, SGS and Intertek have a dominant position, ahead of more specialized companies like Saybolt (oil) and Control Union (agricultural products), and the Group has only a niche position. On the automotive services market, there are many important players, such as the German TÜV and Dekra, the Spanish Applus and the Swiss SGS, with the Group holding only a very marginal position.

A targeted growth strategy

To ensure the future growth of the GSIT business and strengthen its position on a highly competitive market, the Group has launched several initiatives:

- strengthening of commercial and operational teams (laboratories);
- concentrating marketing efforts on non-governmental services to reduce dependence on government services;
- creating a Products department responsible for the development and finalization of new services;
- developing inspection and laboratory networks for Commodities (grain, sugar, soybeans) and automotive services by taking advantage of the existing network (in the Middle East, Africa, China, India, Australia and Latin America) or relations with local governments; this development is accompanied by a policy of targeted acquisitions; and
- looking for commercial and operational synergies with the Group's network, particularly in the Middle East, Russia, India, China and Latin America.

Initiatives to improve the cost structure

To offset the anticipated decline in revenue from the PSI activity, the GSIT business has continuously reviewed its organization and processes over the past five years, which has enabled it to consolidate its network of Centers of Relations with Exporters (CREs). The number of CREs has progressively been reduced from 30 in 2002 to four since 2007. The resulting significant gains in productivity allowed the business to maintain its adjusted operating margin targets of 13% despite the costs of starting new contracts in Algeria and Indonesia and installing scanners in Mali.

OPERATIONAL ORGANIZATION

The GSIT business is present in approximately 700 inspection sites in the world, grouped together in 65 operational units. The Government Services business is carried out through Regional Centers (RCs), inspection centers associated with the RCs and liaison offices based in countries which have entered into an agreement with the government. Liaison offices issue all import certificates locally. The commodities inspection business operates through inspection centers in the producer countries.

At the central level, the business possesses four departments based in Paris: a commercial department, which manages all major bids for government contracts; an operations department, which controls and supervises operating units and possesses the resources needed to create and start up liaison offices in every new country where a government contract is entered into; an International Trade department in charge of developing Commodity, Automobile and "General Trade" product lines; and a New Products department in charge of strategy and adapting existing services to market requirements.

1.6. Accreditations, approvals and authorizations

To carry out its business, the Group has numerous licenses to operate ("Authorizations") which vary depending on the country or business concerned: accreditations, approvals, delegated authority, official recognition, certifications or listings. The Authorizations may be issued by national governments, public or private authorities, and national or international organizations.

Marine business

The Group, as a classification society, is a certified member of the International Association of Classification Societies (IACS), which brings together the ten largest international classification societies. At the European level, Bureau Veritas is a "recognized body" under the European Directive concerning classification societies and a "notified body" under the European Directive concerning marine equipment. Finally, Bureau Veritas currently holds 150 delegations of authority on behalf of national maritime authorities.

Industry & Facilities division

The Group has more than 150 accreditations issued by numerous national and international accreditation organizations, including COFRAC in France, ENAC in Spain, UKAS and IRCA in the United Kingdom, ANAB in the United States, JASANZ in Australia and New Zealand, INMETRO in Brazil, SINCERT in Italy, TGA in Germany, and RVA in the Netherlands. These accreditations cover both its certification activities and its inspection and testing activities. They are regularly renewed, with the exception of two which were temporarily suspended in 2009 (for certification in Spain and inspection in the United Kingdom). In addition, the Group is a notified body under European directives and holds more than 300 approvals, certifications, official acknowledgements and authorizations. The principal international approvals concern buildings, pressure equipment, lifting equipment, electric installations, equipment for the transportation of hazardous materials, building materials, agro food products and environmental measures.

Government Services & International Trade business

The Group is a member of the International Federation of Inspection Agencies (IFIA), which brings together the principal international inspection companies. For government contracts, Authorizations to conduct business are issued as delegations or concessions granted by national governments in contracts entered into with the government authorities.

On January 1, 2010, the business was working with 37 national delegations.

PSI (Pre-Shipment Inspection) and VOC (Verification of Conformity) activities are ISO 17020 accredited by the United Kingdom Accreditation Service (UKAS) for their entire global network.

The business is accredited by the International Motor Vehicle Inspection Committee (CITA) for its vehicle inspection activities.

Depending on the products inspected, agro food operations are accredited by the following: Federation of Oils, Seeds and Fats Associations (FOSFA), Grain & Feed Trade Association (GAFTA), Sugar Association of London (SAL).

Consumer Products business

The Group holds the following principal accreditations: American Association for Laboratory Accreditation (A2LA), COFRAC Hong Kong Laboratory Accreditation Scheme (HOKLAS), IEC System for Conformity testing and Certification of Electrical Equipment (IECEE), National Environmental Laboratory Accreditation Program (NELAP), Singapore Laboratory Accreditation Scheme (SINGLAS), United Kingdom Accreditation Services (UKAS), Chinese National Laboratory Accreditation Council (CNAS) Consumer Products. In addition, the Group's laboratories have accreditations in 20 countries issued by recognized organizations such as HOKLAS, A2LA, UKAS and COFRAC. Finally, the Group is a notified body under European directives concerning electric products and toys.

Each of the Group's businesses has established an organization dedicated to managing and monitoring on a centralized basis Authorizations subject to regular audits by the authorities concerned.

Obtaining, renewing and maintaining Authorizations must be justified by qualitative and quantitative criteria concerning the independence, impartiality and professional capabilities of the beneficiary of the Authorization, such as experience in the field concerned over a certain length of time, the existence of trained and qualified technical personnel, and an internal quality control system conforming to applicable requirements, such as the EN 4005 standard for inspection companies.

1.7. Information and management systems

The Group's information systems department is responsible for:

- determining the Group's technology architecture by defining the standards for software application development and network infrastructure applicable to all businesses and geographic zones;
- selecting, adapting, deploying and maintaining integrated corporate applications used in all operational units (messages, ERP, finance, client management, human resources and production systems);
- guaranteeing the availability and security of all applications used by the Group; and
- managing the Group's global relationship with its principal suppliers of equipment, software applications and telecommunications services.

The department is based in Paris and has three Continental Shared Services Centers: in Nantes for the Europe – Africa – Middle East zone, in Hong Kong for the Asia – Pacific zone and in Buffalo, New York for the Americas zone. The shared service centers manage the infrastructure for the global network and provide different support services through helpdesks to their respective continents.

In 2008, the Group launched a project to renovate all of its production information systems, covering the area of resources planning and operation management, drawing up reports, management of documents and management of BtoB interactions with customers and partners. This project relies on using market leader software configured to meet the needs of the units. The implementation program will take 3 years.

2009 saw this program implemented as planned, with, for Certification, Brazil, the UK, Spain and Japan; for Industry, China; for Construction, the USA; and, for Laboratories, Australia.

In 2010, the plan is for large-scale implementation in all major countries for the Certification business, in Spain and the United Kingdom for the IVS business and in Brazil and the United States for the Industry business.

The implementation of these new systems should be complete by the end of 2011.

These solutions should lead to an immediate benefit in terms of margin improvement of the businesses concerned.

In 2009, the total expenses for the Group's information systems (excluding capex) represented 3.5% of the Group's consolidated revenue. About 70% of these expenses were allocated to infrastructure (servers, telecommunication networks and workstations) and the other 30% to the maintenance and development of applications.

The Group's policy is to continue dedicating at least an equivalent percentage of its revenue to information systems while seeking to reduce the portion dedicated to infrastructure costs and increasing the portion dedicated to maintenance costs and applications development.

1.8. Risk factors

Investors are advised to carefully read the risks described in this chapter, as well as the other information contained in this registration document. The risks described below are, as of the date of this registration document, the main risks which the Group believes could have, should they occur, a significant adverse effect on the Group, its business, financial condition, results of operations or future growth. The occurrence of one or more of these risks could result in a decrease in the value of the Company's shares, and investors could lose all or a part of their investment.

1.8.1. Risks relating to the Group's operations and activities

RISKS RELATED TO MACROECONOMIC DEVELOPMENTS

The Group is present in more than 140 countries through a network of over 900 offices and laboratories. Through its eight global businesses (Marine; Industry; In-Service Inspection & Verification; Health, Safety & Environment; Construction; Certification; Consumer Products; and Government Services & International Trade), the Group offers its clients services in numerous sectors of the economy. While the Group is able, to some extent, to protect itself against different economic cycles, its business could also be affected by developments in the macroeconomic environment, and particularly by changes in world trade and the level of investment and consumption. The Group's business could also be affected by changes in economic policies affecting its clients. Demand for the Group's services, the price and the margin which the Group is able to achieve are directly related to the level of its clients' business activity, which itself can be affected by developments in macroeconomic conditions.

In addition, developments in certain sectors of the world economy can have a significant impact on certain of the Group's eight global businesses. In particular, developments in international trade could impact the Marine business and the GSIT business, developments in investments in the energy and mining sector could impact the Industry business, developments in household consumption could impact the Consumer Products business and developments in new building construction in the industrialized countries could impact the Construction business.

Developments in the macroeconomic environment, and the economic slowdown now affecting a number of markets where the Group currently operates, could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE GROUP'S COMPETITIVE ENVIRONMENT

The markets in which the Group is present are subject to intense competition, which could increase in the future.

The Group's principal competitors, SGS (Switzerland), Intertek (United Kingdom), DNV (Norway) and the TÜVs (Germany), operate at the national or global level in one or more of the Group's markets and may, given their size, possess financial, commercial, technical or human resources greater than those of the Group. Competitors may in the future adopt aggressive pricing policies, diversify their service offering or develop increased synergies within their range of service offerings. They may develop long-term strategic or contractual relationships with current or potential clients in markets where the Group is present or seeking to develop its business, or even acquire companies or assets representing potential targets for the Group. The Group could thus lose market share, or its profitability may be affected, if it cannot offer prices, services or a quality of service at least comparable to those offered by its competitors, or if it does not take advantage of new commercial opportunities. The intensification of competition in the Group's markets could therefore result in decreased revenue, a loss of market share and/or a decline in profitability, and could thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

In addition, in certain of the Group's markets, such as the Industry, IVS, HSE, Construction and Certification markets, which are currently highly fragmented, there is a trend toward industry consolidation to create major international groups. Over time, if the Group does not consolidate in these markets, its ability to reach its objectives may be affected. By increasing competition (creating, for example, additional price pressure and greater competition in open bidding), the trend toward consolidation could impact the Group's business and thus its ability to maintain and increase its market share.

RISKS RELATED TO INCREASED PERSONNEL COSTS AND A SHORTAGE OF LABOR

In the conformity assessment and certification services sector, the personnel involved includes principally qualified technicians who are frequently highly sought after in the market for their specialized knowledge (particularly in the oil, gas and construction sectors). The Group's continued success depends to a large extent on its ability to attract, motivate and/or retain qualified personnel with the requisite capabilities and experience. The Group is also exposed to the risk that its clients or competitors may offer attractive employment opportunities to its employees upon conclusion of particularly successful projects. If the Group is not able to attract, motivate and/or retain enough qualified personnel to satisfy its clients' requests and respond to changes in both their needs and technological developments, the Group's business, financial condition, results of operations or future growth may be seriously adversely affected.

In 2009, personnel expenses represented 50.5% of total revenue. The Group may not be able to pass on through, either immediately or in the long-term, any salary increases it may be required to grant employees. The Group may experience particular difficulties passing on salary increases in the event of a substantial change in labor regulations or labor market tensions in the principal countries or sectors where it operates. As a result, an increase in salary expenses could impact the Group's operating margins and have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE DEPARTURE OF KEY PERSONNEL

The Group's key personnel, namely the members of the Executive Committee, have worked an average of over 12 years for the Group and, as a result, have an excellent understanding of the Group's business and, more generally, the industry as a whole. The departure of one of the key personnel could, therefore, lead to a loss of know-how and knowledge of the Company and its business and may, in some cases, enable the Group's competitors and clients to obtain sensitive information. The loss of key personnel could also have a negative effect on the Group's ability to retain its most important clients, pursue the development of its services or carry out its growth strategy. The Group's success depends in part on maintaining the loyalty of its senior management and other key employees, and on its ability to continue to attract, motivate and retain highly qualified personnel. If the Group does not succeed in retaining its key personnel, its business, financial condition, results of operations or future growth could be seriously adversely affected.

RISKS RELATED TO THE NON-RENEWAL, SUSPENSION OR LOSS OF CERTAIN AUTHORIZATIONS

A significant part of the Group's business is subject to obtaining accreditations, approvals, permits, delegated authority, official recognition and, more generally, authorizations ("Authorizations") at the local, regional or global levels, which are issued by public authorities or professional organizations following investigations which are often long and complex. Certain Authorizations are granted for limited periods of time and are subject to periodic renewal by the authority concerned. In addition, for certain businesses, particularly for the Marine and GSIT businesses, the Group must be a member of certain professional organizations to be eligible for certain projects.

Although the Group monitors closely the quality of services performed under the Authorizations, as well as the renewal and maintenance of its portfolio of Authorizations, any failure to meet its professional responsibilities, or real or perceived conflicts of interest, could lead the Group to lose, either temporarily or on a permanent basis, one or more of its Authorizations. In addition, a public authority or professional organization which has granted one or more Authorizations to the Group could decide unilaterally to withdraw such Authorizations.

The non-renewal, suspension or loss of certain of these Authorizations, or of membership in certain professional organizations, could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO ACQUISITIONS

The Group's growth strategy is largely based on the acquisition of local players providing access to new markets and/or creating synergies with the Group's existing business. The Group may not be able to identify appropriate targets, complete the acquisitions on satisfactory terms, particularly as to price, or efficiently integrate the acquired companies or activities and achieve the anticipated benefits in terms of cost and synergies. In addition, the Group may not be able to obtain financing for acquisitions on favorable terms, and it may thus decide to finance the acquisitions with cash which could have been allocated to other purposes in connection with the Group's existing business. In addition, in the event of significant acquisitions, the Group may be required to rely on external sources of financing, including the capital markets.

The Group may also encounter difficulties and/or experience delays in integrating acquired companies, including the possible loss of clients; possible incompatibilities between systems and procedures (particularly accounting systems and controls) or corporate policies and cultures; a reduction in management attention paid to daily matters; the loss of personnel, particularly senior management; and the assumption of liabilities or costs, particularly material non-insured litigation.

Finally, the Group's competitors, as well as financial investors, particularly investment funds, could acquire companies or assets representing potential targets for the Group, or could cause acquisitions sought by the Group to be more difficult or expensive.

If the Group does not succeed in pursuing an active and competitive acquisition policy in comparison with other actors on the market, its ability to reach its growth objectives for revenue and develop or maintain market share could be affected, which could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS OF SENSITIVITY OF NET PROFIT AND EQUITY

A significant proportion of the company's assets are made up of intangible assets and goodwill resulting from business combinations. Their value essentially depends on the future operating profit of the companies acquired and the discount rates used, which are themselves based on the current and future economic and financial environment. Any changes in the assumptions underpinning their valuation could lead to some of the Group's assets to fall in value in the future, which would reduce the attributable net profit of the Group and its equity. Such a reevaluation would be irreversible according to existing IFRS standards. However, it would not affect the cash flow for the period.

FINANCIAL, ECONOMIC AND POLITICAL RISKS AFFECTING THE GROUP'S MARKETS

Because of the variety and number of facilities maintained by the Group in more than 140 countries throughout the world, the Group's businesses may be affected by numerous external risk factors, including:

- fluctuations in exchange rates, particularly the exchange rates between the euro and the US dollar, the Hong Kong dollar, the pound sterling and Australian dollar, and currency devaluations;
- restrictions on capital transfers;
- changes in tax regimes, including regulations on price transfer and withholding on transfers and other payments made by the Group's entities;
- the lengthening of payment cycles for client receivables and collection difficulties;
- inflation, the possibility of recession and instability in financial markets;
- increasing interest rates;
- natural catastrophes which could disrupt the Group's or its clients' businesses; and
- political instability and the risk of terrorism and war.

The Group cannot ensure that it will be able to develop and apply procedures, policies and practices which will allow it to anticipate and control these risks or manage them effectively. If it does not succeed, the Group's business, financial condition, results of operations or future growth may be adversely affected.

RISKS RELATED SPECIFICALLY TO THE GOVERNMENT SERVICES & INTERNATIONAL TRADE BUSINESS

The GSIT business, and in particular inspection and verification services for import transactions, involves a relatively limited number of contracts with governments or governmental agencies. As of the date of this registration document, the Group was party to 14 government contracts, most of which involved services for African and Asian countries. These contracts are generally for a period of one to three years, and most of them may be unilaterally terminated at the discretion of the authority concerned and with short notice. They are also subject to the uncertainties inherent in conducting business in developing countries, some of which have been or could be subject to political instability. The cancellation or non-renewal of a significant number of these contracts could have a significant adverse effect on the Group's business, financial condition, results of operation or future growth.

In addition, when servicing contracts with governments or governmental agencies, the Group may also face difficulties in collection which may be complex to resolve. Non-payment, or late or partial payment, of significant amounts due under these contracts could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

REPUTATIONAL RISK

The continued success of the Group depends on its ability to maintain its reputation for professionalism, integrity and independence. Although the Group closely monitors the quality of its services, it cannot guarantee that it will be able to defend itself against damage to its reputation which could result from an accident, disaster, conflict of interest or litigation giving rise to substantial media coverage, particularly if such publicity suggests substantial failures, real or alleged, by the Group in meeting its responsibilities. Such events could significantly damage the Group's reputation, thereby affecting its ability to maintain client confidence and attract new clients, and could thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISK OF ETHICAL VIOLATIONS

Although the Group places a priority on respecting strict ethical values in conducting its business, as demonstrated by the Group's Code of Ethics (see Chapter 2 – Corporate governance of this registration document), the risk of isolated acts in violation of the Group's values and principles by Group personnel cannot be excluded. Such acts may lead potential plaintiffs to claim that Group employees, management or companies are responsible. Such circumstances could affect the Group's reputation and thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE STATUS OF LISTED COMPANIES

The Company's increased media exposure together with all the information published as part of the initial public offering process could contribute to increasing exposure to the risks set out above (image, reputational, ethical risks).

The listing of shares on a regulated market and offering them to the public is also a risk to the Company that could lead to the civil liability of the legal entity or its directors being claimed in the financial communication of earnings and management operations.

These risks may have repercussions on the stock price and are likely to have a negative impact on the Group's business, financial condition, results of operations or future growth.

RISKS RELATED TO THE GROUP'S SHAREHOLDER BASE

The Company's principal shareholder, the Wendel group, continues to hold the majority of the Company's capital and voting rights. As a result, Wendel could have a significant influence on the Group's strategic decisions, and/or cause the adoption or rejection of any resolution submitted for Company shareholder approval at an Ordinary or Extraordinary Shareholders' Meeting, including: the appointment of members of the Board of Directors, the approval of annual financial statements and the distribution of dividends, authorizations for capital increases, mergers or asset transfers, or any other decision requiring the approval of the Company's shareholders.

In addition, Wendel may find itself in a position where its own interests and those of the Group or other shareholders are in conflict.

1.8.2. Legal risks

RISKS RELATED TO LITIGATION OR PRE-LITIGATION PROCEEDINGS TO WHICH THE GROUP IS A PARTY

In the normal course of business, the Group is involved with respect to some of its activities in a large number of litigation or pre-litigation proceedings seeking to establish the Group's professional liability in connection with services provided. Although the Group pays careful attention to controlling risks and the quality of services provided, some services may give rise to claims and result in adverse financial judgments, particularly in connection with the Construction business in France. In France, there is a high and recurring claim rate due to the Spinetta Law of January 4, 1978, which establishes a presumption of responsibility and joint (in solidum) liability for technical controllers. The Group's other businesses are not subject to a presumption of responsibility, and the litigations to which the Group is a party are proportionately fewer, as regards the number of services provided, than for the Construction business in France.

The different litigations involving the Group could give rise to significant claims. They could also result in criminal liability for the person or the entity involved and/or have a significant negative effect on the Group's reputation and image (see paragraph Procedures, government, administrative, legal and arbitration investigations of Chapter 7 – Additional information).

In professional liability litigation, there may be a substantial delay between the provision of services and the making of a related claim. In addition, claims notified to the Group may, at the outset, be substantial, but the portion of the claim eventually attributed to the Group cannot generally be clearly determined when proceedings are commenced. In the past, judgments adverse to the Group in major cases have generally been for amounts significantly lower than those initially claimed.

In the future, new claims made against the Group may lead to a substantial liability for the Group and thus have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

A detailed description of significant litigation proceedings to which the Group is party is provided in paragraph Legal, administrative, government and arbitration procedures and investigations of Chapter 7 – Additional information of this Registration Document.

RISKS RELATED TO THE GROUP'S INSURANCE COVERAGE

The Group seeks to adequately insure itself against all financial consequences of claims asserting professional civil liability. However, there can be no guarantee that all claims made against the Group or all losses suffered are or will be effectively covered by its insurance, nor that the policies in place will always be sufficient to cover all costs and financial awards it may be required to pay as a result. In the event of claims which are not covered or which significantly exceed the insurance policy coverage, or if insurance companies demand reimbursement, the costs and financial judgments against the Group could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

Insurance premiums paid by the Group over the last five years, as well as the terms of coverage, have remained relatively stable and comparable overall for the Group. However, the insurance market could evolve in a manner unfavorable to the Group, generating an increase in premiums or making it impossible or much more expensive to obtain adequate insurance coverage. These factors could result in a substantial increase in insurance costs, or possibly cause the Group to withdraw from certain markets, which could have a significant adverse effect on the Group's business, financial condition, results of operations or future growth.

A detailed description of Insurance is provided in paragraph Insurance of this chapter.

RISKS RELATED TO REGULATIONS AND CHANGES IN REGULATIONS

The Group conducts its business in a heavily regulated environment, with regulations differing, sometimes substantially, from one country to another.

Regulations applicable to the Group's businesses may change either favorably or unfavorably for the Group. The strengthening or enforcement of regulations, while in some cases creating new business opportunities, may also create operating conditions that increase the Group's operating costs, limit its business areas (for example, in connection with real or alleged conflicts of interests) or more generally slow the Group's development.

Important changes in law or jurisprudence applicable to the Group's businesses in the principal countries where it operates may lead to frequent, or even systematic, claims against the professional liability of employees, the Company or its subsidiaries. The Group could become subject to multiple litigations and may be required to pay substantial damages and interest, which may not be covered by insurance, despite the fact that the Group provided services in the jurisdiction prior to any regulatory changes. In extreme cases, such changes in the regulatory environment could lead the Group to exit certain markets where it considers the regulation to be overly burdensome.

In general, the Group cannot guarantee that rapid and/or important changes in current regulations will not in the future have a significant adverse effect on its business, financial condition, results of operations or future growth.

RISKS RELATED TO RIGOROUS LABOR LAWS IN CERTAIN COUNTRIES WHERE THE GROUP CONDUCTS BUSINESS

Labor laws applicable to the Group's business in certain countries, particularly in Europe and Asia, are relatively rigorous. In numerous cases, labor laws provide for the strong protection of employee interests. In addition, in certain countries, the Group's employees are members of unions or, based on applicable regulations, represented within the company by an employee committee. In many cases, the Group must consult with and request the consent or opinion of union representatives or employee committees in managing its business. These labor laws and consultative procedures with unions or employee committees could limit the Group's flexibility with respect to employment policy and its ability to respond to market changes.

In addition, because the Group's employees in certain countries benefit from similar collective conventions or agreements (all full-time employees at the date of this registration document), the Group may not be able to negotiate collective agreements on acceptable terms, and actions undertaken by employees could disrupt the Group's business. In the event of a strike, work-stoppage or work-slowdown by the Group's employees, the Group may experience substantial business disruption which could have a significant adverse effect on its business, financial condition, results of operations or future growth.

1.8.3. Financial and market risks

RISKS RELATED TO THE GROUP INDEBTEDNESS, SOURCES OF FINANCING AND COMMITMENTS

The Group's borrowings consist principally of amounts drawn down from a syndicated credit facility (the "2006 Syndicated Loan"), the sums drawn down as part of a multi-lateral loan (the "2007 Club Deal"), the senior notes from a private placement with American and British investors (the "USPP 2008 Loan"), and other bank loans, bank overdrafts and interest.

The Group's indebtedness could have the following consequences:

- the 2006 Syndicated Loan, the 2007 Club Deal and the 2008 USPP Loan contain customary covenants limiting the operational flexibility of the Group, particularly its ability to grant security interests, take out or grant loans, provide guarantees, undertake acquisitions, asset sales, mergers or restructuring, or make certain investments. Furthermore, the loans are subject to covenants and contain clauses for compulsory repayment, in full or in part, on the occurrence of certain events and when change of control clauses arise. These different restrictions could have an impact on the Group's capacity to:
  - conduct its external growth policy,
  - adapt its activities to competitive pressures, a downturn in its markets or the overall economic conditions, or
  - maintain its financing costs;
- if the change of control clause is enforced (see Financing paragraph in Chapter 3 – Management Report of this Registration Document), banks or investors that have lent funds could demand early redemption of the entire loan from the Group and/or force the Group to renegotiate its financing agreements under less favorable terms and conditions;

- unlike the other financing agreements, the 2008 USPP Loan contains a «make-whole» clause which can be exercised, in particular, in the event of default on top of early redemption of the loan by the Group mentioned above. As a result, the Group may be required to repay capital and interest to lenders under the 2008 USPP Loan scheme and compensate them according to a calculation based on comparing the fixed rate payable over the remaining years and the American government stock prices over the same period. It should be pointed out that the change of control is not regarded as a default within the meaning of the 2008 USPP Loan;
- the Group may need to allocate a substantial portion of its cash flow to repaying principal and interest on its debt, which could result in a reduction in funds available to finance on-going business, investments or internal or external growth; and
- the Group may be disadvantaged, particularly with respect to its development strategy, compared with competitors who may not be subject to the same levels of indebtedness during the same period.

The Group has always complied with the covenants and fulfilled its obligations under these agreements. However, the Group's future ability to comply with the contractual covenants and obligations contained in certain loans or agreements, or to refinance or repay its loans according to the conditions agreed, will depend in particular on its future operating performance and could be affected by numerous factors beyond its control, such as economic conditions, market conditions for debt and regulatory changes. Failure to respect its contractual obligations could result in mandatory early repayment of these amounts, which may cause the Group to reduce or postpone investments, sell assets, seek additional capital or restructure its debt.

A detailed description of the Group's indebtedness is provided in the Financing paragraph in Chapter 3 - Management Report and in Note 22 attached to the consolidated financial statements in Chapter 4 – 2009 Consolidated financial statements of this Registration Document.

INTEREST RATE RISK

Interest rate risk is generated primarily by assets and liabilities carrying variable-rate interest. The Group's policy in this regard involves limiting the impact of the increase in interest rates using swaps and tunnels.

A detailed description of interest rate risk is provided in Notes 3, 22 and 30 attached to the consolidated financial statements in Chapter 4 – 2009 Consolidated financial statements of this Registration Document.

LIQUIDITY RISK

The Group may face disbursements in carrying out its business. The Group does not have significant repayment obligations in the short- or medium-term and has unused credit lines under its current borrowing.

A detailed description of liquidity risk is provided in Notes 3, 22 and 30 attached to the consolidated financial statements in Chapter 4 – 2009 Consolidated financial statements of this Registration Document.

EXCHANGE RATE RISK

As a result of the international nature of its businesses, the Group is exposed to exchange rate risk arising from the use of several foreign currencies.

A detailed description of exchange rate risk is provided in Notes 3, 22 and 30 attached to the consolidated financial statements in Chapter 4 – 2009 Consolidated financial statements of this Registration Document.

COUNTERPARTY AND CREDIT RISK

Financial instruments that may expose the Group to counterparty risk are mainly trade receivables, cash and cash equivalents and derivatives.

Counterparty risk relating to trade receivables is limited by the large number of clients, the diversity of their activities and their geographical dispersion throughout France and abroad.

Counterparty risk relating to cash and cash equivalents is limited by the Group's policy of minimizing cash surpluses.

A detailed description of counterparty risk is provided in Notes 2.16 and 3 attached to the consolidated financial statements in Chapter 4 – 2009 Consolidated financial statements of this Registration Document.

1.9. Insurance

The Group takes out various global and centralized insurance policies covering professional civil liability, operational liability and officer liability:

- the "RCMS" policy which covers corporate officer liability. This insurance is taken out with CHARTIS on the first line and NASSAU, AXA CS, Liberty Mutual and HCC Global Financial for successive lines;
- the "Marine" policy, which covers the business of the Marine business. This policy is placed on the London market through ACE Europe;
- the "Aviation" policy, which covers aircraft inspections for the delivery of flight certificates. This insurance does not cover business performed for GSAC in France, as GSAC has taken out specific insurance since January 1, 2007. This policy is placed on the London market through AXA CS; and
- the "Land" policy, which covers the Group's other businesses, with the exception of part of the Construction business. This policy is placed with AXA CS for the first three lines and additional coverage is provided by CHARTIS and Swiss Ré International.

The Construction business' operations in France and the United States are not included in the Land insurance policy and are insured locally due to the specific nature of the technical inspection and the ten-year construction guarantee (see Construction paragraph in this chapter) and the specific nature of the US insurance market. In addition, local insurance policies exist in Spain, Germany and the United Kingdom for which the AXA CS policy offers a supplement to the limits and conditions.

To benefit from better long-term visibility and to reduce costs, the Group created a dedicated captive reinsurance company (Soprefira) in Luxembourg in 1990. This company, which provides first-line coverage for the Marine and Land policies, has enabled the Group to maintain control over its litigation and smooth the effect of price changes in the insurance market. Activities covered by the dedicated captive reinsurance company of the Group represent approximately 90% of the Group's consolidated revenue. The Group ensures that the yearly amount of undertakings of such company is capped. In 2009, the yearly amount of undertakings of the reinsurance company for the Marine policy was €3 million per claim and €5 million per year. For the Land policy, it was €3 million per claim and €4 million per year.

The cost of the Group's professional civil liability and operational liability claims including the insurance premiums paid and the sums not covered by the insurance policies, respectively accounted, on the basis of the information available to date, for 1.7%, 1.4% and 1.3% of the Group's consolidated revenue in respect of the 2007, 2008 and 2009 fiscal years. This amount does not include minor disputes not declared to insurers.

Other on-going risks require local management. These insurance policies (for example, for buildings, automobile fleets or work accidents in countries where such risks are covered by private insurance) are taken out on a national basis according to local circumstances and needs.

The Group believes that the coverage provided by these policies is generally similar to those subscribed by global companies of the same size operating in the same sector. The Group intends to continue its policy of subscribing global insurance policies when possible, increasing coverage where necessary and reducing costs through the self-insurance policies as appropriate.

2

Corporate governance

2.1. Corporate Officers and members of the Executive Committee

The Combined Ordinary and Extraordinary Shareholders' Meeting of June 3, 2009 approved the change of the mode of management and administration of the Company by moving from a dual structure with a Management Board and a Supervisory Board to a single structure with a Board of Directors and appointed 10 Directors.

The Board of Directors, meeting at the end of the above Shareholders' Meeting, opted for the plurality of positions of Chairman of the Board of Directors and Chief Executive Officer and decided to appoint Mr. Frank Piedelièvre to fulfill these functions. During its meeting of June 3, 2009, the Board also appointed Messrs Philippe Donche-Gay and François Tardan as Executive Officers.

From now on, the new mode of management and administration seems to be more adapted to the management of an international and decentralized Group the size of Bureau Veritas and, considering the external growth operation over the past few years, to suit the current operational matrix organisation, existing in the main countries. This mode of management and administration allows to implement a simplified, reactive and effective structure and to accelerate the decision's process.

2.1.1. Management Board and Supervisory Board

Until June 3, 2009, Bureau Veritas was a French limited liability company (*Société Anonyme*) with a Management Board and a Supervisory Board.

The Management Board had three members:

- **Frank Piedelièvre:** Chairman of the Management Board;
- **François Tardan:** Member of the Management Board; and
- **Philippe Donche-Gay:** Member of the Management Board.

The Supervisory Board had nine members and an observer:

- **Frédéric Lemoine:** Chairman*;
- **Pierre Hessler:** Vice-Chairman;
- **Patrick Buffet:** Member;
- **Jérôme Charruau:** Member;
- **Philippe Louis-Dreyfus:** Member;
- **Stéphane Bacquaert:** Member;
- **Bernard Renard:** Member;
- **Jean-Michel Ropert:** Member;
- **Ernest-Antoine Seillière:** Member; and
- **Aldo Cardoso:** Observer.

Information relating to ages, business addresses, main functions and starting and expiry dates of terms of office of the Supervisory Board members are provided in the table below relating to the composition of the Board of Directors.

2.1.2. Board of Directors

On June 3, 2009, while retaining its legal form as a French limited liability Company *(Société Anonyme)*, the Company set up a Board of Directors to replace the Management Board and Supervisory Board.

In accordance with Article 14 of the Company's by-laws, the Board of Directors may have at least three and at most eighteen members.

These members are appointed by the Ordinary General Meeting of Shareholders and their term of office is four years. However, in order to allow the re-election of half of the Directors, five Directors, among those whose appointment was submitted to the Shareholder's Meeting of June 3, 2009, were appointed for a period of two years expiring at the end of the Shareholder's Meeting convened to approve the financial statements of the previous year and held in the course of the year when their term of office expire.

The number of members of the Board of Directors over 70 years old may not, upon the conclusion of each annual Ordinary General Meeting of Shareholders, exceed one third of the number of active members of the Board of Directors.

At the date of publication of this Registration Document, the Board of Directors has ten members (nine from the Supervisory Board and one from the Management Board).

* *Mr. Frédéric Lemoine was co-opted as a member of the Supervisory Board and appointed as Chairman of the Supervisory Board at the Board meeting of April 14, 2009, replacing Mr. Jean-Bernard Lafonta who had resigned.*

COMPOSITION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

Name	Age [c]	Main business address	Current position within the Company	Main functions
Frank Piedelièvre	54 years	Bureau Veritas 67/71 Boulevard du Château 92200 Neuilly-sur-Seine	Chairman and Chief Executive Officer	Chairman and Chief Executive Officer of Bureau Veritas
Frédéric Lemoine	44 years	Wendel 89 rue Taitbout 75009 Paris	Vice-Chairman of the Board of Directors	Chairman of the management board of Wendel
Stéphane Bacquaert	38 years	Wendel 89 rue de Taitbout 75009 Paris	Member of the Board of Directors	Managing director of Wendel
Patrick Buffet [a]	56 years	Eramet Tour Maine Montparnasse 33 avenue du Maine 75755 Paris cedex	Member of the Board of Directors	Chairman and chief executive officer of Eramet
Aldo Cardoso [a]	53 years	45 Boulevard de Beauséjour 75016 Paris	Member of the Board of Directors	Director of companies
Jérôme Charruau [a]	53 years	EADS Sogerma Zone Industrielle de l'Arsenal BP 60109 17303 Rochefort Cedex	Member of the Board of Directors	Chief financial officer of Sogerma (EADS Sogerma)
Pierre Hessler	66 years	23 rue Oudinot 75007 Paris	Member of the Board of Directors	Consultant, Researcher
Philippe Louis-Dreyfus [a]	64 years	Louis-Dreyfus Armateurs Les Ecluses 28 quai Gallieni 92158 Suresnes Cedex	Member of the Board of Directors	Chairman of Louis Dreyfus Armateurs SAS
Jean-Michel Ropert	43 years	Wendel 89 rue Taitbout 75009 Paris	Member of the Board of Directors	Chief financial officer of Wendel
Ernest-Antoine Seillière	72 years	Wendel 89 rue Taitbout 75009 Paris	Member of the Board of Directors	Chairman of the supervisory board of Wendel

(a) Independent Director.

(b) Annual Ordinary General Meeting of Shareholders.

(c) Age on December 31, 2009.

Start of term of office	Expiry of term of office	Audit and Risk Committee	Nomination and Compensation Committee	Strategic Committee	Shares held at 12/31/2009
Appointed as Chairman of the Management Board on September 16, 1999 Appointed as Chairman and Chief Executive Officer on June 3, 2009	AGM [b] 2013				496,700
Co-opted as a member of the Supervisory Board and appointed as Chairman on April 14, 2009 Appointed as Vice-Chairman of the Board of Directors on June 3, 2009	AGM [b] 2013		Member	Chairman	100
Co-opted as a member of the Supervisory Board on June 2, 2008 Appointed as a Director on June 3, 2009	AGM [b] 2013	Member			100
Appointed as a member of the Supervisory Board on June 18, 2007 Appointed as a Director on June 3, 2009	AGM [b] 2011			Member	100
Appointed as Observer in June 2005 Appointed as a Director on June 3, 2009	AGM [b] 2011	Chairman			3,000
Co-opted as a Director on September 16, 1997 Appointed as a member of the Supervisory Board on September 16, 1999 Appointed as a Director on June 3, 2009	AGM [b] 2011	Member			2,100
Appointed as a Member of the Supervisory Board on June 19, 2002 Appointed Vice-Chairman of the Board on June 27, 2005 Appointed as a Director on June 3, 2009	AGM [b] 2011		Chairman	Member	100
Co-opted as a member of the Supervisory Board on June 27, 2005 Appointed as a Director on June 3, 2009	AGM [b] 2011		Member		101
Co-opted as a member of the Supervisory Board on December 21, 2005 Appointed as a Director on June 3, 2009	AGM [b] 2013	Member			100
Co-opted as a member of the Supervisory Board on March 27, 2005 Appointed as a Director on June 3, 2009	AGM [b] 2013				200

EXPERTISE, EXPERIENCE IN CORPORATE MANAGEMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND POSITIONS HELD OVER THE LAST FIVE YEARS

Frank Piedelièvre

Frank Piedelièvre, Chairman of the Management Board of the Company since September 16, 1999, was appointed as Chairman and Chief Executive Officer on June 3, 2009 when the mode of management and administration of the Company was changed. He began his career in 1979 as General Secretary and then Deputy Chief Executive Officer of a small to medium-sized company specialised in the manufacturing of medical equipment. From 1982 to 1992, he held various positions at Chantiers Modernes, a construction and technical services company for building and Industry, firstly as Head of the Foreign Markets Department, then as Development Director and finally as CEO. At this time, he was also Head of operations in the Services and Environment and Road divisions. From 1993 to 1996, Mr Piedelièvre was Chairman and CEO of CMR, a company specialising in road construction, networks and sewage systems and Chairman of the Management Board at Poincaré Investissements. Frank Piedelièvre joined Bureau Veritas in 1996 as Assistant General Director and Executive-Vice Chairman. In 1997, he took over management of the Group's international business before being appointed Chairman of the Management Board in 1999 and then Chairman and Chief Executive Officer on June 3, 2009.Mr. Piedelièvre is a graduate of the *École des Hautes Études Commerciales* (HEC).

Positions currently held

Chairman of the Supervisory Board of SAS Group CM-EXEDRA

President of Saint George Participations

President of SAS Saint George

Director of the company DTZ Plc

Positions no longer held (but held in the last five years)

Manager of SAM CMR

Chairman of the Management Board of SA Poincaré Investissements

Frédéric Lemoine

Frédéric Lemoine, Chairman of the Supervisory Board of the Company since April 14, 2009, was appointed as Director and Vice-Chairman of the Board of Directors on June 3, 2009 when the mode of management and administration of the Company was changed. From 1992 to 1993 he spent a year managing the Heart Institute in Ho Chi Minh City, Vietnam and, in 2004, was made Secretary-General of the Alain Carpentier Foundation that supported this hospital. From 1995 to 1997 he was Deputy Manager of the office of the Minister for Employment and Social Affairs (Jacques Barrot) in charge of the coordination of the social security and hospital reforms. In the meantime he was also a representative of the Secretary of State for Health and Social Security (Hervé Gaymard). From 1997 to 2002 he was Deputy Director to Serge Kampf and the Management Board of Capgemini, then Finance Director of the group, before being appointed as Deputy General Manager in charge of finances at Capgemini Ernst & Young. From May 2002 to June 2004 he was Assistant Secretary-General of the Presidency of the Republic under Jacques Chirac in charge of economic and financial affairs. From October 2004 to May 2008 he was Senior Advisor to McKinsey. Since March 2005 he has been Chairman of the Audit and Accounts Committee of Groupama SA and a member then observer of the Supervisory Board of Générale de Santé since 2006. From March 2005 to April 2009 he was Chairman of the Supervisory Board of Areva. From June 2008 to April 2009 he was a member of the Supervisory Board of Wendel and, since April 7, 2009, he has been Chairman of the Management Board of Wendel. Frédéric Lemoine is a graduate of the *École des Hautes Etudes Commerciales* (1986) and the *Institut d'études politiques de Paris* (1987). A former pupil of the *École Nationale d'Administration*, he is a financial inspector.

Positions currently held

Chairman of the Management Board of Wendel

Director of Saint-Gobain, Groupama SA and Flamel Technologies

Positions no longer held (but held in the last five years)

Chairman of the Supervisory Board of Areva

Observer of the Supervisory Board of Générale de Santé

Stéphane Bacquaert

Stéphane Bacquaert, a member of the Supervisory Board of the Company since June 2008, was appointed as a Director on June 3, 2009 when the mode of management and administration of the Company was changed. Stéphane Bacquaert began his career as a strategic consultant at Bain & Company in Europe and Latin America. Then he joined Netscapital, a merchant bank specialized in the media and information technology, as Chief Executive Officer. He was then made a Partner in charge of the Paris office of Atlas Venture, an international venture capital business. He joined the Wendel group in June 2005 and has been Managing Director since June 2008. Stéphane Bacquaert is a graduate of the *École Centrale Paris* and the *Institut d'Etudes Politiques de Paris*, and has an MBA from Harvard Business School.

Positions currently held

Member of the Board of Management of Materis Parent SARL

Positions no longer held (but held in the last five years)

Member of the Board of Directors of Sporever, Jaluna and Soisic

Patrick Buffet

Patrick Buffet, a member of the Supervisory Board of the Company since June 18, 2007, was appointed as a Director on June 3, 2009 when the mode of management and administration of the Company was changed. As an engineer from the Corps des Mines, he began his career at the Ministry of Industry in the field of power and commodities. In 1986, he joined the Entreprise Minière et Chimique, as Director of Planning, Development and Management Control. He then became Chairman and Chief Executive Officer of the agro food company Sanders. From 1991 to 1994, he was Industrial Advisor to the President of France. In 1994, he joined Groupe Suez, first in Belgium as Director of Industrial Investments and of Strategy for Société Générale de Belgique, then in 1998 1998 as Chief Executive Officer, and finally, beginning in 2001, as Executive Officer and Director, Member of the Executive Committee of groupe Suez. Since April 2007, he has been Chairman and Chief Executive Officer of the metallurgical and mining group Eramet.

Positions currently held

Chairman and Chief Executive Officer of Eramet and the company Le Nickel (Eramet group)

Member of the Supervisory Board of Arcole Industries

Director of Banimmo (Belgium), Comilog (Eramet group) and Rhodia

Observer of Caravelle

Positions no longer held (but held in the last five years)

Member of the Supervisory Board of Areva and Astorg-partners

Director of CDC Ixis, Suez Energy Services, Tractebel (Belgium), Electrabel (Belgium), Société Générale de Belgique and Fluxys (Belgium)

Aldo Cardoso

Aldo Cardoso, Observer of the Company since June 2005, was appointed as a Director and as Chairman of the Audit and Risks Committee of the Company on June 3, 2009 when the mode of management and administration of the Company was changed. From 1979 to 2003 he held various positions at Arthur Andersen: associate consultant (1989), Chairman France (1994), member of the Board of Directors of Andersen Worldwide (1998), Non-Executive Chairman of the Board of Directors of Andersen Worldwide (2000) and Chief Executive Officer of Andersen Worldwide (2002 - 2003). Since 2003 he has been Director of French and foreign companies. Aldo Cardoso is a graduate of the *École Supérieure de Commerce de Paris*, has a masters in business law and is a certified public accountant.

Positions currently held

Director of GDF Suez, Rhodia, Imerys, Gecina and Mobistar

Observer of AXA Investment Managers

Positions no longer held (but held in the last five years)

Director of Accor, Orange and Penauille Polyservices

Jérôme Charruau

Jérôme Charruau, a member of the Supervisory Board of the Company since September 1999, was appointed as a Director on June 3, 2009 when the mode of management and administration of the Company was changed. He has spent his entire working life at EADS. He started in 1982 at Airbus in management control, then as Director of general management services. He joined GIE ATR in 1988 as Director of Management control. In 1994, he became the Chief Financial Officer of American Eurocopter Corporation in Dallas, then Director of Management control for the Eurocopter Group in 1998. Since 2005, he has held the position of Chief Financial Officer of the Sogerma group (EADS Sogerma). He is also a Director of several companies in the EADS Sogerma Group. Mr. Charruau is a graduate of the *École des Hautes Études Commerciales* (HEC).

Positions currently held

Director of EADS Maroc Aviation, EADS Composites Atlantic, EADS Sogerma and EADS Composites Aquitaine

Chairman of EADS SECA

Positions no longer held (but held in the last five years)

Director of EADS Sogerma Tunisie and EADS Sogerma Barfield

Chairman of SOGERMA SERVICES

Permanent representative of SOGERMA on the Board of Directors of EADS Revima

Pierre Hessler

Pierre Hessler, Chairman of the Supervisory Board of Bureau Veritas from 2002 to 2005 and Vice-Chairman of the Supervisory Board since June 2005, was appointed as a Director of the Company on June 3, 2009 when the mode of management and administration of the Company was changed. Pierre Hessler began his career at IBM where he worked approximately 27 years, holding positions at IBM Switzerland (from 1965 to 1980), where he was Director of agencies in the computer field, then IBM Europe from 1980 to 1993, where he held positions as Director of Operations, Director of Marketing and Services, Regional General Director, Chairman of IBM France and General Director of operations, marketing and services. From 1982 to 1984, he held positions as Director of Development at IBM Corporation, then as Director of Corporate Marketing from 1989 to 1991, and finally IBM Vice-President. In 1993 he joined Capgemini where he held different positions in executive management, including Chairman and Chief Executive Officer of Gemini Consulting, member of the Management Board and Assistant Executive Officer and Director, then Director in 2002. Pierre Hessler is currently manager of Actideas, a member of the observers on the Board of Directors of Capgemini, and adviser to Capgemini, and holds other positions with other companies. Mr. Hessler is a graduate in law and economic policy from the University of Lausanne, in Switzerland.

Positions currently held

Observer of Capgemini SA

Director of A Novo Paris and of companies in the Capgemini Group in the United States

Manager of Actideas SARL

Positions no longer held (but held in the last five years)

Chairman of the Supervisory Board of Capgemini Sd&m (Germany)

Director of various companies in the Capgemini Group

Chairman of the Supervisory Board of Bureau Veritas

Manager of Médias holding SARL and Médias SARL

Philippe Louis-Dreyfus

Philippe Louis-Dreyfus, a member of the Supervisory Board since June 2005, was appointed as a Director of the Company on June 3, 2009 when the mode of management and administration of the Company was changed. He has been Chairman of Louis Dreyfus Armateurs SAS since 2003. Mr. Louis-Dreyfus has pursued most of his career in the banking sector, first as a Member of the Executive Committee of Banque Louis Dreyfus, then of Banque Pallas France, responsible for the Corporate Department. He then became Chairman and Chief Executive Officer of Crédit Naval. Mr. Louis-Dreyfus joined the Louis Dreyfus Group to become Chairman of its maritime branch, Louis Dreyfus Armateurs, in 1996. Since 1998, Mr. Louis-Dreyfus has actively participated in the creation of LD Com, now Neuf Cegetel. In addition, he is Chairman of the ECSA (European Community Shipowners' Association), Vice-Chairman of Armateurs de France and Director of the Conseillers du Commerce Extérieur de la France and of Medef International. Mr. Louis-Dreyfus is an Officer of the Legion of Honor, Officer of National Merit and has an Order of the British Empire (OBE). Mr. Louis-Dreyfus holds a Masters degree in economics from the *Faculté de droit de Paris*.

Positions currently held

Chairman of Louis Dreyfus Armateurs SAS, Pacemar and of the ASLDA

Member of the Board of Directors of Stags SAS, de Drop Quinze SC, Grimaldi et Louis Dreyfus Lines SpA, Orchard Maritime Services Pte Ltd, Cetragpa Asia Pte Limited, UK Club (P&I), Cluster Maritime Français, *Institut Français de la Mer,* Cetrabulk Maritime PTE Ltd, Magseas Maritime Services PTE Ltd, MEDEF International, Euopean Community Shipowners Association, and *Comité National des Conseillers du Commerce Extérieur de la France*

Member of the Supervisory Board of Kurosawa BV

Member of the Executive Committee of Armateurs de France

Permanent representative of the Manager of Cetragpa SNC and Methane Transport SNC

Permanent representative of the Chairman of Louis Dreyfus Cargo SAS, of Louis Dreyfus Ferry SAS, of Louis Dreyfus Maritime SAS, Louis Dreyfus Saget SAS, Louis Dreyfus Transmanche Ferries SAS, Louis Dreyfus Bulk SAS, de Louis Dreyfus Ports & Logistics SAS and de Cherbourg Terminal Vracs SAS.

Permanent representative of the Administrateur de France Euro Tramp SA and the ALDA Maritime SAS

Permanent representative of the Manager of Louis Dreyfus Offshore Services BP, Louis Dreyfus Fairmount BV and Louis Dreyfus Channel Ferries.

Positions no longer held (but held in the last five years)

Chairman of Saget SAS and ECSA

Member of the Board of Directors of Louis Dreyfus Asia Pte, Louis Dreyfus Comunicaciones Espana, Banque Chabrieres (Groupe Intermarché), Louis Dreyfus & Co. Limited and Louis Dreyfus Marine Corporation

Member of the Supervisory Board of Louis Dreyfus Commodities Holding

Member of the Strategy Committee of Florentz

Chief Executive Officer and Member of the Supervisory Board of Louis Dreyfus SAS

Director of Neuf Cegetel and ECSA

Permanent representative of the Chairman of the company Louis Dreyfus SAS within Louis Dreyfus Citrus SAS, of the Chairman of the company Louis Dreyfus SAS within Louis Dreyfus Technologies SAS, of the Chairman of the company Louis Dreyfus SAS within Materis SAS, and of the Chairman of the company Louis Dreyfus SAS within Société d'Etudes et de Commerce SAS

Jean-Michel Ropert

Jean-Michel Ropert, a member of the Supervisory Board since December 2005, was appointed as a Director of the Company on June 3, 2009 when the mode of management and administration of the Company was changed. He joined the Wendel Group in 1989 where he carried out a series of functions within accounting, consolidation and bookkeeping teams. Since 2002, Mr. Ropert has been Chief Financial Officer of Wendel. Mr. Ropert holds a degree in Études Comptables et Financières (DECF).

Positions currently held

Chairman of Winvest 11

Chairman of the Board of Grauggen, Hourggen, Ireggen, Jeurggen, Winvest Part 4 and of Winsecuritisation

Director of Coba

Chief Executive Officer and Director of Sofiservice

Legal representative of Sofiservice, Chairman of Sofe

Member of the Board of Management of Materis Parent SARL (Luxembourg)

Member of the Board of Helikos SE

Chairman of the Supervisory Board of Oranje Nassau Groep BV (Pays-Bas)

Positions no longer held (but held in the last five years)

Director of Solfur

Chief Executive Officer and Member of the Management Board of Poincaré Investissements

Executive Officer and Director of Poincaré Participations and SOFU

Chairman of Compagnie de l'Audon

Member of the Supervisory Board of Editis Holding

Liquidator of Lormetal

Ernest-Antoine Seillière

Ernest-Antoine Seillière, a member of the Supervisory Board since March 2005, was appointed as a Director of the Company on June 3, 2009 when the mode of management and administration of the Company was changed. Ernest-Antoine Seillière was an advisor of foreign affairs. After one year at the Center for International Affairs at Harvard University, he joined the Wendel group in 1976. He became the Group's Chairman and Chief Executive Officer in 1987. A Director of Wendel from 1985 to 2005, he has been Chairman of the Supervisory Board of Wendel since May 31, 2005. Ernest-Antoine Seillière is a former student of the *École Nationale d'Administration* and a Commander of the Legion of Honor

Positions currently held

Chairman of the Supervisory Board of Wendel

Member of the Board and President of Honor of Wendel Participations

Director of Legrand and Sofisamc (Switzerland)

Member of the Supervisory Board of Hermes International and Peugeot SA

Positions no longer held (but held in the last five years)

Chairman of the Supervisory Board of Oranje Nassau Groep BV (Netherland)

Member of the Supervisory Board of Gras Savoye & Cie

Manager of ASEAS Participations and ODYSSAS

Chairman and Managing Director of Wendel Investissement (formerly CGIP) and Société Lorraine de Participations Sidérurgiques

Chairman of the Board of Directors of Legrand and Lumina Parent

Chairman of the Supervisory Board of Trader Classified Media

Vice-Chairman of the Supervisory Board of BioMerieux, Pierre-Fabre and Valeo

Vice-Chairman of the Board of Directors of Capgemini

Member of the Supervisory Board of Editis Holding

Permanent representative of Sofiservice, then Orange-Nassau Groep on the Supervisory Board of Bureau Veritas

2.1.3. Executive Management

The Executive Management of the Company is carried out by Mr. Frank Piedelièvre appointed as Chairman and Chief Executive Officer by the Board of Directors on June 3, 2009.

Mr. Piedelièvre is assisted by two Executive Officers ("*Directeur General Délégué*") appointed at the meeting of the Board of Directors on June 3, 2009: Messrs François Tardan and Philippe Donche-Gay.

Mr. François Tardan is in charge of the Finance Department of the Group and thus manages, controls and is responsible for the areas covered by it, in particular:

- accounting;
- reporting and budgeting;
- management control;
- cash flow and finance;
- internal auditing;
- financial communication;
- tax affairs;
- legal affairs;
- Risk Management and liability insurance;
- ethics; and
- information systems.

As far as acquisitions are concerned, he is responsible for supervising and monitoring acquisition operations in the above areas, both at the analysis stage and at the stages of negotiation and then integration of entities acquired.

Mr. Philippe Donche-Gay is responsible for anticipating and planning operational improvement initiatives within the Group in order to ensure it maintains high levels of efficiency. He is also Operations Manager.

Name	Age	Main business address	Office	Functions	Start of term of office and renewal	Expiry of term of office	Shares held at 12/31/2009
François Tardan	57 years	Bureau Veritas 67/71 boulevard du Château 92200 Neuilly sur Seine	Executive Officer	Chief Financial Officer of Bureau Veritas	Appointed as a member of the Management Board on June 19, 2002 Appointed as Executive Officer on June 3, 2009	AGM [(a)] 2013	457,014
Philippe Donche-Gay	52 years	Bureau Veritas 67/71 boulevard du Château 92200 Neuilly sur Seine	Executive Officer	Chief Operating Officer of Bureau Veritas	Appointed as a member of the Management Board on August 27, 2008 Appointed as Executive Officer on June 3, 2009	AGM [(a)] 2013	-

(a) Annual Ordinary General Meeting of Shareholders.

EXPERTISE AND EXPERIENCE IN CORPORATE MANAGEMENT OF MEMBERS OF THE MANAGEMENT BOARD AND POSITIONS HELD OUTSIDE THE GROUP OVER THE LAST FIVE YEARS

François Tardan

François Tardan, a member of the Management Board of the Company since June 19, 2002, was appointed as Executive Officer on June 3, 2009 when the mode of management and administration of the Company was changed. He began his career in 1980 as Civil Administrator at the French Ministry of Equipment and Organization of the Territory *(Équipement de l'Aménagement du Territoire)* in the French Economic and International Affairs Department (DAEI). From 1985 to 1994, he was Development Director at Chantiers Modernes where he was responsible for acquisitions, in particular in energy management and environmental engineering sectors in France and the USA. From 1995 to 1998, he was Chairman and CEO of Fondasol SA, an engineering and geotechnical consulting group. François Tardan joined Bureau Veritas as Group Chief Financial Officer in 1998. He was appointed member of the Management Board in 2002 and then Executive Officer on June 3, 2009. He heads the Finance, Legal, Risks and Ethics, Internal Audit, Acquisitions Support and IT Systems departments.Mr. Tardan is a graduate of the *École des Hautes Études Commerciales* (HEC), the *Institut d'Études Politiques de Paris* and the *École Nationale d'Administration* (ENA).

Positions currently held

Chairman of the Board of Directors of the company Financière Saint Géran – FSG

Director of the company DTZ Plc

Positions no longer held (but held in the last five years)

Member of the Board of Directors of the company Concept Group HK Ltd

Philippe Donche-Gay

Philippe Donche-Gay, a member of the Management Board of the Company since August 27, 2008, was appointed as Executive Officer on June 3, 2009 when the mode of management and administration of the Company was changed He began his career with IBM in 1982, holding various management positions in France and in the USA. In 1994, he joined the international general Management of Capgemini and, as of 1996, helped set up a global unit dedicated to the Telecommunications market, becoming its CEO in 2001. In 2004, he was appointed CEO of Capgemini France. In January 2007, he became CEO of Capgemini Western Europe & Latin America. Member of Capgemini's Group Executive Committee, he was also in charge of the global coordination of the Technology Services. Philippe Donche-Gay joined Bureau Veritas in August 2008 as a member of the Management Board before being appointed Executive Officer on June 3, 2009. He is also Chief Operating Officer. Philippe Donche-Gay is a graduate of the *École Polytechnique* and of Stanford University in California.

Positions currently held

None

Positions no longer held (but held in the last five years)

Chief Executive Officer of Capgemini France SAS

Chairman of Capgemini Consulting SAS, Capgemini Industrie et Distribution SAS, Capgemini Finance et Services SAS, Capgemini Est SAS, Capgemini Ouest SAS and Capgemini Sud SAS

Chairman and Chief Executive Officer of Capgemini Telecom SA

Chairman of the Board of Directors of Capgemini España SLU, CGTMN US, CGTMN UK Ltd, CGTMN Ireland Ltd, CGTMN Sweden AB, CGTMN Norge AS, CGTMN Finland Oy, CGTMN Nederland BV and CGTMN España SA

Director of CGTMN Belgium N.V, CGTMN Deutschland GmbH, CGTMN Italia SpA and CGTMN Singapore Pte Ltd

Member of the Supervisory Board of Synaxio

NO CONVICTIONS FOR FRAUD, PUBLIC ACCUSATIONS AND/OR PENALTIES OR LIABILITY FOR BANKRUPTCY WITHIN THE LAST FIVE YEARS

As far as the Company is aware, none of the members of the Management Board or Supervisory Board and no Director or Executive Officer has, within the last five years, (i) been convicted of fraud or been subject to an official accusation or penalty delivered by legal or administrative authorities, except for Mr. Frank Piedelièvre, who was given a suspended sentence in January 2007 for impeding the proper functioning of the Company's Committee for health, security and working conditions in 2002 and 2003; (ii) been linked to a bankrupt, impoundment or liquidation; or (iii) been prohibited by a tribunal from acting as a member of an administrative, management or supervisory body of a company, or from intervening into the management or business conduct of a company.

There is also no family relationship either between the Directors or between the members of the Management Board and/or Supervisory Board.

AGREEMENTS IN WHICH DIRECTORS AND EXECUTIVE OFFICERS HAVE AN INTEREST AND CONFLICTS OF INTEREST

Directors and Executive Officers are required to inform the Chairman and Chief Executive Officer without delay of any relations that may exist between companies in which they have a direct interest and the Company. Directors and Executive Officers have also to notify the Board of any agreement, referred to under Articles L. 225-38 et seq. of the French Commercial Code, to be concluded between themselves or a company in which they are Directors or in which they own, directly or indirectly, a significant shareholding, and the Company or one of its subsidiaries. These provisions do not apply to existing agreements concluded under normal conditions.

With the exception of related-party agreements carried out during the 2009 exercise and presented in the Related-party transactions' section in Chapter 6 – Information on the Company and the capital of this Registration Document, and as far as the Company is aware, there are no other potential conflicts of interest between the duties of the Directors and the Executive Officers of the Company towards Bureau Veritas and their personal interests and/or other duties.

Apart from the obligation, set out in the by-laws of the Company, to hold at least 100 shares throughout their term of office, members of the Board of Directors are not subject to any contractual restrictions regarding the shares they own in the Company, except for the blackout periods as defined in the Stock Market Ethics Charter.

2.1.4. Executive Committee

The Executive Committee is the operational management body of the Group. It is chaired by the Chairman and Chief Executive Officer and is composed of the Chief Executives of the Group's vertical operating businesses (Marine, GSIT and Consumer Products), the Chief Executives of the major geographic zones and the five businesses which form the Industry & Facilities division, and of the support functions.

The Executive Committee examines and approves questions and decisions relating to the Group's strategy and general organisation. It adopts the policies and procedures set for general application for the Group as a whole. In addition, each of the three vertical businesses, as well as the Industry & Facilities division, have their own Executive Committee.

At the date of publication of this Registration Document, the Executive Committee is composed of 15 members, including the Chairman and Chief Executive Officer and the Executive Officers:

- **Frank Piedelièvre**, Chairman and Chief Executive Officer;
- **François Tardan,** Executive Officer, Chief Financial Officer;
- **Philippe Donche-Gay**, Executive Officer, Chief Operating Officer;
- **Arnaud André**, in charge of Human Resources, Quality, Communication and Organization;
- **Andrew Hibbert**, in charge of Legal, Risks and Compliance;
- **Patrick Aubry**, in charge of the Industry & Facilities division for the Southern Europe area and of the Construction and In-Service Inspection & Verification businesses;
- **Laurent Bermejo**, in charge of the Industry & Facilities division for the Northern and Eastern Europe areas;
- **Pedro Paulo Guimaraes**, in charge of the Industry & Facilities division for the North America and Latin America area;
- **Laurent Clavel**, in charge of the Industry business and the Industry & Facilities division for the Pacific area;
- **Jacques Lubetzki**, in charge of the Industry & Facilities division for France;
- **Philippe Lanternier,** in charge of the Industry & Facilities division for the Asia area;
- **Eduardo Camargo**, in charge of the Industry & Facilities division for the Latin America area;
- **Kevin O'Brien**, in charge of the Consumer Products business;
- **Bernard Anne**, in charge of the Marine business; and
- **Tony Mouawad,** in charge of the GSIT business and the Industry & Facilities division for the Middle-East, India, Russia and Africa areas.

2.2. Report of the Chairman of the Board of Directors on the composition and the conditions governing the preparation and organization of the Board's work and the internal control and Risk Management procedures implemented by the Company

Pursuant to Article L. 225-37, paragraph 6, of the French Commercial Code as amended by law number 2008-649 of July 3, 2008, this report contains details of the composition and the conditions for the preparation and organization of the Board's work during the 2009 financial year and the internal control and Risk Management procedures implemented by the Company.

This report also specifies the principles and rules laid down by the Board for determining the remuneration and benefits of any kind granted to corporate officers, special terms relating to the participation of shareholders in the shareholder's meeting, the corporate governance code to which the Company refers and finally mentions the publication of information stipulated under Article L. 225-100-3.

The Company changed its mode of management and administration at the Combined Ordinary and Extraordinary Shareholder's Meeting of June 3, 2009. While retaining its legal form as a *Société Anonyme*, Bureau Veritas set up a Board of Directors to replace the Management Board and Supervisory Board. As a result, this report begins with details relating to the Management Board and Supervisory Board for the period from January 1 to June 3, 2009, and then, details relating to the Board of Directors for the period from June 3 to December 31, 2009.

The present report, drawn up under the responsibility of the Chairman of the Board of Directors pursuant to Article L. 225-37 of the French Commercial Code, has been prepared with the assistance of the Internal Audit Department and the Risk Department. The report was reviewed by the Audit and Risks Committee at its meetings of February 3 and March 1, 2010 and by the Nomination and Compensation Committee at its meetings of February 2 and March 2, 2010. The report was reviewed in draft form by the Board of Directors on February 3, and then approved at the meeting of March 2, 2010.

2.2.1. Corporate Governance Code

As part of the listing of its stock on the Euronext Paris regulated market, the Company carried out in 2007 a comprehensive review of its corporate governance practices and, as a result, implemented a certain number of measures which enable, in particular, to apply the corporate governance recommendations published by the French Association of Private Enterprise (AFEP) and the French Business Confederation (MEDEF) on October 20, 2003, entitled *"Principes de gouvernement d'entreprise résultant de la consolidation des rapports conjoints de l'AFEP et du MEDEF de 1995, 1999 et 2002"* ("Principles for corporate governance based on the consolidation of the 1995, 1999 and 2002 AFEP and MEDEF reports").

At its meeting of December 16, 2008, the Company's Supervisory Board considered that the AFEP/MEDEF recommendations of October 6, 2008, relating to the remuneration of executive corporate officers of listed companies, fell within the Company's corporate governance policy and decided that the corporate governance code to which the Company should refer would be "the corporate governance code for listed companies" published by the AFEP and the MEDEF, whose version dated December 2008 consolidates the principles of corporate governance resulting from the consolidation of the AFEP and MEDEF report of October 2003 and the AFEP/MEDEF recommendations of January 2007 and October 2008 on the remuneration of Directors.

This code is available on the Medef's website: **www.medef.fr** and at the Company's head office.

Pursuant to Article L. 225-37 of the French Commercial Code, the present report mentions the provisions of the AFEP/MEDEF Code that have been removed and the reasons for doing so.

2.2.2. Composition and conditions governing the preparation and organization of the work of the Board

SUPERVISORY BOARD (JANUARY 1 TO JUNE 3, 2009)

Composition of the Supervisory Board

From January 1 to June 3, 2009, the date on which the Board of Directors system was adopted, the Supervisory Board had nine members and one observer. The composition of the Supervisory Board changed over the course of this period, with Mr. Frédéric Lemoine being co-opted and appointed as Chairman of the Supervisory Board on April 14, 2009 to replace Mr. Jean-Bernard Lafonta who had resigned.

The nine members of the Supervisory Board were Messrs Frédéric Lemoine, Chairman, Pierre Hessler, Vice-Chairman, Patrick Buffet, Jérôme Charruau, Philippe Louis-Dreyfus, Stéphane Bacquaert, Bernard Renard, Jean-Michel Ropert and Ernest-Antoine Seillière. Mr. Aldo Cardoso acted as Observer.

The definition of an independent member has been discussed by the Nomination and Compensation Committee and reviewed by the Supervisory Board on the basis of the definition mentioned in the AFEP/MEDEF governance code of December 2008, specifically "a director is independent if he or she has no relationship of any kind whatsoever with the corporation, its group or the management of either that is such as to colour his or her judgment" and in accordance with the criteria underpinning this definition as detailed in the internal regulations of the Company's Supervisory Board.

On the basis of this definition, four of the nine members of the Board were regarded as independent: Messrs Patrick Buffet, Bernard Renard, Jérôme Charruau and Philippe Louis-Dreyfus.

The information provided (age, business address, main functions and starting and expiry dates of terms of office) regarding members of the Supervisory Board are provided in section Corporate Officers and members of the Executive Committee in this chapter.

Conditions for the preparation and organization of the work of the Supervisory Board

Framework for the work of the Supervisory Board

The Supervisory Board met as often as often as needed in the interest of the Company, and at least once every quarter.

The Chairman of the Supervisory Board was responsible for convening Board meetings and for chairing the discussions. In his absence, this responsibility fell to the Vice-Chairman.

The provisional annual schedule of Supervisory Board meetings (excluding extraordinary meetings) was sent out to each member at the latest at the beginning of each financial year.

On top of the Supervisory Board's mandatory meetings (annual and half-year closing accounts) were added meetings that were required in the normal course of business (quarterly reports from the Management Board, acquisitions' projects, endorsements and guarantees) or authorizations to be provided to the Management Board pursuant to internal governance rules set out in Article 23 of the Company's by-laws.

The conditions governing the preparation and organization of the work of the Supervisory Board were set out in the internal regulations, the first version of which was adopted on June 18, 2007. These regulations constituted the governance charter for members of the Supervisory Board.

Internal regulations and stock market ethics charter

The internal regulations of the Supervisory Board governed relations between members of the Supervisory Board and members of the Management Board in order to ensure, in the best interest of the Company and its shareholders, a smooth communication between the corporate bodies.

It also specified:

- the rules relating to the convening of, the preparation and holding of meetings (in particular by means of telecommunication);
- the criteria used to decide whether members are independent;
- the role of Committees and observers; and
- ethical rules applying to all Supervisory Board members (loyalty and good faith, professionalism and involvement, independence and conflicts of interest, compliance with the Group's Code of Ethics).

The internal regulations of the Supervisory Board were supplemented in the latter area by the Group's stock market ethics charter, which were sent to each of the members of the Supervisory Board, and whose purpose was to remind the applicable regulations for corporate officers and to draw their attention to (i) the applicable laws and regulations in force regarding insider trading, as well as to the administrative sanctions and/or penalties for not complying with these laws and regulations, and (ii) the implementation of preventive measures that enable everybody to invest in Bureau Veritas shares while in full compliance with the rules on market integrity.

Work of the Supervisory Board

From January 1 to June 3, 2009, the Supervisory Board of the Company met five times with an attendance rate of 87%. Meetings lasted for an average of two and a half hours.

As far as financial matters were concerned, the Supervisory Board examined the Group's statutory and consolidated financial statements for 2008, the revenue for the fourth quarter of 2008 and the first quarter of 2009 and the financial communication relating thereto. It examined activity and progress made on the basis of quarterly reports drawn up by the Management Board and predictive management documents, the financial situation and the level of debt of the Company. It also delegated authority to the Management Board in respect of endorsements and guarantees. The Board also approved the report of the Chairman of the Supervisory Board on corporate governance and on internal control and Risk Management procedures.

As far as governance matters were concerned, the Supervisory Board examined the AFEP/MEDEF recommendations on corporate governance and remuneration of corporate officers, studied the project of change of the mode of management and administration of the Company, decided on the remuneration of members of the

Management Board and defined the allocation method of Directors' fees between members. On March 25, 2009, the Board also observed, on the basis of the financial statements for the financial year ending December 31, 2008, the meeting of performance conditions for free share allocation plans of December 13, 2007.

Supervisory Board Committees

From January 1 to June 3, 2009, the Supervisory Board was assisted in carrying out its responsibilities by three permanent specialized Committees: an Audit Committee, a Risk Committee and a Nomination and Compensation Committee.

Audit Committee

The Audit Committee prepared and facilitated the work of the Supervisory Board regarding management control and verification of the reliability and clarity of the information provided to shareholders and to the market. From January 1 to June 3, 2009, the Audit Committee had four members: Messrs Jérôme Charruau, Chairman, Jean-Michel Ropert, Patrick Buffet and Aldo Cardoso and met three times with an attendance rate of 92%.

The Audit Committee examined, in particular, the statutory and consolidated financial statements for 2008, the revenue for the first quarter of 2009 and the corresponding financial communication. The Statutory Auditors attended these meetings and presented their work and the accounting options used.

The Audit Committee also examined the dividend's payment plan for the 2008 financial year, the debt evolution and financing opportunities for the Group.

Risk Committee

The Risk Committee was responsible for assisting the Supervisory Board in fulfilling its oversight responsibilities with regard to control and supervision of the Risk Management within the Group. This role focused on the risk of incurring professional liability of the Group. From January 1 to June 3, 2009, the Risk Committee had three members: Messrs Pierre Hessler, Chairman, Stéphane Bacquaert and Bernard Renard and met twice with an attendance rate of 100%.

From January 1 to June 3, 2009, the work of the Committee focused on objectives and progress made in relation to Risk Management, major disputes and insurance covers for the Group.

Nomination and Compensation Committee

The Nomination and Compensation Committee was responsible for making proposals to the Supervisory Board with regard to the selection of Management Board members, and independent Supervisory Board members, the succession of Executive Corporate Officers and the remuneration of Management Board members as well as the means of determining their remuneration (fixed and variable portions, formula and indexing).

From January 1 to June 3, 2009, the Committee had three members: Mr. Jean-Bernard Lafonta, Chairman, replaced by Mr. Frédéric Lemoine from April 14, and Messrs Pierre Hessler and Philippe Louis-Dreyfus.

The Committee met six times between January 1 and June 3, 2009 with an attendance rate of 89%.

At the beginning of 2009, the Nomination and Compensation Committee met four times in order to carry out an exhaustive examination of the combined AFEP/MEDEF recommendations. It examined, in particular, the AFEP/MEDEF recommendations of October 6, 2008 regarding the remuneration of executive corporate officers of listed companies in the light of measures implemented within the Company in this area and presented the results of its compliance assessment to the Supervisory Board. It studied the project of change of the mode of management and administration and the methods of carrying out general management. It also examined the remuneration of corporate officers and key managers of the Group and the objectives which enable to fix the variable part of these remunerations, and recommended the implementation of a free share allocation plan and a stock-option plan, which were approved by the Board of Directors on July 3, 2009. Finally, it studied the reorganization of the Committees of the Board and the change of rule regarding the allocation of Directors' fees between Directors.

Division of powers between the Management Board and the Supervisory Board

The Supervisory Board exercised permanent control over the management of the Company conducted by the Management Board. It carried out verifications and controls it judged appropriate and requested the documents it deemed necessary to meet its responsibilities.

In line with its legal obligations, the Supervisory Board gave the Management Board prior authorizations to grant endorsements and guarantees (including for companies in the Group), to transfer tangible real property, to transfer all or part of equity interests and to grant safeties.

In accordance with the by-laws of the Company, the following decisions were also subject to prior authorization by the Supervisory Board:

1. any major strategic transaction, or any action that may have a significant effect on the economic, financial or legal situation of the Company and/or the Group;
2. any action to implement an authorization from the general Shareholders' Meeting resulting immediately or over time in an increase or reduction in share capital, the cancellation of shares or the granting of free shares;
3. the establishment of stock options plans and any grant to key managers of the Company of options to subscribe for or purchase Company shares or allocation of free shares;
4. the appropriation of net profit and the allocation of dividends or any distribution of an interim dividend within the Company;
5. any merger or spin-off to which the Company would be party;
6. any debt, financing or off-balance sheet commitments of the Company in excess of €40 million per annum or per transaction;
7. any transaction to acquire assets, in particular equity interests or investments in the context of a partnership, involving an investment by the Company in excess of €5 million per transaction;
8. any sale of assets where the transaction exceeds €5 million;
9. any change in or initial appointment of Statutory Auditors for any French or foreign companies in which the Company has a share capital interest of at least €20 million; and
10. any authorization or instruction to companies or entities, which are directly or indirectly controlled by the Company, to carry out a transaction of the type listed in points 6, 7 and 8 above.

For some of these transactions, the Supervisory Board had set amounts in excess of the amounts indicated above and under which its authorization was not required.

Finally, the agreements covered by Article L. 225-86 of the French Commercial Code were subject to the prior approval of the Supervisory Board.

Principles and rules laid down for determining the remuneration and benefits of any kind given to members of the Supervisory Board and Management Board

Remuneration of members of the Supervisory Board

The maximum annual amount of Directors' fees that could be allocated to the members of the Supervisory Board for the 2008 financial year was fixed at €300,000 by the Shareholders' Meeting of June 2, 2008. The amount allocated for the period from January 1 to June 3, 2009 was calculated *prorata temporis* and amounted €126,666.67.

The Supervisory Board decided that, for the period from January 1 to June 3, 2009, Directors' fees would be distributed equally between each of the members, including the observer.

The amount of Directors' fees of a member co-opted in the course of the financial year is calculated *prorata temporis*.

The amount of Directors' fees paid to members of the Supervisory Board is detailed in section Corporate Officers' remuneration and benefits in this chapter.

No other remuneration was paid by the Company to the Chairman or the Vice-Chairman of the Supervisory Board during this period.

Remuneration of members of the Management Board

The remuneration of members of the Management Board consists of a fixed part and a variable part.

Details of the principles and rules laid down to determine remunerations and benefits of any kind given to members of the Management Board and details of remunerations paid to members of the Management Board from January 1 to June 3, 2009 are provided in section Corporate Officers' remuneration and benefits in this chapter.

BOARD OF DIRECTORS (JUNE 3 TO DECEMBER 31, 2009)

Composition of the Board of Directors

The Combined Ordinary and Extraordinary Shareholder's Meeting of June 3, 2009 approved the change of mode of management and administration of the Company by adopting the Board of Directors system in place of the Supervisory and Management Board system and appointed 10 Directors.

At its first meeting, held after the Shareholders' Meeting of June 3, 2009, the Board of Directors decided to combine the functions of Chairman and Chief Executive Officer. Mr. Frank Piedelièvre, formerly Chairman of the Management Board, was thereby appointed Chairman and Chief Executive Officer. Mr. Frédéric Lemoine, formerly Chairman of the Supervisory Board, was asked to fulfill the position of Vice-Chairman of the Board of Directors. Messrs Philippe Donche-Gay and François Tardan were also appointed as Executive Officers.

On December 31, 2009, the Board of Directors of the Company had 10 members: Messrs Frank Piedelièvre, Chairman and Chief Executive Officer, Frédéric Lemoine, Vice-Chairman, Stéphane Bacquaert, Patrick Buffet, Aldo Cardoso, Jérôme Charruau, Pierre Hessler, Philippe Louis-Dreyfus, Jean-Michel Ropert and Ernest-Antoine Seillière.

At its meeting of February 3, 2010, and on proposal of the Nomination and Compensation Committee that had met on February 2, 2010, the Board of Directors studied the characterization or not of its members as independent Directors with regard to (i) the definition mentioned in the AFEP/MEDEF governance code of December 2008, specifically "a director is independent if he or she has no relationship of any kind whatsoever with the corporation, its group or the management of either that is such as to colour his or her judgment" and (ii) the following criteria:

- not to be an employee or Executive Director of the corporation or the Group, or an Employee or Director of its parent or a company that it consolidates, and not having been in such a position for the previous five years;
- not to be an Executive Director of a company in which the corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an Executive Director of the corporation (currently in office or having held such office going back five years) is a Director;
- not to be a customer, supplier, investment banker or commercial banker:
  - that is material for the corporation or its group; or
  - for a significant part of whose business the corporation or its group accounts;
- not to be related by close family ties to an Executive Director;
- not to have been an auditor of the corporation, or of a company of the Group within the previous five years;
- not to have been a Director of the corporation for more than twelve years;
- not to receive or have received significant additional remuneration from the Company or the Group other than Directors' fees, including participation in any system of options on shares or any other system of performance-related remuneration.

On the basis of the definition and criteria mentioned above in the AFEP/MEDEF governance code, four of the ten Directors have been characterized as independent: Messrs Patrick Buffet, Aldo Cardoso, Jérôme Charruau and Philippe Louis-Dreyfus.

At the same meeting, the Board noted that Mr. Pierre Hessler, who was Chairman of the Supervisory Board until June 27, 2005, could be considered again as independent from June 27, 2010 because the AFEP/MEDEF criterion recommending not being a company officer for the previous five years will no longer apply to him.

Details of the composition of the Board of Directors are provided in section Board of Directors in this chapter. This section includes, in particular, information on ages, business addresses, positions within the Company, main functions, starting date and expiry of terms of office, biographies and list of positions held within the last five years.

Conditions for the preparation and organization of the work of the Board of Directors

Framework for the work of the Board of Directors

The conditions for the preparation and organization of the Board of Directors are governed by internal regulations whose underlying principles are largely based on the internal regulations of the Supervisory Board of the Company before its mode of management and administration was changed.

The Board of Directors meets as often as needed in the interest of the Company and meetings are convened by its Chairman or, if the latter is absent or prevented from doing so, by its Vice-Chairman.

The provisional annual schedule of Board of Directors meetings (excluding extraordinary meetings) is drawn up at the end of each financial year and sent out to each member at the latest at the start of each financial year.

On top of the Board's mandatory meetings (annual and half-year closing accounts) are added meetings that are required in the normal course of business (acquisitions' projects, endorsements and guarantees) or authorizations to be provided pursuant to internal governance rules set out in Article 1.1 of the Board's internal regulations.

The Statutory Auditors must be invited to all Board of Directors meetings discussing the annual or half-year financial statements.

For each meeting, a preparatory file covering the main items on the agenda is drawn up and given to each member a few days before the meeting to allow prior examination of documents by the Directors.

During meetings, a detailed presentation of the items on the agenda is provided by the members of the Executive Management. Generally speaking, each Director is given all the information needed to carry out his mission and can ask the Chairman to provide him with any useful documents. The Statutory Auditors also speak at meetings in which financial statements are examined. Questions may be asked during presentations, which are followed by discussions before resolutions are submitted to the vote. Detailed minutes in draft form are then sent to members for examination and comments before being formally approved by the Board of Directors.

Internal regulations of the Board of Directors

At its meeting of June 3, 2009, the Board of Directors adopted a set of internal regulations intended, in particular, to lay down its methods of operation, supplementing any legal, regulatory and statutory provisions. The internal regulations were updated at the meeting of the Board of Directors of December 14, 2009 to take into account the changes made to the internal regulations of the Nomination and Compensation Committee.

The internal regulations of the Board of Directors also constitute the Governance Charter for Directors.

The internal regulations state that the Board of Directors determine the guidelines of the company's business and ensure its implementation. Subject to powers granted expressly by law to Shareholders' Meetings and within the limits of the corporate purpose, the Board handles all issues related to ensuring smooth operation of the Company and settles by deliberation all business matters concerning it.

The internal regulations are divided into five Chapters, the main provisions of which are as follows:

- the first Chapter is devoted, in particular, to the responsibilities of the Board of Directors, to describing the terms of meetings of the Board, in particular the holding of meetings by means of telecommunication, to ethical rules and the Charter for Directors and to the remuneration of Directors;
- the second Chapter is devoted to rules on the independence of Directors;
- the third and fourth Chapters are devoted to observers and the Board's Committees; and
- the last Chapter is devoted to the terms of amendment, entry into force and publication of the internal regulations and the assessment of the Board.

The internal regulations also stipulate the limitations of powers that are detailed in section Limitations imposed by the Board of Directors on the powers of the Chief Executive Officer and the Executive Officers in this chapter.

Stock market ethics charter

The objective of the Company is to ensure the compliance with the recommendations issued by the stock market authorities regarding the management of risks relating to the possession, disclosure and possible use of privileged information.

In this context, the Company has drawn up a stock market ethics charter and appointed a Compliance Officer. The purpose of this stock market ethics charter, which was updated following the change of the mode of management and administration, is to remind the applicable regulations for corporate officers and to draw their attention to (i) the applicable laws and regulations in force regarding insider trading, as well as to the administrative sanctions and/or penalties for not complying with those laws and regulations, and (ii) the implementation of preventive measures that enable everybody to invest in Bureau Veritas shares while in full compliance with the rules on market integrity.

At its meeting of February 3, 2010, the Board of Directors of the Company modified the Stock market ethics charter in order to extend the black-out periods from 15 days to 1 month before each financial publication.

Work of the Board of Directors from June 3 to December 31, 2009

Following the approval of the change of the mode of management and administration of the Company by the Shareholders' Meeting of June 3, 2009, the Board examined the terms of exercise of the Executive Management, appointed two Executive Officers, organized its method of operation and, within this framework, formed three specialized Committees, examined the remuneration of corporate officers and laid down the rules for the distribution of Directors' fees between Directors.

Since its creation on June 3, 2009, the Board of Directors has met six times with an attendance rate of 95%.

As far as financial matters are concerned, the Board examined the Group's statutory and consolidated financial statements for the first half of 2009, the quarterly revenue for the second and third quarters of 2009 and the communications relating thereto and examined the

Group's long-term financing. During its meeting of June 3, 2009, it delegated authority to the Chairman and Chief Executive Officer in respect of endorsements and guarantees. Finally, in December 2009, the Board examined the Group's budget for the 2010 financial year.

Board discussions also related to the strategic orientations of the Group and the various opportunities regarding acquisition or spin-off.

The Board of Directors, making use of the authority delegated to it by the Shareholders' Meeting, approved the implementation of an allocation of free shares plan and a stock-option plan for managers. It also authorized the Chairman and Chief Executive Officer to implement the share buyback program and to renew the liquidity agreement.

Assessment of the Board of Directors and its Committees

According to the recommendations of the AFEP/MEDEF Code of December 2008 and in application of Article 5.4 of its internal regulations, the Company has assessed the composition, organization and functioning of the Board of Directors and its Committees for the first seven months of the financial year.

This assessment, entrusted to the Chairman of the Nomination and Compensation Committee, was carried out through individual telephone conversations with Directors.

The results of this assessment were obtained by analyzing and synthetizing the answers given and were presented and discussed at the meeting of the Nomination and Compensation Committee of December 7, then at the meeting of the Board of Directors of December 14, 2009. The composition of the Board, the quality of information provided to Directors, particularly to prepare for meetings and discussions, the minutes of meetings and, more generally, the functioning of the Board of Directors and Committees were deemed to be satisfactory. Certain areas of reflection or improvement were suggested and gave rise to the Board of Directors adopting a six-point action plan for 2010 following a proposal of the Nomination and Compensation Committee, which will be in charge of its implementation.

Committees of the Board of Directors

The internal regulations of the Board of Directors makes provision which allows the Board to set up one or several committees intended to provide its members with food for thought, to facilitate the proper functioning of the Board and to contribute effectively to the preparation of its decisions. The Committees have a consultative role and are responsible for working on matters submitted by the Board or its Chairman and for presenting their conclusions to the Board in the form of a report or a set of proposals or recommendations.

At its meeting of June 3, 2009, the Board set up three specialized Committees whose members are all taken from the Board of Directors: the Audit and Risk Committee (resulting from the combining of the Audit Committee and the Risk Committee), the Nomination and Compensation Committee and the Strategic Committee.

Audit and Risk Committee

After the change of the mode of management and administration of the Company was adopted by the Shareholders' Meeting of June 3, 2009, the Audit Committee and the Risk Committee of the Supervisory Board were combined to form the Audit and Risk Committee.

At its meeting of July 27, 2009, the Audit and Risk Committee adopted a set of internal regulations that set out its responsibilities, resources and functioning.

The Audit and Risk Committee is responsible for monitoring the process of drawing up accounting and financial information, the efficiency of internal Auditing and Risk Management systems, the legal auditing of annual financial statements and consolidated financial statements by the Statutory Auditors and the independence of the Statutory Auditors. It prepares and facilitates the work of the Board of Directors in these areas.

It is particularly responsible for the followings:

- examining the relevance of the choice of accounting principles, the permanence of the accounting methods applied, the accounting positions adopted, the estimations made to account for significant transactions and the scope of consolidation;
- examining, before they are made public, all accounting and financial documents issued by the Company, including communications on quarterly information and results;
- examining and monitoring the efficiency of internal Audit, Risk Management and Information system security systems;
- examining significant risks, major disputes and off-balance sheets commitments;
- submitting proposals to the Board of Directors for the appointment of Statutory Auditors and approving the requested fees; and
- assessing the quality of the work carried out by the Statutory Auditors and the control of their independence. As part as the independence control and in respect of missions whose amount of fees is less than €150,000, the Committee is given, once a year when the annual financial statements are closed, details of audit and consultancy fees paid by the Company and other companies in the Group to firms and networks of the Company's Statutory Auditors. For mission whose amount of fees is more than or equal to €150,000 (in particular acquisition audits), prior approval by the members of the Committee will be required before such work is started.

The Audit and Risk Committee must report on its work to the Board of Directors and bring to its attention any matters which appear to raise issues or require that a decision be taken. It also reviews all issues raised for it by the Board of Directors on the matters set forth above.

It meets as often as it deems necessary, and at least before each financial publication.

The Audit and Risk Committee can invite to its meetings, if it deems necessary, one or more members of the Financial Department and the Company's Statutory Auditors.

In the course of its work and after having informed the Chairman of the Board of Directors thereof, and on condition to report to the Board of Directors, the Audit and Risk Committee may ask the Executive Management to provide it with any document that appears to it to be useful in carrying out its work and may speak to all or some of the members of the Executive Management or any other person that the Committee considers it would be useful to speak to.

The Audit and Risk Committee can also invite any third party it chooses to attend its meetings (expert, adviser, lawyer or auditor)

and invite members of the Executive Management to attend its meetings.

According to the AFEP/MEDEF corporate governance code for listed companies of December 2008, and other than in exceptional circumstances justified by limited time, the information required for Committee discussions is sent a few days before the meeting and, wherever possible, the financial statements are examined by the Committee at least two days before they are examined by the Board.

From June 3 to December 31, 2009, the Audit and Risk Committee had four members: Messrs Aldo Cardoso, Chairman, Jean-Michel Ropert, Stéphane Bacquaert and Jérôme Charruau. The members of the Audit and Risk Committee have the required financial and accounting expertise to be a member and most of the members are independent. Nevertheless, as the Company is controlled by a major shareholder, the proportion of two third of independent members recommended by the AFEP/MEDEF code of December 2008 is not respected.

Since its creation, the Audit and Risk Committee has met three times with an attendance rate of 100%.

It carried out, in particular, an examination of the half-yearly results for 2009, the revenue for the last three quarters of 2009 and the corresponding financial communications.

During these meetings, financial statements, notes attached to the financial statements and technical points on closure were presented and commented on by the Group's Financial Department, with particular attention being paid to impairment tests. Significant off-balance sheet commitments and guarantees were also presented by the Financial Department. The Statutory Auditors attended these meetings and presented their work and the accounting options used.

The Committee also examined the debt evolution and financing opportunities for the Group.

The work of the Committee related also to the financial documentation of the Group, examining Risks, Risk Management, Risk Mapping, Significant Disputes, Insurance Cover and Internal Audit procedures.

The Chairman of the Audit and Risk Committee sets out the findings or observations of the Committee on the annual and half-year financial statements at the Board meeting at which these financial statements are approved. The same applies to reports that may be drawn up on specific issues by the Audit and Risk Committee at the request of the Board of Directors.

The Statutory Auditors, the Chief Financial Officer and the Internal Audit Director attended meetings of the Committee.

Strategic Committee

The Strategic Committee was set up by the Board of Directors on June 3, 2009. It is responsible for examining and providing the Board of Directors with its opinion and its recommendations regarding the elaboration and approval of the Group's strategic priorities, its budget and its reviews as well as the projects of acquisition and spin-off submitted for prior authorization by the Board of Directors in accordance with Article 1.1 of the Board's internal regulations.

On December 31, 2009 it was composed of Messrs Frédéric Lemoine, Chairman, Patrick Buffet and Pierre Hessler.

On December 31, 2009, the Strategic Committee had met four times, with an attendance rate of 100%. It mainly examined the opportunities for and the feasibility of different strategic options available to the Group.

Nomination and Compensation Committee

The Nomination and Compensation Committee is responsible for making proposals to the Board with regard to the selection of members of the Executive Management, the selection of independent Board members, the succession of corporate officers and the remuneration of members of the Executive Management as well as the means of determining their remuneration (fixed and variable portions, calculation method and indexing).

The Nomination and Compensation Committee adopted internal regulations that set out its resources, its functioning and the responsibilities given to it:

- examining and formulating proposals to the Board of Directors regarding the selection, appointment, re-election, dismissal, replacement and succession of people acting as members of the Executive Management, the Board of Directors, members and chairmen of specialized Committees and the principal managers of the Company who are members of the Group Executive Committee (GEC); to this end, it must assess the required skills, knowledge and experience, describe the work to be carried out and estimate the time needed for it;
- studying proposals submitted by concerned parties, including those made by members of the Executive Management and by shareholders;
- implementing, with the help of the Secretary of the Board, an annual procedure of assessment of the functioning of the Board of Directors;
- periodically assessing the proper functioning and performance of the Executive Management and members of the GEC;
- examining, each year, on a case-by-case basis, the situation of each member of the Board of Directors with regard to the independence criteria set out in the Board of Directors regulations; and
- more generally, preparing for examination by the Board of Directors all issues relating to corporate governance falling within the competence of the Board of Directors.

On December 31, 2009, the Committee had three members: Messrs Pierre Hessler, Chairman, Frédéric Lemoine and Philippe Louis-Dreyfus.

The Nomination and Compensation Committee of the Board of Directors met just once with an attendance rate of 100%.

The Chairman of the Committee reports to the Board regarding its work, opinions, proposals or recommendations and informs it of all matters which seem to raise issues or require a decision.

Limitations imposed by the Board of Directors on the powers of the Chief Executive Officer and Executive Officers

Mr. Frank Piedelièvre has been Chairman and Chief Executive Officer since June 3, 2009.

The internal regulations of the Board of Directors define the respective roles of the Board of Directors, of the Chairman of the Board of Directors, of the Chief Executive Officer and of the Executive Officers, and also lay down the limitations on the powers of the Chief Executive Officer and the Executive Officers.

In addition to the decisions referred to by law which require the prior authorization of the Board of Directors, the prior approval of the Directors is also required for the following decisions of the Chief Executive Officer or Executive Officers:

(i) approval of the annual budget;

(ii) any introduction by the Company of option plans or free share plans and any allotment to the Group's Management Committee of options to subscribe for or purchase shares or of free shares;

(iii) any implementation of a procedure laid down in Book VI of the French Commercial Code or any equivalent procedure relating to the Company or any French or foreign subsidiaries contributing more than 5% of the Group's adjusted operating profit (AOP);

(iv) any substantial amendment of the corporate governance rules relating to internal audit referred to in Article L. 225-37 of the French Commercial Code;

(v) any purchase of shares in the Company, apart from purchases made within the framework of a liquidity agreement approved beforehand by the Board of Directors;

(vi) any decision to start a procedure with the aim of entering a regulated market or withdrawing the listing of any financial instrument issued by the Company or one of its subsidiaries;

(vii) any action to implement an authorization from the Shareholders' Meeting resulting immediately or over time in an increase or reduction in share capital or the cancellation of shares in the Company;

(viii) notwithstanding the powers vested in the Shareholders' Meeting by law and the by-laws, any appointment, dismissal, renewal or termination of the term of office of Statutory Auditors, including those in any French or foreign subsidiaries whose equity in the consolidated financial statements exceeds €50 million;

(ix) any operation referred to below if the unit amount in respect thereof exceeds €5 million and provided the operation has not been authorized in the annual budget:

- acquisition or sale of movable or immovable assets of the Company (other than those referred to below)
- acquisition or sale of shareholdings or business assets
- partnership agreement along with an investment of the amount referred to above;

(x) any debt agreement, any financing or any off-balance sheet liability of the Company (not already referred to in this article and other than endorsements and guarantees) in excess of a total of €50 million per annum or per operation;

(xi) any approval given by the Company to directly or indirectly controlled companies to carry out an operation like one of those referred to in paragraphs ix) and x) above;

(xii) the granting of any pledge to guarantee the commitments entered into by the Company of a unit sum in excess of €5 million;

(xiii) the introduction of profit-sharing schemes at Company or Group level;

(xiv) in the event of any dispute, carrying out any transaction that may have a net impact on the Group (after insurance) in excess of €10 million;

(xv) hiring/appointment, removal/dismissal and annual remuneration of members of the Management Committee;

(xvi) any major strategic transaction, or any action that may have a material effect on the Group's and/or the Company's economic, financial or legal situation not provided for in the annual budget.

These limitations on the powers of the Chief Executive Officer are established internally and cannot be relied upon against third parties in accordance with the provisions of paragraph 3 of Article L. 225-56-I of the French Commercial Code.

Principles and rules laid down by the Board of Directors for determining the remuneration and benefits of any kind given to corporate officers

Remuneration of Directors

The maximum annual amount of Directors' fees that can be allocated to members of the Board of Directors was fixed at €400,000 by the Shareholders' Meeting of June 3, 2009. The amount allocated for the period from June 3 to December 31, 2009 was calculated *prorata temporis* and amounted €233,333.33.

When the mode of management and administration of the Company was changed on June 3, 2009, and in order to meet the recommendations made in the AFEP/MEDEF code, the Board of Directors, following proposals made by the Nomination and Compensation Committee, examined the method of distributing Directors' fees between the Directors.

For the period from June 3 to December 31, 2009, the Board of Directors decided that Directors' fees would be distributed taking into account the attendance of the Directors at Board and Committee meetings.

Directors' fees were allocated on the following basis:

Directors:

- flat rate of €12,000 per Director and
- attendance: €1,000 per meeting of the Board of Directors.

Committee Chairmen:

- flat rate of €20,000 and €40,000 for the dual Audit and Risk Committee and
- attendance: €1,000 per Committee meeting.

Committee members:

- flat rate of €5,000 per member and
- attendance: €1,000 per Committee meeting.

The total amount of Directors' fees paid to Directors is limited on the basis of the number of meetings anticipated by the Board. As from the 2010 financial year, Directors' fees will be paid in one installment at the end of the year rather than in half-yearly installments.

Details of remuneration paid to Directors from June 3 to December 31, 2009 are provided in section Corporate Officers' remuneration and benefits in this chapter.

Remuneration of the Chairman and Chief Executive Officer and Executive Officers

At its meeting of June 3, 2009 and following proposals made by the Nomination and Compensation Committee, the Board of Directors decided to maintain the remuneration of Messrs Piedelièvre, Donche-Gay and Tardan, Chairman and Chief Executive Officer and Executive Officers respectively, at the same level as when they were Chairman and members of the Management Board respectively.

This remuneration consists of a fixed part and a variable part, the terms of which were reviewed by the Board of Directors.

The variable part of the remuneration of the Chief Executive Officer and Executive Officers has two components:

- a quantitative component linked to the achievement of an Adjusted Operating Profit (AOP) budgetary target; and
- a qualitative component linked to qualitative targets.

Details of the principles and rules laid down for determining the remuneration and benefits of any kind given to the Chief Executive Officer and Executive Officers and details of remuneration paid are provided in section Corporate Officers' remuneration and benefits in this chapter.

2.2.3. Internal control and Risk Management procedures implemented by the Group

DEFINITION AND AIMS OF THE INTERNAL CONTROL

The Company used the *Autorité des Marchés Financiers* (AMF) frame of reference for internal control. The frame, published in January 2007, consists in general principles related to the overall internal control processes.

The internal control includes a set of resources, behaviors, procedures and actions adapted to the characteristics of the Company and the Group as a whole which:

- contributes to the control of its activities, the effectiveness of its operations and the efficient use of its resources; and
- allows an appropriate consideration of significant operational, financial or compliance risks.

The internal control procedures in force within the Company and the Group are designed:

- on one hand, to ensure that operations related management action or activities as well as employee behaviors are in line with the framework established on the basis of the guidance provided in respect of the Company's activities by the management bodies, and comply with applicable laws and regulations and the Company's internal values, standards and rules;
- on the other hand, to check that accounting, financial and management information provided to the Company's management bodies accurately reflects the Company's business and position;
- finally, to ensure the proper functioning of the Company's internal processes, particularly those helping to protect its assets.

The internal control system is intended to prevent and control risks stemming from the Company's business activities and from the risk of error or fraud. It is also intended to ensure the correct translation of these risks into accounting and financial information. However, as with any control system, it cannot provide an absolute guarantee that these risks are completely eliminated.

Within the Bureau Veritas Group, the parent company ensures that internal control procedures are in place within its subsidiaries, and that they are adapted to the characteristics of the subsidiaries and to the relations between the parent company and affiliated companies.

GENERAL APPROACH TOWARDS RISK MANAGEMENT AND INTERNAL CONTROL

The Executive Management of the Group ensures that internal control objectives are set up, particularly with respect to control environment, risk assessment and Risk Management, internal control processes, reliable financial information and steering of the Group's business, doing so on the basis of the principles and structures previously defined by the Management Board.

The internal control implemented within the companies of the Group is based on the following principles:

- recognition of the absolute responsibility of the management of Group companies;
- steady financial reporting system;
- monitoring of relevant indicators by the Head Office; and

- regular and occasional reviews of items defined in formal or occasional frameworks.

This general framework is nevertheless adapted on the basis of the following criteria:

- a flexibility criterion to allow the management of Group's companies to fully exercise their responsibilities; and
- a simplicity criterion so that the internal control process continues to suit the size of the companies within the Group.

Introducing internal control procedures is the responsibility of the central departments in their respective areas of expertise: Finance and Management Control, Legal, Risks and Compliance, Human Resources, Quality, and Technical.

- The Finance Department manages all of the Group's consolidated financial information and manages the necessary reconciliations. It ensures the strict application of Group standards and frameworks. Within this framework, the Finance Department defines a set of procedures, tools and references relating to the quality and consistency of information provided (management reporting, financial statements).
- The Legal, Risks and Compliance Department is in charge of the Group's Legal Affairs, Risk Management and Compliance Program. Acting as support function for operations by reviewing legal aspects of calls for tender and major contracts, it directly manages or supervises, as the case may be, any operational disputes involving the Group. As far as risks are concerned, the Department coordinates the identification of the main risks associated with the Group's activities and defines Risk Management policies (particularly professional civil liability policies) and procedures regarding the review of calls for tender and contracts of the Group in close collaboration with the Group's Operations Managers and Technical and Quality Departments. Finally, it takes out insurance policies for the Group. As far as compliance is concerned, it defines, implements and supervises the Compliance Program, including the Code of Ethics, internal application procedures, training and performance of regular (internal and external) audits.
- The Human Resources Department defines policies of assessment and remuneration of the Group's management and ensures that every employees of the Group are remunerated and assessed on the basis of objective and published criteria.
- The Quality Department defines the Group's quality management system. It controls the application of procedures and measures customers' satisfaction.
- Technical Departments are responsible for drawing up the technical Risk Management policy and checking the technical quality of provided services, the technical qualification of organizations and operators and the application of technical guidelines and methodologies defined by the Group.

Each Department relies on local networks to distribute procedures and controls their implementation among operational entities. They are tasked with auditing the operating entities, specifying corrective actions that need to be taken (if any) and ensuring that these actions are implemented. These local networks may possibly be shared by more than one Department, particularly in relation to technical aspects, quality and management of technical risks.

INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES IMPLEMENTED

Review of Internal Control procedures with respect to the objectives of the AMF frame of reference

Bureau Veritas decided to adopt the general principles of the AMF frame of reference in 2007 and thereby began a plan to implement its recommendations. This plan is intended to provide the principal subsidiaries of the Group with a tool enabling them, firstly, to carry out self-assessment and, secondly, to identify objectively and realistically areas for improvement in the internal control procedure where progress might be made.

In compliance with the AMF frame of reference, three self-assessment questionnaires on internal control have been used since 2007:

1) the first one, relating to general principles of internal control and certain strategic financial aspects, was completed by BVSA in 2007 and updated in 2008 and 2009.

2) the second one, relating more specifically to accounting and financial internal control, particularly the central management of the accounting and financial structure, was completed by BVSA in 2007 and updated in 2008 and 2009.

3) the third one, relating more specifically to processes concerning the preparation of accounting and financial information and extended progressively to the main subsidiaries of the Group. In 2008 and 2009, this questionnaire was gradually implemented in the main countries and accounting platforms (France, Spain, United Kingdom, USA, Brazil, Hong Kong and Australia in 2008, then Japan, Marine China, Germany, Netherlands, Chile, Italy and CPS Shanghai in 2009), meaning, in two years, over 70% of the Group's activity in all geographical zones.

This continous self-assessment makes it possible to ensure that the application of the Group's accounting principles (MAG) are applied, to take stock of the control processes currently used in the various geographical zones and to introduce ongoing improvement measures.

Production of financial and accounting information

In order to implement internal control procedures relating to the production of financial and accounting information, the Group uses:

- **external standards** including all national accounting laws and regulations. The Group has prepared its consolidated financial statements according to IFRS (International Financial Report Standards) since 2005;
- **internal standards** consisting of the Group's manual of organization and general quality procedures and the Manual of management (MAG), which groups together all the financial, accounting and tax procedures.

The mission of the Finance Department is to provide financial information and quality analyses within short deadlines and to act as an expert with respect to financial questions and financing within the Group.

It is responsible for establishing standards, consolidating results, managing cash and particularly interest rate and exchange rate hedging risks, managing tax policy and supervising credit risks. It also acts as a motivating force in improvement initiatives, such as the development of shared services centers or globalizing purchasing.

The Finance Department uses a structured network of financial officers in all the Group's subsidiaries, who work together with operational personnel but report functionally to the Chief Financial Officer. Subsidiaries operating in different countries are responsible for implementing policies, accounting standards and procedures defined by the Group.

The budget process is highly structured, designed around a bottom-up approach enabling objectives to be set at a very detailed level (business units). The resulting budget is therefore a relevant instrument of control that can be used to monitor the monthly activity at a country/business level. This monthly management review of the results from operations, net cash and consolidation data allows the Group's Finance Department to review and verify financial and accounting information on a centralized, ongoing basis.

In addition, the Group has defined goals and developed internal procedures and rules designed to protect assets, prevent and detect fraud, and ensure the reliability and accuracy of accounting information.

Role of the Internal Audit and Acquisitions Support Department

Internal Audit

The Internal Audit Department's mission is to perform audits, principally financial audits, in the various entities of the Group. These audits are carried out according to an annual plan approved by Executive Management and reviewed by the Audit and Risk Committee. The entities audited are mainly chosen on the basis of the absence of recent audits, changes in management, or differences from budgets or from the results of comparable entities.

These audits are aimed at analyzing and controlling the correct application of management and reporting rules, as well as the optimization and efficiency of operational support functions. The principal cycles and procedures which are subject to audits are:

- internal organization;
- cash management;
- purchasing and payables;
- sales and receivables;
- human resources; and
- closing financial statements and reporting.

The audit reports are issued to the management of the operational entities, as well as being sent to their managers, to the Central Operational Departments and to the Group's Executive Management. They include recommendations and require commitments to corrective short- and mid-term action plans.

Twice a year, the Audit and Risk Committee reviews the findings of internal audits that have been carried out and the following of recommendations and action plans.

Acquisitions support

The Internal Audit Department also has a coordination and assistance mission in connection with acquisitions and their integration. Since 2004, a specific "Post Merger Integration Plan (PMIP)" procedure has been in place to improve the acquisition integration process. The aim of this procedure is to define, for each management function (Finance, Human Resources, Communications, IT, Information Systems, Legal, Insurance and Quality), the integration actions to be carried out and the applicable timetable on the basis in particular of the information collected during the audit phase. Integration planning is reviewed prior to the acquisition.

Integrations are performed by the management responsible for the zones or businesses concerned, and supported by all the headquarters' support functions. Once the PMIP has been completed, the Internal Audit Department carries out a critical review of the process which enables the strengths and weaknesses to be assessed and procedures to be improved.

Procedures for managing risk and monitoring disputes

The Group's Risk Management policy is principally based on preventing from incurring professional civil liability in the event of damage relating to a product or facility which was subject to inspection services by one of the Group's entities.

Risks are managed through a structured Risk Management organization established within the Group's various sectors and geographic zones. This organization is built around three departments: the Legal, Risks and Compliance Department, Technical Departments and the Quality Department.

The diversity of local operations and the need to give managerial autonomy to operations managers have led to the introduction of a global risk prevention strategy formalized in manuals produced under the responsibility of designated individuals within each department and geographical zone.

The application of the Risk Management policy and the ongoing development of services requested from the Group require the use of networks of *individuals responsible for managing all aspects of risk:* technical, quality, legal and compliance, so that they can coordinate their efforts to reduce the risks of the Group incurring professional civil liability. The goal is to cause Risk Management methods and objectives to be shared with operational teams, together with the information they need to take decisions consistent with the objectives set by the Board of Directors.

The Group has also established procedures to enable half-yearly evaluation of litigation, in collaboration with the operational units, the Legal, Risks and Compliance Department and the Finance Department.

The procedure of follow-up on litigation is included in the Risk Management policy. It describes the mode of management of litigations which relies on the coordination between the directors of operational entities, the businesses and the Legal, Risks and Compliance Department. Each business defines and establishes an organization to achieve the Group's objectives which must:

- identify conflict situations right from the start;
- make sure that the litigation claims are addressed to the concerned insurers;

- organize an effective approach regarding the defense of the Group's interests; and
- allow a centralized follow-up of the significant litigations by the Legal, Risks and Compliance Department.

The internal rules applying to the entry of provisions for liabilities in the accounts are described in the notes to the consolidated financial statements (shown in Chapter 4 – 2009 consolidated financial statements of this Registration Document).

Procedures for monitoring Accreditations/Role of Technical Departments

Bureau Veritas has numerous licenses to operate (accreditations, approvals, delegated authority, etc.) issued, as the case may be, from States, public or private authorities or national or international bodies.

Each business of the Group has established an organization dedicated to managing and monitoring on a centralized basis these Authorizations subject to regular audits by the concerned authorities.

The aim of the Technical Departments is to ensure that the services provided by each entity in the Group are carried out in compliance with Bureau Veritas standards (following the technical methodologies and guidelines defined by the Group) and according to the specifications of the accrediting organization.

The Group has implemented an operational organization which is more or less centralized depending on the area of activity:

- in businesses that are managed globally and offer the same services (Marine, Certification, Consumer Products and Government Contracts), the Technical Departments are centralized and provide the methodologies and rules applicable throughout the world;
- in businesses that are managed locally and provide their services on the basis of local technical standards, local Technical Departments provide methodologies and rules that are applicable in their country/region under the control of a Central Technical Department.

The various Technical Departments use a structured network of Technical Managers in each Business Line and perform, each year, a certain number of technical audits to ensure compliance with the standards and methodologies defined by the Group.

Role of the Quality Department/ISO Certification

The Quality Department is responsible for developing and controlling the application of the Group's business model and for ensuring compliance with the quality procedures within the Group. These procedures have had ISO 9001 certification, given by BSI France, an independent body, for 13 years.

The objective of the Quality Department is to grow sales by improving the Group's reputation towards regulatory authorities, by developing a culture of quality amongst managers in the network and by constantly measuring customer satisfaction.

The Quality Department uses a structured network of Quality Managers in all geographic zones (covering the Construction, IVS, Industry and HSE businesses) and at central level for verticalized businesses (Marine, Consumer Products, GSIT) as well as for the Certification business. It is responsible for producing a clear definition of each person's goals and for ensuring that the tools are implemented to measure performance.

Role of the Group's Human Resources Department

Despite the importance of local rules and constraints in the management of Human Resources, the Group's Human Resources Department ensures the consistency of assessment and remuneration policies for the managers of the Group. All Managers in the Group (about 1,750 of them) and their annual performance are monitored using integrated software (Peoplesoft) which enable to ensure the emergence of new talent and to control that the Group's principal employees are remunerated and assessed according to known, objective criteria.

The Human Resources Department also monitors, through a network of HR Managers, a number of key indicators such as the attrition rate or changes in the payroll. During the annual budgetary process, indicators are analyzed in order to identify, for the main countries, the risks associated with increasing staff costs.

Compliance Program

A key component of the active Risk Management within the Group is the sharing of a certain number of values and ethical principles by all employees. Bureau Veritas, a founding member of IFIA (International Federation of Inspection Agencies), implemented throughout the Group a program dedicated to ethics, its deployment and its control, by adopting, in 2003, a Code of Ethics applicable to all of its activities.

This Code of Ethics, in compliance with IFIA requirements, sets out the ethical values, principles and rules on which Bureau Veritas wishes to base its development and its growth and build relationships of trust with its customers, staff and commercial partners.

At the end of 2009, when the mode of management and administration of the Company was changed, a new Compliance Program was introduced with the aim of increasing awareness and effective implementation of the Group's Code of Ethics by all members of staff and of being able to demonstrate this.

This new Compliance Program includes an updated version of the Code of Ethics (now available in twenty-two languages compared to six before); a new easy-access manual on internal procedures for all staff (translated into six languages) and a compulsory e-learning training module for all staff (available in six languages). A dedicated network of roll-out managers has been set up. This new network is run by a project team at the head office.

The Group's Ethics Committee, whose members have been appointed by the Board of Directors, consists of the Chairman and Chief Executive Officer, the Executive Officer in charge of Finances and the Group Compliance Officer. This Committee deals with all of the Group's ethical issues and supervises the implementation of the Compliance Program. The Group Compliance Officer uses a network of compliance officers who act as intermediaries in the various geographic zones and regions and the various businesses.

Within operational units, each unit director is responsible for the application of the Compliance Program by the staff under his authority, under the management and control of directors of the region, the zone, or the business to whom he is answerable. For this purpose, it is the responsibility of each director to pass on copies of the Code of Ethics to his staff, to train them, to inform them of their duties in simple, practical and concrete terms and to leave them in no doubt that any failure to comply with the Code of Ethics constitutes a serious breach of their professional obligations.

Any alleged breach of the Code of Ethics has to be brought to the attention of the Group Compliance Officer who informs the Ethics Committee of any serious failure to comply with the Code of Ethics so that the necessary measures can be taken. An internal or external audit may subsequently be carried out and, depending on the findings, sanctions are imposed including the possible dismissal of the employees in question.

Internal and external audits are performed annually on the application and compliance with the principles of the Code of Ethics, and a certificate of compliance is issued by an independent auditor (PricewaterhouseCoopers Audit) and sent to the Compliance Committee of the IFIA.

These measures as a whole are designed to prevent any activities that go against the Group's ethical principles.

Although the Company provides a vigilant care in this regard, no guarantee can be given that these measures are, or have been, complied with in all circumstances.

ROLE OF THE AUDIT AND RISK COMMITTEE

In accordance with the 8th "Audit" Directive, the Audit and Risk Committee is responsible for monitoring the process of preparing accounting and financial information and monitoring the efficiency of internal control and Risk Management systems.

In 2009, the Audit and Risk Committee examined, before they were published, the accounting and financial information documents issued by the Company, including financial press releases. The closing of the period on June 30 and December 31, 2009 resulted in the communication of the consolidated incomes, with accounting issues and the results of external audits having been examined therein. The Group's Chief Financial Officer and/or his assistant participated in all Audit and Risk Committee meetings in 2009, as did the Statutory Auditors.

The Audit and Risk Committee also reviewed, on a half-yearly basis, the findings of internal audits carried out and was involved in the annual planning and monitoring of recommendations and action plans.

The Audit Committee was also involved in the implementation of the AMF frame of reference concerning general principles and the accounting and financial internal control framework, and the analysis and control of operating risks. It was notified of the results and the action plans presented.

Between June 3 and December 31, 2009, two working meetings of the Audit and Risk Committee were devoted more particularly to risks. In this context, the Committee reviewed the Risk Management strategy adopted by the Group (policies, organization and tools), the results of risk mapping and resulting action plans, significant off-balance sheet commitments and litigation and the insurance structure and coverage for professional civil liability, operational liability and company officer liability, as well as the retention mechanisms and levels. This work resulted in a report presented to the Board of Directors.

DEVELOPMENT OF RISK MANAGEMENT AND INTERNAL CONTROL PROCEDURES

In 2009, the Group carried out risk mapping for the Construction and Industry businesses to update its knowledge to identify and quantify the Group's risks and to improve existing Risk Management procedures.

Other businesses will be mapped in 2010.

During the 2010 financial year, the management of operational risks will be improved through the increase in the number and specialization of technical centers. The Group is looking to develop "Bureau Veritas" technical standards that can be applied throughout the world, while satisfying the requirements of countries that apply the most stringent regulations.

The Group is also planning in future years to promote a far more coordinated and integrated approach for audits in the network: internal audits, external financial audits, quality audits, audits by accreditation authorities and technical audits.

2.2.4. Terms for the participation of shareholders in meetings

Any shareholder is entitled to participate in general meetings under statutory conditions.

The terms governing this participation are set out in Article 26 of the Company's by-laws. A summary of these rules is given in Chapter 6 - Information on the Company and the capital of this Registration Document.

2.2.5. Factors that may be relevant in the case of a public tender (in accordance with Article L. 225-100-3 of the French Commercial Code)

As far as the Company is aware, no agreement has been concluded between the shareholders that may restrict the transfer of shares and the exercising of voting rights.

The capital structure is set out in Chapter 6 – Information on the Company and the capital of this Registration Document.

The clauses on the change of control defined in the Company's financial documentation are set out in Chapter 3 – Management report of this Registration Document.

2.2.6. Statutory Auditors' report, prepared in accordance with Article L. 225-235 Of the French Commercial Code, on the report prepared by the Chairman of the Board of Directors of Bureau Veritas

(Year ended December 31, 2009)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Bureau Veritas SA, and in accordance with Article L.225 235 of the French Commercial Code *(Code de commerce)*, we hereby report to you on the report prepared by the Chairman of your Company in accordance with Article L.225-37 of the French Commercial Code for the year ended December 31, 2009.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report describing the internal control and risk management procedures implemented by the company and providing the other information required by Article L. 225-37 of the French Commercial Code, in particular relating to corporate governance.

It is our responsibility:

- to report to you on the information set out in the Chairman's report on internal control and risk management procedures relating to the preparation and processing of financial and accounting information; and
- to attest that the report sets out the other information required by Article L. 225-37 of the French Commercial Code, it being specified that it is not our responsibility to assess the fairness of this information.

We conducted our work in accordance with professional standards applicable in France.

Information concerning the internal control and risk management procedures relating to the preparation and processing of financial and accounting information

The professional standards require that we perform procedures to assess the fairness of the information on internal control and risk management procedures relating to the preparation and processing of financial and accounting information set out in the Chairman's report. These procedures mainly consisted of:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of financial and accounting information on which the information presented in the Chairman's report is based, and of the existing documentation;
- obtaining an understanding of the work performed to support the information given in the report and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of financial and accounting information that we may have identified in the course of our work are properly described in the Chairman's report.

On the basis of our work, we have no matters to report on the information given on internal control and risk management procedures relating to the preparation and processing of financial and accounting information set out in the Chairman of the Board's report, prepared in accordance with Article L. 225-37 of the French Commercial Code.

Other information

We attest that the Chairman's report sets out the other information required by Article L. 225-37 of the French Commercial Code.

Neuilly-sur-Seine and Paris, April 12, 2010

The Statutory Auditors

PricewaterhouseCoopers Audit	**Bellot Mullenbach & Associés**
Jean-François Châtel	Pascal de Rocquigny

2.3. Corporate Officers' remuneration and benefits

2.3.1. Remuneration of corporate officers

At its meeting of December 16, 2008, the Supervisory Board of Bureau Veritas analyzed the AFEP/MEDEF recommendations of October 6, 2008 on the remuneration of executive corporate officers of listed companies in the light of measures put in place within the Company in this area. In a press release dated December 19, 2008, the Group stated that it was following these recommendations.

All of the standard information in accordance with the AFEP/MEDEF recommendations is presented below:

REMUNERATION OF EXECUTIVE CORPORATE OFFICERS

The remuneration of executive corporate officers is fixed by the Board of Directors following proposals by the Nomination and Compensation Committee, which filed, in 2009, a comparative study carried out by an external firm into the practices of major French companies.

The gross annual fixed remuneration excluding benefits in kind and target variable remuneration (achievement of all targets) of Frank Piedelièvre, Chairman and Chief Executive Officer as of June 3, 2009 and, beforehand, Chairman of the Management Board, are €910,000 and €455,000 respectively, unchanged by comparison with 2008. Target variable remuneration represents 50% of fixed remuneration and is based half on the achievement of an Adjusted Operating Profit (AOP) target and half on the achievement of qualitative targets. After examining the achievement of said targets in 2009, this variable remuneration was fixed by the Board of Directors following proposals by the Nomination and Compensation Committee at €425,000. Frank Piedelièvre also waived payment of his Directors' fees.

The gross annual fixed remuneration excluding benefits in kind and target variable remuneration (achievement of all targets) of Philippe Donche-Gay, under his employment contract as Chief Operating Officer, are €550,000 and €300,000 respectively, unchanged by comparison with 2008. 60% of target variable remuneration is based on the achievement of an Adjusted Operating Profit (AOP) target and 40% of target variable remuneration is based on the achievement of qualitative targets. After examining the achievement of said targets in 2009, this variable remuneration was fixed by the Board of Directors following proposals by the Nomination and Compensation Committee at €268,500. Gross annual remuneration as Corporate Officer is maintained at €50,000.

The gross annual fixed remuneration before benefits in kind of François Tardan, Executive Officer in Charge of Finances, Legal Affairs and Information Systems, paid in France and the United States, is €471,436. The target variable remuneration (achievement of all targets) of François Tardan is maintained at €220,000, 40% being based on the achievement of an Adjusted Operating Profit (AOP) target and 60% being based on the achievement of qualitative targets. After examining the achievement of said targets in 2009, this variable remuneration was fixed by the Board of Directors following proposals by the Nomination and Compensation Committee at €200,000.

Note: As its meeting of March 2, 2010 the Board of Directors following proposals by the Nomination and Compensation Committee decided to put a ceiling on the variable remuneration of the executive corporate officers, as from 2010, in accordance with the AFEP/MEDEF recommendations.

The above executive corporate officers of Bureau Veritas do not benefit from any supplementary pension scheme.

No compensation is due in the event of termination of company officer functions.

Under the terms of his employment contract, Philippe Donche-Gay will receive compensation in the event that his employment contract is terminated by the Company within the first three years of the effective start date of his employment contract, except in the case of gross negligence, serious misconduct or *force majeure*. The amount of the termination benefits is subject to a performance condition and can account for up to 12 months of gross remuneration (fixed remuneration and bonus under the employment contract). The performance condition is detailed in Chapter 6.9. Related-party transactions (pages 271 and 272).

TABLE No. 1: TABLE SUMMARIZING THE REMUNERATION, OPTIONS AND SHARES GIVEN TO EACH EXECUTIVE CORPORATE OFFICER

	Frank Piedelièvre **Chairman** **and Chief Executive Officer**		**Philippe Donche-Gay** *Executive Officer* **in Charge of Operations**		**François Tardan** *Executive Officer* **in Charge of Finances, Legal Affairs and Information Systems**	
In euros	**Financial Year 2009**	**Financial Year 2008**	**Financial Year 2009**	**Financial Year 2008**	**Financial Year 2009**	**Financial Year 2008**
Remuneration owed for the financial year (*shown in Table 2*)	1,337,880	1,300,559	869,700	309,607 [a]	674,316	668,971
Valuation of options allocated during the financial year (*shown in Table 4*)	675,000 [b]	-	337,500 [b]	-	337,500 [b]	-
Valuation of performance shares allocated during the financial year (*shown in Table 6*)	496,000 [b]	-	248,000 [b]	1,730,850	248,000 [b]	-
TOTAL	**2,508,880**	**1,300,559**	**1,455,200**	**2,040,457**	**1,259,816**	**668,971**

(a) Remuneration prorata temporis (term of office beginning on August 27, 2008 and employment contract beginning on September 1, 2008).

(b) The amounts indicated correspond to the fair book value of options and shares according to IFRS standards. They are therefore not actual amounts that could be released on the exercising of share subscription options if they are exercised or on acquisition of shares if they are acquired. It is also noted that these allotments of options and shares are subject to presence and performance conditions (see section on the long-term incentive policy below).

TABLE No. 2: TABLE SUMMARIZING THE REMUNERATION OF EACH EXECUTIVE CORPORATE OFFICER

	Frank Piedelièvre **Chairman** **and Chief Executive Officer**				**Philippe Donche-Gay** *Executive Officer* **in Charge of Operations**				**François Tardan** *Executive Officer* **in Charge of Finances, Legal Affairs and Information Systems**			
	2009 financial year		**2008 financial year**		**2009 financial year**		**2008 financial year**		**2009 financial year**		**2008 financial year**	
(in euros)	**owed**	**paid**	**owed**	**paid**	**owed**	**paid**	**owed**	**paid**	**owed**	**paid**	**owed**	**paid**
Fixed remuneration	910,000	910,000	910,000	910,000	600,000	600,000	200,705 [a]	200,705 [a]	471,436	471,436	461,091	461,091
Variable remuneration	425,000	387,679	387,679	384,794	268,500 [c]	108,902 [a][b]	108,902 [a][b]	-	200,000	205,000	205,000	171,799
Extraordinary remuneration	-	-	-	-	-	-	-	-	-	-	-	-
Directors' fees	[d]	[d]	-	-	-	-	-	-	-	-	-	-
Benefits in kind (company car)	2,880	2,880	2,880	2,880	1,200 [e]	1,200 [e]	-	-	2,880	2,880	2,880	2,880
TOTAL	**1,337,880**	**1,300,559**	**1,300,559**	**1,297,674**	**869,700**	**710,102**	**309,607**	**200,705**	**674,316**	**679,316**	**668,971**	**635,771**

(a) Remuneration prorata temporis (term of office beginning on August 27, 2008 and employment contract beginning on September 1, 2008).

(b) Gross amount of shared profit and gross supplementary amount on shared profit, for the 2008 financial year, funded in 2009 as not known on the date of publication of the 2008 reference document. The 2009 reference document updates these two amounts owed for the 2008 financial year and funded by Philippe Donche-Gay in 2009 (amount indicated in 2008 reference document: 103,562 euros).

(c) Gross amount of shared profit for the 2009 financial year, paid in 2010 as not known on the date of publication of the 2009 reference document.

(d) Frank Piedelièvre waived his Director's fees as Chairman and Chief Executive Officer.

(e) Provision of a company car - for Philippe Donche-Gay from August 1, 2009.

It is noted that the fixed remuneration and the target amounts of variable remuneration of Frank Piedelièvre and Philippe Donche-Gay did not change between 2008 and 2009.

It is stated that, as Philippe Donche-Gay was appointed as a member of the Management Board on August 27, 2008 and started his employment contract on September 1, 2008, the variation in fixed remuneration recorded between 2008 and 2009 is purely mechanical.

TABLE No. 3: TABLE SHOWING DIRECTORS' FEES AND OTHER REMUNERATION RECEIVED BY NON-EXECUTIVE COMPANY OFFICERS

The table below shows the Directors' fees paid to members of the Board of Directors by Bureau Veritas and by any affiliated company for the 2008 and 2009 financial years:

Members of the Board of Directors [a] *(in euros)*	Directors' fees, allocated for the 2008 financial year, half paid in July 2008 and half in January 2009	Directors' fees, allocated for the period from January 1 to June 3, 2009 and paid in July 2009	Directors' fees, allocated for the period from June 3 to December 31, 2009 and paid in February 2010
Frank Piedelièvre [b]			
Directors' fees	-	-	-
Frédéric Lemoine [c]			
Directors' fees	-	4,000.00	32,583.34
Pierre Hessler			
Directors' fees	30,000.00	12,666.67	32,583.34
Jérôme Charruau			
Directors' fees	30,000.00	12,666.67	18,916.67
Ernest-Antoine Seillière			
Directors' fees	30,000.00	12,666.67	13,000.00
Bernard Renard [d]			
Directors' fees	30,000.00	12,666.67	-
Jean-Michel Ropert			
Directors' fees	30,000.00	12,666.67	17,916.67
Philippe Louis-Dreyfus			
Directors' fees	30,000.00	12,666.67	14,916.67
Patrick Buffet			
Directors' fees	30,000.00	12,666.67	19,916.67
Aldo Cardoso			
Directors' fees	30,000.00	12,666.67	39,333.33
Stéphane Bacquaert [e]			
Directors' fees	17,416.67	12,666.67	18,916.67
Jean-Bernard Lafonta [c]			
Directors' fees	30,000.00	8,666.67	-
Yves Moutran [e]			
Directors' fees	12,583.33	-	-
TOTAL	**300,000.00 [f]**	**126,666.70 [f]**	**208,083.36 [g]**

(a) Since June 3, 2009 the Company, while retaining its legal form as a Société Anonyme, *has set up a Board of Directors to replace the Management Board and Supervisory Board. This table includes the Directors' fees paid to members of the Supervisory Board for the period from January 1 to June 3, 2009 and to members of the Board of Directors for the period from June 3 to December 31, 2009.*

(b) Frank Piedelièvre waived payment of his Director's fees.

(c) Frédéric Lemoine was co-opted as a member of the Supervisory Board and appointed as Chairman of the Supervisory Board at the Board meeting of April 14, 2009, replacing Mr. Jean-Bernard Lafonta who had resigned.

(d) The term of office of Bernard Renard expired at the Shareholders' Meeting of June 3, 2009.

(e) Stéphane Bacquaert was appointed as a member of the Supervisory Board on June 2, 2008, replacing Yves Moutran.

(f) The annual amount in Directors' fees allocated to members of the Supervisory Board had been fixed at €300,000 by the Shareholders' Meeting of June 2, 2008.

(g) The annual amount in Directors' fees allocated to members of the Board of Directors was fixed at €400,000 by the Shareholders' Meeting of June 3, 2009.

Long-term incentive policy

Under its remuneration policy, Bureau Veritas allocates share subscription options and performance shares to a number of staff in the Group around the world.

Eligibility for these allocations depends both on the level of responsibility of the post held and on the individual performance of the person concerned.

It was agreed that, as from 2009, options and performance shares would be allocated, if applicable and other than in exceptional circumstances, in June or July each year.

On July 3, 2009 the Board of Directors decided to allocate share subscription options and performance shares to 315 Group employees, corresponding to a total of 630,000 shares (363,500 performance shares and 266,500 share subscription options), or around 0.6% of the share capital on the allocation date.

Within the framework of this allocation, the Executive Corporate Officers (Frank Piedelièvre, Philippe Donche-Gay and François Tardan) were allocated a maximum number of 40,000 performance shares (that is to say 11% of the total number of shares allocated) and a maximum number of 120,000 share subscription options (that is to say 45% of the total number of options allocated). Out of a total of 630,000 shares allocated in the form of share subscription options and performance shares, allocations to executive corporate officers represented 25%.

These allocations are subject to:

- a performance condition: depending on how much of the Adjusted Operating Profit (AOP) for 2009 has been achieved, the recipients may exercise/acquire between 50% and 100% of the options/shares allocated;
- a presence condition: as regards share subscription options, the departure of the recipient will lead to the cancellation of his rights; as regards performance shares, an acquisition period of three years followed by a retention period of two years has been set for recipients from French Group companies, and an acquisition period of four years has been set for recipients from non-French Group companies.

The option subscription price was fixed at €34.98 corresponding to the average without discounts of the first traded prices on the last 20 stock market trading days preceding the allocation date.

The executive corporate officers of Bureau Veritas SA are obliged to retain in their own name 50% of the shares resulting from exercised options and 50% of shares granted after the retention period until their functions as company officers have come to an end.

TABLE No. 4: OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES ALLOCATED DURING THE 2009 FINANCIAL YEAR TO EACH EXECUTIVE CORPORATE OFFICER BY THE ISSUER AND BY ANY AFFILIATED COMPANY

Name of the Executive Corporate Officer	No. and date of the plan	Kind of options (purchase or subscription)	Valuation of the options according to the method used in the consolidated financial statements	Number of options allocated during the financial year	Exercise price	Exercise period
Frank Piedelièvre	07/03/2009	share subscription options	€675,000	60,000	€34.98	07/03/2012 to 07/03/2017
Philippe Donche-Gay	07/03/2009	share subscription options	€337,500	30,000	€34.98	07/03/2012 to 07/03/2017
François Tardan	07/03/2009	share subscription options	€337,500	30,000	€34.98	07/03/2012 to 07/03/2017

The amounts indicated correspond to the fair book value of options according to IFRS standards. They are therefore not actual amounts that could be released on the exercising of these options if they are exercised.

It is noted that these allocations are subject:

- to a presence condition - departure of the recipient leads to the cancellation of his rights; and
- to a performance condition, linked to the extent of achievement of the Adjusted Operating Profit (AOP) of the Company in the 2009 financial year. A minimum AOP level and a target AOP level were defined for the 2009 financial year. If the AOP recorded for 2009 is less than or equal to the minimum level, then only 50% of the options allocated can be exercised by the recipient. If the AOP recorded for the 2009 financial year is higher than or equal to the target level, then 100% of the options allocated can be exercised by the recipient. If the AOP recorded for the 2009 financial year is between the minimum level and the target level, then the number of options that can be exercised by the recipient will be determined by linear interpolation.

As its meeting of March 2, 2010 the Board of Directors observed that the level of completion of the AOP for the 2009 financial year was above the target level set by the Board of Directors at the time the options were granted. Consequently the number of options that can be exercised by the recipient during the exercise period, subject to the applicable presence condition, is equal to the total number of options granted.

The Executive Corporate Officers of Bureau Veritas SA are obliged to retain in their own name 50% of the shares resulting from exercised options until expiry of their functions as company officers.

TABLE No. 5: OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES EXERCISED DURING THE 2009 FINANCIAL YEAR BY EACH EXECUTIVE CORPORATE OFFICER

Name of the Executive Corporate Officer	No. and date of the plan	Number of options exercised during the financial year	Exercise price
François Tardan	12/11/2001	80,000	€6.19

Frank Piedelièvre and Philippe Donche-Gay did not exercise any options during the 2009 financial year.

TABLE No. 6: PERFORMANCE SHARES ALLOCATED TO EACH EXECUTIVE CORPORATE OFFICER - 2008 AND 2009 FINANCIAL YEARS

Free shares allocated to Philippe Donche-Gay - 2008 financial year

No. and date of the plan	Number of shares allocated during the financial year	Valuation of the shares according to the method used in the consolidated financial statements *In euros*	Date of acquisition	Date of availability
09/22/2008	55,000	1,730,850	09/22/2011	09/22/2013
Conditions of presence and obligation to keep hold of shares [(a)]	***Presence:*** Provided the beneficiary remains within the Company or within an affiliated company throughout the acquisition period, the shares will by provided to the latter after expiry of the acquisition period. ***Obligation to keep hold of shares:*** The beneficiary is obliged, as company officer of Bureau Veritas SA, to keep, in his own name, 50% of the shares provided to him, after the period in which shares must be kept, until his functions as a company officer have come to an end.			

(a) Free shares allocated subject to compliance with the presence condition (no performance conditions)

On September 22, 2008, Philippe Donche-Gay received, on joining the Company, an extraordinary allocation of 55,000 free shares, the acquisition of which is subject to a condition of presence for 3 years from allocation thereof. This extraordinary allocation was intended to compensate to some degree for the benefits he received from his former employer and took place before publication of the AFEP-MEDEF recommendations of October 6, 2008 relating to the remuneration of executive corporate officers.

Performance shares allocated to Frank Piedelièvre - 2009 financial year

No. and date of the plan	Number of shares allocated	Valuation of the shares according to the method used in the consolidated financial statements	Date of acquisition	Date of availability
07/03/2009	20,000	€496,000	07/03/2012	07/03/2014
Conditions of presence, performance and obligation to keep hold of shares	The performance condition is linked to the extent of achievement of the Adjusted Operating Profit (AOP) of the Company in the 2009 financial year. 20,000 shares linked to a condition of presence on July 3, 2012 and a performance condition for the 2009 financial year mentioned above. A minimum AOP level and a target AOP level were defined for the 2009 financial year. If the AOP recorded for the 2009 financial year is less than or equal to the minimum level, then only 50% of the shares allocated can be acquired by the recipient. If the AOP recorded for the 2009 financial year is higher than or equal to the target level, then 100% of the shares allocated can be acquired by the recipient. If the AOP recorded for the 2009 financial year is between the minimum level and the target level, then the number of shares that can be acquired by the recipient will be determined by linear interpolation. On expiry of the retention period, 50% of the shares acquired on the acquisition date cannot be sold by the recipient before the expiry of all of his functions as a company officer at the Company.			

Performance shares allocated to Philippe Donche-Gay - 2009 financial year

No. and date of the plan	Number of shares allocated	Valuation of the shares according to the method used in the consolidated financial statements	Date of acquisition	Date of availability
07/03/2009	10,000	€248,000	07/03/2012	07/03/2014

Conditions of presence, performance and obligation to keep hold of shares	The performance condition is linked to the extent of achievement of the Adjusted Operating Profit (AOP) of the Company in the 2009 financial year. 10,000 shares linked to a condition of presence on July 3, 2012 and a performance condition for the 2009 financial year mentioned above. A minimum AOP level and a target AOP level were defined for the 2009 financial year. If the AOP recorded for the 2009 financial year is less than or equal to the minimum level, then only 50% of the shares allocated can be acquired by the recipient. If the AOP recorded for the 2009 financial year is higher than or equal to the target level, then 100% of the shares allocated can be acquired by the recipient. If the AOP recorded for the 2009 financial year is between the minimum level and the target level, then the number of shares that can be acquired by the recipient will be determined by linear interpolation. On expiry of the retention period, 50% of the shares acquired on the acquisition date cannot be sold by the recipient before the expiry of all of his functions as a company officer at the Company.

Performance shares allocated to François Tardan - 2009 financial year

No. and date of the plan	Number of shares allocated	Valuation of the shares according to the method used in the consolidated financial statements	Date of acquisition	Date of availability
07/03/2009	20,000	€496,000	07/03/2012	07/03/2014

Conditions of presence, performance and obligation to keep hold of shares	The performance condition is linked to the extent of achievement of the Adjusted Operating Profit (AOP) of the Company in the 2009 financial year. 10,000 shares linked to a condition of presence on July 3, 2012 and a performance condition for the 2009 financial year mentioned above. A minimum AOP level and a target AOP level were defined for the 2009 financial year. If the AOP recorded for the 2009 financial year is less than or equal to the minimum level, then only 50% of the shares allocated can be acquired by the recipient. If the AOP recorded for the 2009 financial year is higher than or equal to the target level, then 100% of the shares allocated can be acquired by the recipient. If the AOP recorded for the 2009 financial year is between the minimum level and the target level, then the number of shares that can be acquired by the recipient will be determined by linear interpolation. On expiry of the retention period, 50% of the shares acquired on the acquisition date cannot be sold by the recepient before the expiry of all of his functions as a company officer at the Company.

As its meeting of March 2, 2010 the Board of Directors observed that the level of completion of the AOP for the 2009 financial year was above the target level set by the Board of Directors at the time the shares were granted. Consequently the number of shares that can be acquired on July 3, 2012, subject to the applicable presence condition, is equal to the total number of shares granted.

TABLE No. 7: PERFORMANCE SHARES BECOMING AVAILABLE TO EACH EXECUTIVE CORPORATE OFFICER DURING THE FINANCIAL YEAR

No performance shares became available during the financial year.

TABLE No. 8: HISTORY OF ALLOCATIONS OF OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES

History of allocations of options to subscribe for or purchase shares

Date of meeting	12/11/2001	06/18/2007
Date of Management Board/Board of Directors meeting	07/25/2003 [(a)]	07/03/2009 [(b)]
Total number of shares that can be subscribed for or purchased, of which the number that can be subscribed for or purchased by:	1,549,000	266,500
Company Officers:		
Frank Piedelièvre	-	60,000
Philippe Donche-Gay	-	30,000
François Tardan	90,000	30,000
Starting date for the exercising of options	07/25/2006	07/03/2012
Expiry date	07/25/2011	07/03/2017
Subscription or purchase price	9.582 euros [(c)]	34.98 euros [(d)]
Number of shares subscribed for or purchased at March 31, 2010	1,168,400	0
Total number of options to subscribe for or purchase shares that have been cancelled or become null and void at March 31, 2010	232,000	3,300
Options to subscribe for or purchase shares remaining at the end of the financial year at March 31, 2010	148,600	263,200

(a) Management Board meeting on this date.

(b) Board of Directors.

(c) The option subscription price was determined in accordance with the instructions given by the Extraordinary Shareholders' Meeting of December 11, 2001, based on the auditors' report on the date of allocation of options, using the following valuation method: 10 times the operating profit before amortization of attributable goodwill as shown in the last consolidated financial statements of the Company drawn up by the Management Board, divided by the number of Company shares as shown in these statements and rounded up to the next whole number.

(d) The option subscription price was fixed at €34.98 corresponding to the average without discounts of the first traded prices on the last 20 stock market trading days preceding the allocation date.

TABLE No. 9: OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES GRANTED TO THE TEN LARGEST NON-EXECUTIVE EMPLOYEE OPTION HOLDERS AND OPTIONS EXERCISED BY THE LATTER

Options to subscribe for or purchase shares granted to the ten largest non-executive employee option holders and options exercised by the latter	Total number of options allocated/ shares subscribed for or purchased	Average weighted price	Date of Shareholders' Meeting: 12/11/2001 Plan of 12/11/2001	Date of Shareholders' Meeting: 12/11/2001 Plan of 12/17/2002	Date of Shareholders' Meeting: 12/11/2001 Plan of 07/25/2003	Date of Shareholders' Meeting: 06/30/2004 Plan of 11/15/2004	Date of Shareholders' Meeting: 06/18/2007 Plan of 07/03/2009
Options granted during the financial year by the issuer and any company within the scope of the allocation of options, to the ten employees of the issuer and of any company within this scope, of which the number of options thus granted is the higher (global information)	100,000	Subscription price €34.98					In total, 266,500 options allocated
Options held against the issuer and the companies referred to above, exercised during the financial year by the ten employees of the issuer and of these companies, of which the number of options thus purchased or subscribed for is the higher (global information)	335,000	€8.689	40,000 (subscription price €6.19)	90,000 (subscription price €7.487)	195,000 (subscription price €9.582)	10,000 (subscription price €12.094)	

A summary of the situation relating to subscription option plans in force at December 31, 2009 is presented in Chapter 3 – Management Report.

TABLE No. 10

	Employment contract		Supplementary pension scheme		Compensation or benefits due or which may become due in the event of terminating or changing company officer functions		Compensation relating to a non-competition clause	
Executive Corporate Officers	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
Frank Piedelièvre Chairman and Chief Executive Officer		√		√		√		√
Philippe Donche-Gay Executive Officer in Charge of Operations	√			√		√		√
François Tardan Executive Officer in Charge of Finances, Legal Affairs and Information Systems	√ Suspended			√		√		√

Continuation of the employment contract of Mr. Philippe Donche-Gay is connected with his position as Chief Operating Officer of the Industry & Facilities division. In this "technical" post, which is indeed distinct from his company officer function, he is answerable to Frank Piedelièvre, Chairman and Chief Executive Officer.

Under the terms of his employment contract, Philippe Donche-Gay will receive compensation in the event that his employment contract is terminated by the Company within the first three years of the effective start date of his employment contract, except in the case of gross negligence, serious misconduct or *force majeure*.

The amount of the termination benefits is subject to a performance condition and can account for up to 12 months of gross remuneration (fixed remuneration and bonus under the employment contract). The performance condition is detailed in Chapter 6.9 Related-party transactions (page 271 and 272).

Since June 19, 2002, date on which François Tardan was appointed new member of the Management Board, his employment contract is deferred. As from the expiration date of his term of office, François Tardan could resume his post under his employment contract.

REMUNERATION OF COMPANY OFFICERS OF WENDEL SITTING ON THE COMPANY'S BOARD

Pursuant to Paragraph 1 of Article L. 225-102-1 of the French Commercial Code, since the Company is controlled by a company with shares listed on a regulated market, the amount of the remuneration and benefits of all kinds received during the financial year by a company officer holding at least one office in a company with shares listed on a regulated market from (i) this Company and (ii) companies controlled by it and (iii) the company that controls it as well as the amount of remuneration (allowances or benefits due or that may become due in the event of acquiring, terminating or changing functions as a company officer of Bureau Veritas SA) is set out below.

The remuneration received during the course of the 2009 financial year, including that received from companies controlled as per the terms of Article L. 233-16 and from the controlling company Wendel, is set out below:

	2009					2008
	Gross remuneration		Directors' fees and other remunerations [a]	Benefits in kind	Total remuneration	Total remuneration
(euros)	fixed	Variable				
Frédéric Lemoine Chairman of the Management Board starting April 7, 2009	862,337	-	17,663	3,218	883,218	-
Jean-Bernard Lafonta Chairman of the Management Board until April 7, 2009	262,478	500,000	1,115,511 [b]	21,582	1,899,571	2,578,293
Ernest-Antoine Seillière Chairman of the Supervisory Board	105,000	-	259,719	4,996	369,715	371,606

(a) Including Directors'fees received as Members of the Supervisory Boards or Directors details in table 3 of this section.

(b) Including €955,373 paid to Mr. Jean-Bernard Lafonta under his employment contract revived at the end of his term of office and until August 31, 2009.

This remuneration is decided for each financial year by the Supervisory Board, on the proposal and following a review by the Governance Committee; the latter backs up its overall remuneration recommendation by reference to the market practices of listed companies and the average of European private equity companies; the amount of the bonus is set on the basis of the profits made during the previous year, measured according to objective criteria laid down by the Supervisory Board at the beginning of the financial year. Directors' fees are included in the overall remuneration.

2.3.2. Service contracts between members of the Management Board and Supervisory Board and Bureau Veritas or its subsidiaries

As of the date of filing of this reference document, there were no service contracts between members of the Management Board or the Supervisory Board and the Company or its subsidiaries providing for any benefits.

3

Management Report on the Company and on the Group

This Report covers the results and business activities of the Company and the Group during the financial year ended December 31, 2009 and is based on the 2009 statutory accounts and consolidated financial statements.

3.1. Overview of the Company and the Group

Founded in 1828, Bureau Veritas considers itself to be the world's second largest group (based on revenue and number of employees in 2009) offering conformity assessment and Certification services in the fields of quality, health and safety, environment and social responsibility ("QHSE"), and the world leader in QHSE services excluding commodities testing.

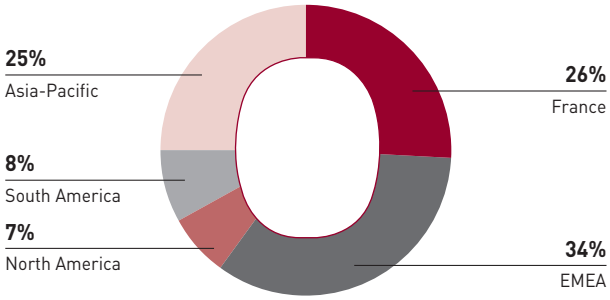
The Group's business involves inspecting, testing, auditing and certifying products, assets (such as buildings, industrial infrastructure, equipment and ships) and Management systems (using, for example, ISO norms) based on regulatory or voluntarily adopted standards. The Group delivers Reports to its clients, which are prepared by its experts or specialists and present the results of its observations, and which measure any deviations from reference norms, regulations and/or standards. In some cases, the Group may propose solutions to enable its clients to improve their QHSE performance or to comply with the relevant reference norms or regulations. The Group also offers a range of consulting and training services.

The Group is one of the world leaders in the markets where its eight businesses are present:

- ship classification (Marine, 12% of the Group's consolidated revenue in 2009);
- Industry services (Industry, 20% of the Group's consolidated revenue in 2009);
- inspection and verification of equipment in service (In-Service Inspection & Verification – IVS, 12% of the Group's consolidated revenue in 2009);
- inspection, audit, measuring and testing services in the fields of health, safety and environment (HSE, 9% of the Group's consolidated revenue in 2009);
- construction services (Construction, 16% of the Group's consolidated revenue in 2009);
- certification of Management systems or services (Certification, 11% of the Group's consolidated revenue in 2009);
- inspection and analysis of Consumer Products (Consumer Products, 14% of the Group's consolidated revenue in 2009); and
- services related to customs control and international trade (GSIT, 6% of the Group's consolidated revenue in 2009).

The Group's consolidated revenue amounted to €2,647.8 million in 2009, and attributable net profit was €252.7 million.

The Group currently operates in more than 140 countries through a network of approximately 900 offices and laboratories. It employs more than 39,000 people and has a portfolio of over 370,000 clients. In 2009, the geographic distribution of the Group's consolidated revenue was as follows:



3.1.1. Factors significantly affecting the Group's results

MACRO-ECONOMIC FACTORS AND FACTORS RELATED TO CERTAIN MARKETS

As a result of the variety of its businesses and its worldwide presence, the development of the Group's revenue and profitability are relatively unaffected by the fluctuation of specific macro-economic factors or markets conditions. However, developments in certain sectors of the world economy or certain geographic zones can have a significant influence on the revenue and results of operations of the Group's eight global businesses, in particular:

- international trade: changes in the level of international trade may significantly impact the level of growth expected in the Marine business by causing the rate of new ship orders to vary on a global level. Changes in international trade may also impact on the level of growth expected in the GSIT business by affecting growth in the FOB (free on Board) value of imports inspected by the Group in certain emerging countries;
- investments in the energy sector and mining Industry: growth in investments in the energy sector (Oil, Gas and Power) and the mining Industry has a significant impact on the level of growth expected in the Industry business in the producing countries of Africa, the Middle East, Latin America, the Pacific and Russia, and in the consuming countries of Europe, North America and Asia;
- household consumption in industrialized countries: changes in the level of household consumption in the United States and Western Europe have a significant impact on the level of growth expected in the Consumer Products business by causing changes in the growth in demand for inspections and laboratory testing by major American and European distributors of Consumer Products; and
- new building Construction in France, Southern Europe, the United States and Japan: changes in the level of investment in new building Construction in France, Southern Europe, the United States and Japan have a significant impact on the level of growth expected in the Construction business by affecting demand for technical controls on new buildings.

IMPACT OF ACQUISITIONS

The Group regularly acquires small and medium-sized companies. Over the past five years, external growth has thus on average accounted for 7% of annual growth in the Group's consolidated revenue.

The integration of these acquisitions is carried out through key processes established under Post-Merger Integration Plans ("PMIPs"). These integration plans demand a significant effort on the part of the Management of the acquired companies, which can result in reduced focus on business development. Historically, the Group has observed that the revenue of acquired companies generally declines by up to 5% during the 18 months following acquisition, but that revenue subsequently recovers. Beginning in the third year following acquisition, growth rates recorded by acquired companies become substantially similar to the organic growth rate of the Group business into which they are integrated.

The average operating margin of purchased businesses is generally below the operating margin of the Group business into which they are integrated. Consolidation of these newly acquired businesses in the Group's consolidated financial statements thus causes, all else being equal, a decline in the Group's operating margin. However, integration plans are prepared to take advantage of cost synergies identified during due diligence phases and thus help progressively to improve the operating margin of acquired companies.

As a result, the operating margins of acquired companies improve as they are integrated into the Group and progressively converge toward the operating margin of the Group businesses into which they are integrated.

IMPACT OF SIZE

Growth in the Group's size with respect to the markets in which it operates has a positive effect on the Group's operating margin.

First, growth in the Group's global size offers benefits of scale which enable it to better absorb the cost of central functions: senior Management and financial services, legal, insurance and Risk Management, human resources, quality control, communication, and information systems and networks. As a result, the weight of costs associated with these central functions remained stable between 2005 and 2009 despite the introduction in 2009 of an ambitious three-year plan to overhaul information systems (inspection planning, automated production of Reports and client reporting):

- €35.3 million in 2005, or 2.1% of the Group's consolidated revenue; and
- €56.8 million in 2009, or 2.1% of the Group's consolidated revenue.

It should be noted that, in 2010, the Group does not expect any reduction in the cost of central functions given the plan to overhaul information systems. These new tools will allow significant improvements to be made in operational productivity.

Second, the Group believes that growth in its size on certain national markets should increase the density of its inspections network, permitting improved optimization and utilization of inspectors due to reduced transportation time and inspector specialization in certain projects. Such specialization should permit an improved rate of replicated missions and greater industrialization of inspection procedures, thus offering potential gains in productivity.

SEASONALITY

Revenue, operating profit and net cash generated from operating activities reflect a certain seasonality, in particular for operating profit and net cash flow, with lower levels traditionally recorded for the first half of the year. It should be noted that, in the 2009 financial year, given the slow-down in business observed during the second half of the year, the impact of seasonality has been less than in previous years:

- revenue in the first half of the year, adjusted for acquisitions, therefore accounted for 49.6% of total revenue excluding acquisitions in 2009, and 46.8% of total revenue in 2008. The Consumer Products, IVS and Certification businesses are primarily responsible for this seasonality. As far as the Consumer Products business is concerned, end-user consumption is typically concentrated at the end of the calendar year. As to the Certification and IVS businesses, seasonality results from clients' desire to obtain their Certifications before the end of the tax and company financial year (typically December 31);
- operating profit excluding acquisitions for the first half of the year accounted for 48.8% of total operating profit for 2009, and 46.5% in 2008. The Consumer Products, IVS and Certification businesses are also the main cause of this seasonality; and
- net cash generated from operating activities in the first half of the year represented 46.4% of the total net cash generated from operating activities for the whole of 2009, compared to 28% in 2008.

Independently of the impact of the seasonality of operating profit on cash flow, the sharp difference between the first and second halves of the year results principally from a high seasonality in working capital needs, since three categories of expenses are incurred entirely in the first months of the year:

- insurance premiums, which are payable in January;
- employee bonuses and profit-sharing and the related social charges, which are payable in April; and
- balances of corporate income taxes due relating to the preceding year, which are payable, depending on the country, at different dates during the first half of the year.

IMPACT OF CHANGES IN EXCHANGE RATES

As a result of the international nature of its activities, the Group is exposed to exchange rate risk related to several foreign currencies. As a result, in 2009, nearly half of the Group's revenue was earned in currencies other than the euro, with 15% in US dollars, 4% in pounds sterling, 6% in Hong Kong dollars and 5% in Australian dollars. Taken individually, other currencies represented no more than 5% of the Group's revenue.

Nevertheless, in every country in which it operates, the Group both provides services and incurs expenses locally. As a result, the Group is not very exposed to exchange rate risks stemming from transactions in other currencies.

Thus a 1% change in the euro against:

- the US dollar would have had an impact of 0.15% on 2009 consolidated revenue and 0.17% on 2009 operating profit;
- the Hong Kong dollar would have had an impact of 0.06% on 2009 consolidated revenue and 0.12% on 2009 operating profit;
- pound sterling would have had an impact of 0.04% on 2009 consolidated revenue and 0.01% on 2009 operating profit; and
- the Australian dollar would have had an impact of 0.05% on 2009 consolidated revenue and 0.02% on 2009 operating profit.

A detailed description of the Group's exposure to exchange rate risk is provided in notes 3 and 30 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

3.1.2. Elements of the consolidated income statement

REVENUE

Revenue represents the fair value (net of tax) of the consideration received or to be received in exchange for services provided by the Group's companies in their normal course of business and after elimination of intra-group transactions. The Group records revenue when their amount can be measured reliably and it is likely that future economic benefits will flow to the Group.

The majority of the Group's contracts are short term but multi-year or highly recurrent, most frequently due to tacit extension or a high level of repeat business. Under these contracts, particularly for the Industry, IVS, HSE, Certification and Consumer Products businesses, the Group records revenue once the service has been performed for the client.

For other contracts, particularly for the Marine, Construction and Industry businesses, the Group uses the percentage of completion method to determine the amount which should be recorded as revenue over a given period, to the extent that the margin of contracts can be reliably determined.

The percentage of completion of each contract is determined by reference to the costs incurred at the period end compared to the total estimated costs. The amount of this percentage, applied to the total anticipated results of the contract, represents the margin recorded for the period. For loss-making contracts, provisions are recorded for the entire contract. A detailed description of the accounting policies used by the Group for revenue recognition is provided in Note 2.23 to the consolidated financial statements in Chapter 4 - 2009 consolidated financial statements of this Registration Document.

OPERATING EXPENSES

Operating expenses are made up of three principal categories:

- personnel costs;
- external purchases and charges; and
- other expenses.

A detailed presentation of operating expenses is provided in Note 6 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

Personnel costs

Personnel costs represented €1,336.5 million in 2009 (compared to €1,292.4 million in 2008), thus representing the largest expense item. As a portion of revenue, personnel costs have fallen slightly and represented 50.5% of consolidated revenue in 2009 compared to 50.7% in 2008.

Personnel costs include all the fixed and variable components of employee remuneration, as well as related social charges. Variable remuneration is determined according to the Group's bonus policy. This information is provided in section Human resources in this chapter.

External purchases and charges

External purchases and charges represented €750.2 million in 2009 (compared to €747.9 million in 2008). The proportion of external purchases and charges in revenue fell over the course of the last financial year, this item having represented 28.3% of revenue in 2009 (compared to 29.3% in 2008).

This item includes the subcontracting required to carry out the activities and all other purchases of goods or services.

The most significant elements in the external purchases and charges item for the 2009 financial year were as follows:

- operational subcontracting (€174.5 million in 2009 compared to €180.2 million in 2008);
- transportation and travel (€227.1 million in 2009 compared to €236.2 million in 2008); and
- other external services (€263.1 million in 2009 compared to €260.1 million in 2008, including principally various fees, facilities maintenance, insurance, telecommunications costs and postage).

Other expenses

Other expenses include taxes and duties, depreciation and amortization and other operating income and expenses.

OPERATING PROFIT AND ADJUSTED OPERATING PROFIT

The consolidated income statement sets forth operating profit, which is widely used in corporate financial communications and defined as the difference between all revenue and expenses not arising from financing activities, and not arising from income from associates or income tax.

However, the Group follows internally an "adjusted" operating profit which the Group's Management considers more representative of the Group's operating performance in its sphere of business. Adjusted operating profit is defined as operating profit before income and expenses related to acquisitions and other elements considered as non-recurring.

Adjusted operating profit excludes amortization charges for intangibles acquired in business combinations, goodwill impairment charges and non-recurring income and expenses. In 2009, adjusted operating profit was therefore adjusted:

- for amortization of intangibles resulting from business combinations (€19.8 million);
- for goodwill impairment charges (€1.9 million); and
- for provisions for discontinued activities (€6.1 million).

NET FINANCIAL EXPENSE

Net financial expense includes essentially interest and amortization of the cost of issuing debt, interest and other income received in connection with loans, financial assets or other financial instruments held by the Group, and unrealized gains or losses on marketable securities as well as gains or losses on currency transactions and adjustments to the fair value of financial derivatives. It also includes financial costs related to pension plans, the expected revenue or return from the assets of funded pension plans and the effect of updating long-term provisions.

3.2. Summary of significant accounting policies applied by the Group

Pursuant to the provisions of Article L. 233–16 of the French Commercial Code, the Company prepared the consolidated financial statements in line with the methods set out in Article 233–18 of said Code. The list of companies within the scope of consolidation as of December 31, 2009 is provided in Note 34 - Scope of consolidation to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

The consolidated financial statements of Bureau Veritas have been prepared in accordance with IFRS as adopted by the European Union. The preparation of the financial statements in accordance with IFRS requires certain accounting estimates to be made. Management must also use its judgment when applying the Group's accounting methods. The accounting methods described below are those which require the greatest reliance on Management estimates and judgments. Details regarding the Group's accounting methods are provided in Note 2 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

The accounting methods described below were applied consistently across all financial years presented.

3.2.1. Revenue recognition

The Group records revenue when their amount can be measured reliably and it is likely that future economic benefits will flow to the Group.

The majority of the Group's contracts are short term. Under these contracts, the Group records revenue once the service has been rendered to the client. For other contracts, particularly for the Marine, Construction and Industry businesses, the Group uses the percentage of completion method to determine the amount which should be recorded as revenue over a given period, to the extent that the margin on the contracts can be reliably determined.

The percentage of completion of each contract is determined by reference to the costs incurred at the period end compared to total estimated costs. The amount of this percentage, applied to the total anticipated results of the contract, represents the margin recorded for the period. For loss-making contracts, provisions are immediately recorded for the entire contract.

3.2.2. Income tax

Income tax recorded by the Group includes current and deferred income taxes.

Deferred taxes are accounted for on a carry-forward basis for any temporary differences between the accounting and the tax value of assets and liabilities in the consolidated financial statements. Deferred taxes are calculated using the tax rate (and tax regulations) in effect at the balance sheet date and which is expected to be applied once the deferred tax assets are realized or the deferred tax liability paid.

Deferred tax assets are recognized on the balance sheet to the extent where it is likely that future taxable income will be available which would allow the temporary differences to be used.

The Group is subject to income tax in many jurisdictions. Calculating the income tax expense on companies around the world requires that Management exercise its judgment.

3.2.3. Goodwill

The excess of acquisition costs (including directly attributable costs) for interests in subsidiaries or associates over the fair value of the Group's share in the identifiable net assets at the date of acquisition constitutes goodwill.

Goodwill is not amortized but is subject to an annual impairment test. Goodwill impairment is not reversible.

3.2.4. Goodwill impairment

For purposes of evaluating goodwill impairment, all assets are grouped together into Cash Generating Units ("CGUs"), which represent the lowest organizational level at which cash flows are generated independently.

Goodwill impairment is recorded for the excess of the net book value over the recoverable amount of the CGU. The recoverable amount of a CGU corresponds to its fair value less costs of sale, or its value in use, whichever is greater.

Where the value in use is below the net book value of a CGU, the recoverable amount shall be based on its fair value less costs of sale.

Fair value is estimated, based on past experience, using a multiple of the operating profit of the CGU adjusted for other operating profit and expenses and amortization of the value of client relationships acquired in business combinations.

A detailed description of the goodwill impairment methods is provided in Note 9 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

3.2.5. Share-based payment

The Group has established share-based compensation plans and in particular stock options.

As part of the stock market listing, the Group established other share-based compensation plans in the form of stock options on preferential terms and free shares as well as cash-based compensation plans in the form of stock appreciation rights (SARs).

STOCK OPTIONS

The fair value of services provided by employees and compensated for by grants of stock options is accounted for as an expense. The total amount recorded as an expense during the vesting period is based on the fair value of the options granted, without taking into account their non-market vesting conditions (such as objectives for profitability or revenue growth).

The amounts received when the options are exercised are recorded under "Capital" for the shares' nominal value, and the remainder is recorded under "Issue premium", less costs directly attributable to the issuance of shares.

STOCK OPTIONS ON PREFERENTIAL TERMS

In 2007, employees subscribed for shares issued as part of the capital increase for cash reserved for them at a subscription price set at 20% under the price of the overall offering. The shares subscribed for are locked up for 5 years.

The sums received from the stock options are credited to the "Capital" line item for the portion relating to the par value and to the "Issue premium" line item, net of directly attributable transaction fees. The fair value of the services provided by employees in consideration for the granting of the 20% reduction of the price of the overall offering is expensed for an amount corresponding to the 20% reduction less the impairment loss stemming from the fact that the shares are locked up for 5 years. This impairment loss is estimated on the basis of the cost of a two-stage strategy consisting of forward-selling the shares that are locked up for 5 years and buying the same number of shares in the market (and hence shares that can be transferred at any time), and financing this purchase with a loan. This strategy represents the cost incurred to cover the risk run during the lockup period.

FREE SHARE GRANTS

The accounting treatment of free shares is the same as the one described for the stock options.

STOCK APPRECIATION RIGHTS

The fair value of services provided by employees in consideration for the granting of stock appreciation rights is wholly expensed and offset in liabilities as of the date of the grant, to the extent that the rights have vested. At each balance sheet date, the liability is determined on the basis of the fair value of the rights estimated via an option measurement model. Changes in the value of the liability are recognized in operating income.

3.2.6. Provisions for other liabilities and charges

Provisions for risks are recorded when the Group believes that on the balance sheet date, a legal or constructive obligation with respect to a third party is likely to give rise to an outflow of resources for the benefit of a third party, and that a reliable estimate of the outflow can be determined.

The amount recorded as a provision is the best estimate of the expenditure necessary to satisfy the obligation, discounted to the balance sheet date. Costs which the Group may be required to incur may exceed the amounts reserved for litigations due to numerous factors, and in particular the uncertain nature of the outcome of litigation. Provisions for long-term litigation are discounted based on the expected timing of probable outflows. The pre-tax discount rate reflects current market assessments of the time value of money and the risks inherent to the obligation. An increase in provisions due to the updating is accounted for in the income statement under "Other financial income and expense".

3.2.7. Pension plans and other long-term employee benefits

The Group's companies have long-term commitments to their employees in terms of retirement benefits and seniority bonuses, as well as other retirement benefits.

The Group has defined contribution plans and defined benefit plans.

DEFINED CONTRIBUTION PLANS

The Group makes regular payments to public or private pension plans, either on a contractual or voluntary basis. Once the payments have been made, the Group is not bound by any other payment obligation. Payments are accounted for as personnel expenses when due.

DEFINED BENEFIT PLANS

The liability recorded on the balance sheet for defined benefit plans corresponds to the net present value of the amount owed under the plans at the balance sheet date, less plan assets.

The amount owed under defined benefit plans is calculated each year by independent actuaries according to the projected unit credit method. The net present value of the amount owed under defined benefit plans is determined by discounting future cash outflows estimated using the interest rate on bonds of top-rated entities denominated in the currency of payment and having a maturity similar to the average estimated maturity of the retirement benefit obligation concerned.

Actuarial gains and losses are accounted for through equity in the statement of recognized income and expenses in the period during which they occur.

3.3. Highlights of the financial year

3.3.1. Change in corporate governance

ADOPTION OF THE BOARD OF DIRECTORS SYSTEM

The Combined Ordinary and Extraordinary Shareholders' Meeting of June 3, 2009 approved the change of the mode of Management and administration of the Company by moving from a dual structure with a Management Board and a Supervisory Board to a single structure with a Board of Directors with the resultant change to the Company's by-laws and the appointment of 10 nominated Directors.

COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of Bureau Veritas is made up of the following 10 Directors (nine of whom come from the Supervisory Board, and one from the Management Board):

- Mr. Stéphane Bacquaert;
- Mr. Patrick Buffet *;
- Mr. Aldo Cardoso *;
- Mr. Jérôme Charruau *;
- Mr. Pierre Hessler;
- Mr. Frédéric Lemoine;
- Mr. Philippe Louis-Dreyfus *;
- Mr. Frank Piedelièvre;
- Mr. Jean-Michel Ropert;
- Mr. Ernest-Antoine Seillière.

APPOINTMENT OF FRANK PIEDELIÈVRE AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER

At its first meeting, held after the Combined ordinary and extraordinary Shareholders' meeting of June 3, 2009, the Board of Directors decided to combine the functions of Chairman and Chief Executive Officer. Mr. Frank Piedelièvre, formerly Chairman of the Management Board, was thereby appointed Chairman and Chief Executive Officer. Mr. Frédéric Lemoine, formerly Chairman of the Supervisory Board, was asked to fulfill the position of Vice-Chairman of the Board of Directors. On a proposal from Frank Piedelièvre Messrs Philippe Donche-Gay and François Tardan were also appointed as Executive Officers.

INTERNAL REGULATIONS OF THE BOARD OF DIRECTORS AND THE BOARD'S COMMITTEES

At its meeting of June 3, 2009, the the Company's Board of Directors adopted its internal regulations and decided to set up three specialized Committees whose members are all taken from the Board of Directors:

- The Audit and Risk Committee (resulting from the combining of the Audit Committee and the Risk Committee), made up of four members:
  - Mr. Aldo Cardoso * (Chairman);
  - Mr. Stéphane Bacquaert;
  - Mr. Jérôme Charruau *;
  - Mr. Jean-Michel Ropert.
- The Strategic Committee made up of three members:
  - Mr. Frédéric Lemoine (Chairman);
  - Mr. Patrick Buffet *;
  - Mr. Pierre Hessler.
- The Nomination and Compensation Committee made up of three members:
  - Mr. Pierre Hessler (Chairman);
  - Mr. Frédéric Lemoine;
  - Mr. Philippe Louis-Dreyfus *.

* *Independant Director.*

3.3.2. Change in ownership structure

On March 5, 2009, the Wendel Group sold 11 million shares as part of a private investment. Following this operation, the Wendel Group reduced its shareholding in Bureau Veritas from 62% to 52%.

3.3.3. Acquisitions

Because of the general economic environment and continued high prices expected by sellers, the Group's development through external growth slowed considerably over the course of the 2009 financial year. During this period, the Group made a few targeted acquisitions, including:

- Fairweather (51% shareholding), in China, in order to strengthen the services of the Industry business with respect to the Oil and Gas sector;
- SPD, in China, in order to strengthen its electrical and electronic product testing and inspection activities in Germany.

Furthermore, the Group increased its shares in the capital of companies (Bosun, BV CPS Shanghai and Codde), which are positioned in fast-growing sectors.

A detailed description of the acquisitions made over the course of the 2009 financial year is provided in Note 10 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

3.4. Analysis of the 2009 consolidated financial statements

3.4.1. 2009 activity and results

The Group is organized into eight global businesses: Marine, Consumer Products, GSIT, and the five businesses which make up the Industry & Facilities division (Industry, In-Service Inspection & Verification, Health, Safety & Environment, Construction, and Certification). The comparison of the years 2009 and 2008 is thus based on analyzing the changes in revenue and results of operations of the eight global businesses.

(in millions of euros)	2009	2008	Variation
Revenue	**2,647.8**	**2,549.4**	**+3.9%**
Purchases and external charges	(750.2)	(747.9)	
Personnel costs	(1,336.5)	(1,292.4)	
Other expenses	(155.7)	(140.6)	
Operating profit	**405.4**	**368.5**	**+10.0%**
Net financial expense	(61.1)	(69.7)	
Share of profit of associates	0.1	0.1	
Profit before income tax	**344.4**	**298.9**	**+15.2%**
Income tax expense	(87.1)	(75.3)	
Profit from activities held for sale	0.4	-	
Net profit	**257.7**	**223.6**	**+15.3%**
Minority interests	5.0	6.4	
Attributable net profit	**252.7**	**217.2**	**+16.3%**

REVENUE

Despite the slow-down at the end of the year, revenue for the 2009 financial year rose by 3.9% to €2,647.8 million. In the context of a global recession, the activities stood up well overall thanks to their recurrent nature and continued growth in emerging zones where the Group now achieves over 40% of its revenue. The 3.9% rise breaks down as follows:

- organic growth of 1.9% (including +6.0% in the first half of the year and -1.8% in the second);
- external growth of 1.8% with in particular the full-tear consolidation of the companies acquired in 2008 (Amdel, Cesmec, Geoanalitica and Anasol); and
- a positive impact in the variations in the exchange rate of 0.2%.

The change in revenue by business between 2009 and 2008 was as follows:

(in millions of euros)	2009	2008 [(a)]	Total growth	Growth at constant exchange rates	Organic growth
Marine	316.5	293.5	+7.8%	+8.2%	+8.2%
Industry	535.8	482.0	+11.2%	+11.8%	+4.1%
In-Service Inspection & Verification (IVS)	334.8	330.2	+1.4%	+2.8%	+2.8%
Health, Safety & Environment (HSE)	232.2	242.4	(4.2)%	(3.8)%	(6.9)%
Construction	429.9	469.4	(8.4)%	(9.3)%	(8.9)%
Certification	289.4	274.1	+5.6%	+6.3%	+6.0%
Consumer Products	359.1	306.4	+17.2%	+12.9%	+12.0%
Government Services & International Trade (GSIT)	150.1	151.4	(0.9)%	+0.1%	+0.1%
Total	**2,647.8**	**2,549.4**	**+3.9%**	**+3.7%**	**+1.9%**

(a) During 2009, the Group reallocated a number of individual activities. 2008 data has been adjusted for this new allocation in order to make figures more comparables. Detailed information is provided in Note 5 to the Financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

OPERATING PROFIT

The Group's operating profit rose by 10.0% to €405.4 million in 2009, as against €368.5 million in 2008. This increase of €36.9 million stems from an improvement in operating profit in all the operational businesses, with the exception of the Health, Safety & Environment, and Construction businesses:

- Marine: +€11.1 million;
- Industry: +€1.5 million;
- In-Service Inspection & Verification: +€4.0 million;
- Health, Safety & Environment: -€5.5 million;
- Construction: -€8.5 million;
- Certification: +€6.3 million;
- Consumer Products: +€27.8 million; and
- Government Services & International Trade: +€0.2 million.

The operating margin for 2009 improved by 80 basis points to 15.3% of revenue, as against 14.5% in 2008.

Details of operating profit by business are provided in Note 5 - Segment information to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

ADJUSTED OPERATING PROFIT

The "adjusted" operating profit is defined as the operating profit before inclusion of income and expenses from acquisitions and other non-recurring items.

The table below shows a breakdown of adjusted operating profit in 2008 and 2009.

(in millions of euros)	2009	2008
Operating profit	**405.4**	**368.5**
Amortization of intangibles resulting from business combination	19.8	17.9
Goodwill impairment	1.9	1.2
Discontinued activities	6.1	-
Adjusted operating profit	**433.2**	**387.6**

In 2009, the Group decided to sell or close a series of non-core activities relating to the HSE, Industry and Construction businesses. These activities represented about €50 million of revenue in 2009 and ra negative contribution to the Group's operating profit by €3 million. The Group booked a provision of €6.1 million for these discontinued activities.

Amortization of intangibles resulting from business combination increased slightly to €19.8 million owing to full-year consolidation of acquisitions made in 2008 (mainly Amdel).

The Group also recorded a goodwill impairment in the Construction business in the United States (€1.9 million), in view of the planned disposal of the Construction material testing activity in 2010.

Adjusted operating profit rose by 11.8% to €433.2 million in 2009 compared to €387.6 million in 2008.

The adjusted operating margin, expressed as a percentage of revenue, increased by 120 basis points to 16.4% in 2009 compared to 15.2% in 2008. This increase was recorded throughout the year, reflecting the improvement in operating processes, mainly in the Consumer Products, Industry and Certification businesses, the impact of cost control programs on all Group operations and the ability to adapt the organization to the more marked slow-down in certain businesses (Construction and Mining & Minerals) and certain countries (Spain, United States, Australia and the United Kingdom).

The €45.6 million increase in adjusted operating profit breaks down as follows:

- Marine: +€11.1 million;
- Industry: +€6.3 million;
- In-Service Inspection & Verification: +€2.6 million;
- Health, Safety & Environment: -€1.1 million;
- Construction: -€7.0 million;
- Certification: +€5.7 million;
- Consumer Products: +€27.8 million; and
- Government Services & International Trade: +€0.2 million.

NET FINANCIAL EXPENSE

The Group's net financial expense in 2009 was €61.1 million compared to €69.7 million in 2008.

(in millions of euros)	2009	2008
Finance costs, net [(a)]	(44.0)	(52.3)
Other finance income/(expense) [(a)]	(17.1)	(17.4)
Net financial expense	**(61.1)**	**(69.7)**

(a) In 2009, the Group decided to implement recommendation no. 2009-R-03 of the CNC (French National Accounting Council) (formerly recommendation 2004-R02) concerning the method for determining the gross interest paid by including the losses and gains in exchange rate cover and interest rate cover. These items appeared under "Other financial income" on December 31, 2008. According to this new presentation, interest paid was -€56.2 million and other finance income and expenses was -€13.5 million in 2008.

Finance costs, net

In 2009, net finance costs fell to €44.0 million (compared to €52.3 million in 2008) owing to the reduction in net financial debt from €907.7 million on December 31, 2008 to €679.3 million on December 31, 2009 and the fall in interest rates on the unhedged part of gross financial debt (about 25%).

Other finance income/(expense)

The net expense stemming from other finance income and expenses was €17.1 million in 2009.

(in millions of euros)	2009	2008
Fair value adjustments on current financial assets recognized in income [(a)]	-	(4.3)
Foreign exchange gains/(losses)	(10.6)	(7.1)
Interest cost on pension plans	(5.5)	(3.4)
Other	(1.0)	(2.6)
Other finance income/(expense)	**(17.1)**	**(17.4)**

(a) The fair value adjustments on current financial assets recognized in income in 2008 corresponded to the fair value adjustments on interest rate hedges. In 2009, this cost was booked under net finance costs.

In 2009, foreign exchange losses of €10.6 million resulted mainly from transactions carried out by Group subsidiaries in a currency other than their operating currency. Half of this sum is linked to a foreign exchange loss recorded on Group receivables relating to its Angolan subsidiary following a depreciation of over 20% of the kwanza against the euro.

The interest cost on pension plans also rose to €5.5 million compared to €3.4 million in 2008, owing to the rise in discount rates used and an increase in charges for the administration of schemes in Northern Europe.

INCOME TAX EXPENSE

Income tax expense amounted to €87.1 million in 2009 compared to €75.3 million in 2008. The effective tax rate, representing the tax expense divided by the pre-tax profit, was 25.3%, slightly higher than that recorded in 2008 (25.2%).

ATTRIBUTABLE NET PROFIT

Attributable net profit amounted to €252.7 million in 2009 compared to €217.2 million in 2008 (an increase of 16.3%), and reflected principally:

- an increase in operating profit of €36.9 million;
- a decrease of €8.6 million in net financial expense; and
- an increase of €11.8 million in income tax expense.

Earnings per share stood at €2.34 in 2009 compared to €2.02 in 2008.

ATTRIBUTABLE ADJUSTED NET PROFIT

Adjusted net profit is defined in the same way as adjusted operating profit, less net finance costs and the income tax expense calculated using the Group's effective tax rate.

Adjusted net profit amounted to €278.5 million in 2009 compared to €237.8 million in 2008, an increase of 17.1%.

Including minority interests, profit from activities held for sale and the share of profit of associates, the Group's attributable adjusted net profit was €273.5 million in 2009 compared to €231.4 million in 2008, an increase of 18.2%.

Adjusted earnings per share stood at €2.53 in 2009 compared to €2.15 in 2008, an 18.1% rise.

(in millions of euros)	2009	2008	Variation
Adjusted operating profit	433.2	387.6	+11.8%
Net financial expense	(61.1)	(69.7)	(12.3)%
Adjusted tax [(a)]	(94.1)	(80.2)	+17.3%
Share of profit of associates	0.1	0.1	-
Profit from activities held for sale	0.4	-	-
Adjusted net profit	278.5	237.8	+17.1%
ATTRIBUTABLE ADJUSTED NET PROFIT	**273.5**	**231.4**	**+18.2%**

(a) Resulting from the application of the effective tax rate of 25.3% in 2009 and 25.2% in 2008.

RESULTS BY BUSINESS

Marine

(in millions of euros)	2009	2008	Change
Revenue	316.5	293.5	+7.8%
Adjusted operating profit	98.6	87.5	+12.7%
Adjusted operating margin	*31.2%*	*29.8%*	

Revenue in the Marine business rose by 7.8% from €293.5 million in 2008 to €316.5 million, driven by:

- an 8.2% organic increase in revenue;
- a 0.4% decrease in revenue due to disadvantageous currency effects.

Against a difficult economic backdrop in which global new orders fell sharply relative to previous years, Bureau Veritas again increased its market share to now stand at 14.2% in terms of tonnage and 20.6% in terms of the number of ships. Bureau Veritas took 607 new ship orders in 2009, representing 4.6 million gross tons (GRT).

The order book for new Construction work only incurred a few cancellations and totalled GRT 31.0 million on December 31, 2009, compared with GRT 35.6 million on December 31, 2008. However, Construction starts and delivery times for new ships have been extended considerably, thereby causing lower revenue since the last quarter of 2009.

Revenue in the ships in service inspection activity enjoyed high growth (43% of revenue in the business). On December 31, 2009, the fleet classed by Bureau Veritas had increased by 6.1% relative to December 31, 2008, representing GRT 68.4 million or 8,933 ships. Growth in this activity is set to continue in 2010.

Adjusted operating profit in the Marine business rose by 12.7% to €98.6 million vs. €87.5 million in 2008 on the back of the 7.8% increase in revenue and an improvement in adjusted operating margin from 29.8% in 2008 to 31.2% in 2009.

Growth in adjusted operating margin stemmed from a better amortization of central costs in the business (R&D and IT systems) and growth in revenue in China where operating margins are higher.

Industry

(in millions of euros)	2009	2008	Change
Revenue	535.8	482.0	+11.2%
Adjusted operating profit	68.6	62.3	+10.1%
Adjusted operating margin	*12.8%*	*12.9%*	

Revenue in the Industry business rose by 11.2% to €535.8 million vs. €482.0 million in 2008, on the back of:

- a 4.1% organic increase in revenue;
- a 0.6% decline in revenue due to disadvantageous currency fluctuations;
- a 7.7% increase in revenue prompted by the acquisition of 51% of Chinese company Fairweather and the full-year consolidation of companies acquired in 2008 (Amdel, Cesmec and Geoanalitica).

Growth in the Industry business over full-year 2009 was driven by two very different performances:

- a strong 8.5% increase in inspection and Certification revenue in the Industry and energy production segments (Oil and Gas and Power);
- a hefty 15.7% decline in the minerals testing business due to sluggish exploration investments, especially in Australia in base metals and nickel.

Adjusted operating profit in the Industry business increased by 10.1% to €68.6 million in 2009 vs. €62.3 million in 2008, in view of the 11.2% increase in revenue and a stable adjusted operating margin of 12.8% in 2009.

Adjusted operating margin rose by almost one point to 12.5% in industrial and power production segments. In Mining & Minerals, adjusted operating margin totalled 12.4% despite the decline in revenue noted in Australia. This performance was enabled by the immediate adaptation of organization in terms of production and headcount.

In-Service Inspection & Verification (IVS)

(in millions of euros)	2009	2008	Change
Revenue	334.8	330.2	+1.4%
Adjusted operating profit	39.4	36.8	+7.1%
Adjusted operating margin	*11.8%*	*11.1%*	

Revenue in the IVS business rose by 1.4% to €334.8 million vs. €330.2 million in 2008 in view of:

- a 2.8% organic increase in revenue;
- a 1.4% decrease in revenue due to disadvantageous currency fluctuations prompted by the decline in sterling relative to the euro.

The IVS business posted respectable performances in all countries except The United Kingdom where the Group decided to halt the portable electrical appliance inspection activity, which had become highly competitive and loss-making. Excluding the United Kingdom, growth in the IVS business in 2009 stood at 4.5%.

Adjusted operating profit in the IVS business rose by 7.1% to €39.4 million vs. €36.8 million in 2008 thanks to the 1.4% increase in revenue and the improvement in adjusted operating margin from 11.1% in 2008 to 11.8% in 2009. This growth was primarily driven by wider margins in France where price increases and the roll-out of automated reporting tools helped improve profitability.

Health, Safety & Environment (HSE)

(in millions of euros)	2009	2008	Change
Revenue	232.2	242.4	(4.2)%
Adjusted operating profit	10.0	11.1	(9.9)%
Adjusted operating margin	*4.3%*	*4.6%*	

Revenue in the HSE business fell by 4.2% from €242.4 million in 2008 to €232.2 million in 2009 due to the following factors:

- an organic decline in revenue of 6.9%;
- a 0.4% fall in revenue due to disadvantageous currency fluctuations;
- a 3.1% increase in revenue prompted by changes in the scope of consolidation over the full-year caused by the companies acquired in 2008 (Amdel in Australia, Anasol in Brazil and Cesmec in Chile).

The decline in revenue in the HSE business was particularly harsh in environmental conformity and audit services in the United States due to the postponement of a large number of development and infrastructure projects.

Adjusted operating profit in the HSE business dropped 9.9% to €10.0 million due to the 4.2% decrease in revenue and a slight narrowing in adjusted operating margin. The very low margin in the business was due to the losses incurred in the marginal activities inherited from the acquisitions of ECA of Spain in 2007 and Amdel of Australia in 2008.

At the end of 2009, the Group decided to implement new organizational principles in order to restore commercial efficiency and operational performance. As such:

- risk analysis and conformity-assessment of industrial processes services (41% of revenue in the business) is being merged into the Industry business;
- services to measure and control the emission of polluting substances (29% of revenue in the business) is being merged into the IVS business;
- compliance and energy efficiency of buildings and infrastructure services (16% of revenue in the business) is being merged into the Construction business;
- several non-core and loss-making units have been sold off or closed down, representing around €20 million (8% of revenue in the business), primarily in Spain and Australia.

Construction

(in millions of euros)	2009	2008	Change
Revenue	429.9	469.4	(8.4)%
Adjusted operating profit	41.5	48.5	(14.4)%
Adjusted operating margin	*9.7%*	*10.3%*	

Revenue in the Construction business fell by 8.4% from €469.4 million in 2008 to €429.9 million in 2009 due to:

- an 8.9% organic decline in revenue;
- a 0.9% increase in revenue prompted by advantageous currency fluctuations;
- a 0.4% negative impact on revenues caused by changes in the scope of consolidation during 2009 relative to 2008.

The organic decline in revenue seen in the Construction business stemmed from the following two factors:

- the plunge in the number of new building permits and construction starts from 15 to 60% depending on the various markets in which the Group is present (Europe, the United States, Japan and Middle-East);
- this plunge was partly balanced by growth in the infrastructure segment and a rise in market share and the number of outsourcing contracts signed with municipal and regional authorities.

The Group has decided to withdraw from the construction materials testing sector where barriers to entry are not high enough to guarantee an operating performance in line with the Group average level. This business represented a total of €28 million in 2009 and a virtually zero contribution to operating performance. The disposal was already undertaken in the United Kingdom at the end of 2009.

Adjusted operating profit in the Construction business fell by 14.4% to €41.5 million in 2009 vs. €48.5 million in 2008. Adjusted operating margin was relatively stable at 9.7% compared with 10.3% in 2008. The four main platforms (France, Spain, the United States and Japan) proved their ability to adjust costs during periods of sharp decline in demand.

Certification

(in millions of euros)	2009	2008	Change
Revenue	289.4	274.1	+5.6%
Adjusted operating profit	56.7	51.0	+11.2%
Adjusted operating margin	*19.6%*	*18.6%*	

Revenue in the Certification business rose by 5.6% from €274.1 million in 2008 to €289.4 million in 2009 on the back of:

- organic growth in revenue of 6.0%;
- a 0.7% decline in revenue due to disadvantageous currency fluctuations;
- a 0.3% increase in revenue due to changes in the scope of consolidation in 2009 vs. 2008 (consolidation over the full-year of Elysées Conseil acquired in November 2008).

During 2009, the Certification business posted sustained organic growth thanks to the Group's ability to:

- efficiently roll-out new sector certification schemes by rapidly acquiring a sizeable initial market share. A good example of this know-how was the roll-out during the year of the accreditation-certification scheme for the cryogenic fluids and fluorescent gas segment in France which enabled the Certification business to generate double-digit organic growth in the market, which is also very mature;
- capture global accounts aiming to consolidate all of their Certification in the hands of a single body offering a global presence, an integrated approach to different schemes and methodologies suited to their business sectors and internal processes. For example, Bureau Veritas is the sole Certification body for Management Systems at IBM, Ibis (Accor), Bombardier and Tata Motors.

Adjusted operating profit in the Certification business rose by 11.2% to €56.7 million vs. €51.0 million in 2008, prompted by a 5.6% increase in revenue and the improvement in productivity enabled by the gradual roll-out of a new integrated production IT system. Operating margin therefore came in at 19.6% vs. 18.6% in 2008.

Consumer Products

(in millions of euros)	2009	2008	Change
Revenue	359.1	306.4	+17.2%
Adjusted operating profit	98.6	70.8	+39.3%
Adjusted operating margin	*27.5%*	*23.1%*	

Revenue in the Consumer Products business rose by 17.2% from €306.4 million in 2008 to €359.1 million in 2009 driven by:

- organic growth in revenue of 12.0%;
- a 4.3% rise in revenue prompted by advantageous currencies in 2009 vs. 2008 (beneficial change in euro/dollar exchange rate over the full-year);
- a 0.9% increase in revenue caused by changes in the scope of consolidation in 2009 relative to 2008 following acquisitions during the year (notably of SPD in China) and the full-year consolidation of companies acquired in 2008 (GSC, Kotiti Vietnam and Codde).

Growth in the Consumer Products business was focused in the first half of the year and was generated by robust demand for analytical testing stemming from major American retailers faced with the application of the new product safety standards imposed by the *Consumer Product Safety Improvement Act*. Initially, these new standards have above all concerned toys and other products destined for use by children.

Adjusted operating profit in the Consumer Products business rose by 39.3% from €70.8 million in 2008 to €98.6 million in 2009, thanks to the 17.2% increase in revenue and the massive improvement in adjusted operating margin which widened from 23.1% in 2008 to 27.5% in 2009.

The surge in adjusted operating margin was driven by:

- higher volumes in analytical testing which carries higher value-added than physical testing;
- rising output by laboratories located in continental China where productivity levels are higher than those of laboratories located in Hong Kong;
- the end to restructuring of the platform of laboratories in the United Kingdom (consolidation of three sub-critical sites into a single site);
- improved processes and production methods for electrical and electronic product testing laboratories in China and Taiwan.

Government Services & International Trade (GSIT)

(in millions of euros)	2009	2008	Change
Revenue	150.1	151.4	(0.9)%
Adjusted operating profit	19.8	19.6	+1.0%
Adjusted operating margin	*13.2%*	*12.9%*	

Revenue in the GSIT business notched down 0.9% from €151.4 million in 2008 to €150.1 million in 2009 due to:

- stable organic growth in revenue (+0.1%);
- a negative impact of 1.0% due to currency fluctuations.

Same-currency revenue was stable in the business over 2009. Lower volumes in existing pre-shipment inspection contracts and the halt to the contract in Cambodia were offset by the start of two new contracts in Algeria and Indonesia.

Adjusted operating profit rose by €0.2 million to €19.8 million. The improvement in adjusted operating margin from 12.9% in 2008 to 13.2% in 2009 could have been far greater if the Group had not had to set aside provisions for significant accruals for client risk in Angola. In 2010, operating margin ought to widen, notably in view of the non-recurring nature of the provision booked for Angola.

3.4.2. Cash flow and sources of financing

CASH FLOW

Group cash flow statement for the financial years ended December 31, 2009 and December 31, 2008

(in millions of euros)	2009	2008
Profit before income tax	344.4	298.9
Elimination of cash flows from financing and investing activities	42.2	54.3
Provisions and other non-cash items	22.9	27.6
Depreciation, amortization and impairment, net	72.6	63.2
Movements in working capital	46.6	(62.5)
Income tax paid	(110.1)	(66.1)
Net cash generated from operating activities	**418.6**	**315.4**
Acquisition of subsidiaries	(27.7)	(318.8)
Proceeds from sales of subsidiaries	15.5	-
Purchases of property, plant and equipment and intangible assets	(65.3)	(88.1)
Proceeds from sales of property, plant and equipment and intangible assets	0.6	2.0
Acquisition of non-current financial assets	(7.2)	(11.1)
Proceeds from sales of non-current financial assets	4.8	3.1
Other	7.3	7.0
Net cash used in investing activities	**(72.0)**	**(405.9)**
Capital increase	4.2	3.5
Purchase/sales of treasury shares	1.3	(0.2)
Dividends paid	(82.7)	(66.2)
Increase in borrowings and other debt	106.8	803.3
Repayments of borrowings and other debt	(338.9)	(593.4)
Interest paid	(43.8)	(40.0)
Net cash generated from financing activities	**(353.1)**	**107.0**
Impact of currency translation differences	0.4	(5.2)
Net increase in cash and cash equivalent	**(6.1)**	**11.3**
Net cash and cash equivalent at beginning of year	145.4	134.1
NET CASH AND CASH EQUIVALENT AT END OF YEAR	**139.3**	**145.4**
o/w cash and cash equivalents	147.0	153.4
o/w bank overdrafts	(7.7)	(8.0)

Cash flows generated from operating activities

The net cash generated from operating activities rose to €418.6 million in 2009 compared to €315.4 million in 2008, an increase of 32.7%.

In the 2009 financial year, the Group was able to reduce its working capital requirement despite the 3.9% increase in its consolidated revenue. On December 31, 2009, the working capital requirement fell to €166.9 million, representing 6.3% of revenue compared to €216.5 million in 2008 (8.5% of revenue). This reduction is mainly down to an overall improvement in client liabilities (reduction in payment periods and outstanding invoices), particularly in France, Australia, the United States and the Consumer Products business. The rolling out of a computerized *GetPaid* system in the main European countries has made collection processes more integrated and effective.

(in millions of euros)	2009	2008
Net cash generated from operating activities	**418.6**	**315.4**
Purchases of property, plant and equipment and intangible assets	(65.3)	(88.1)
Proceeds from sales of property, plant and equipment and intangible assets	0.6	2.0
Interest paid	(43.8)	(40.0)
Levered free cash flow	**310.1**	**189.3**

The levered free cash flow (cash flow available after income tax, interest expense and capex) was €310.1 million in 2009 and €189.3 million in 2008, a 63.8% rise.

Purchases of property, plant and equipment and intangible assets

In general, the inspection and Certification businesses of Bureau Veritas are service activities that are not very capital intensive. Only the activities of laboratory testing and analysis carried out by the Consumer Products business, certain activities related to the inspection by the Government Services & International Trade business of goods at international borders using scanners, and mineral analysis activities require a higher level of investment. The Industry business generates the need for significant investment in measuring and testing equipment.

The total investment in property, plant and equipment and intangible assets carried out by the Group was €65.3 million in 2009, a reduction on the 2008 level (€88.1 million). As a result, investment made by the Group was reduced to 2.5% of revenue in 2009, in line with the Group's historic average. It should be noted that, owing to major investment carried out over the previous financial year (mainly in the GSIT and Consumer Products businesses), this rate was 3.5% in 2008.

Investment in property, plant and equipment and intangible assets carried out by the Group in 2009 related mainly to:

- laboratories in the Consumer Products business (€24 million) and, more particularly, electromagnetic chambers, equipment for the analytical testing of toys and the expansion of laboratories in China, India and Bangladesh;
- the development of a new integrated information system for planning, production and client reporting (Production Core Model) for the Certification, IVS and Industry businesses (€12 million). This development is part of a three-year plan from 2009 to 2011 to completely overhaul the Group's production computer system (cf. section 1.7 Information and management systems of this Registration Document);
- the Mining and Minerals platform (€5 million), with, in particular, the opening of a new laboratory in Brazil; and
- Spain (€5.6 million), and, more particularly, the fittings and installations for the new Spanish head office in Madrid.

Interest paid

The €3.8 million increase in the amount spent on interest between the 2009 financial year and the 2008 financial year was mainly due to the combined impact of the following:

- introduction of the USPP (US private placement) program in the middle of 2008, with 2009 interest for this program being recorded for the full year;
- partially offset by the fall in financial debt as of December 31, 2009.

Cash flows generated from investing activities

The net cash used in the Group's investing activities reflects its growth through acquisitions during the past two financial years. The breakdown of acquisitions made by the Group during the 2009 and 2008 financial years can be presented as follows:

(in millions of euros)	2009	2008
Cost of acquired businesses	(15.9)	(312.5)
Cash of acquired companies	11.7	(4.0)
Acquisition costs outstanding at December 31	0.2	10.0
Disbursements in respect of earlier acquisitions	(23.7)	(12.3)
IMPACT ON CASH FLOW OF ACQUIRED BUSINESSES	**(27.7)**	**(318.8)**

Acquisitions

Because of the general economic environment and continued high prices expected by sellers, the Group's development through external growth slowed considerably over the course of the 2009 financial year. During this period, the Group made a few targeted acquisitions costing €27.7 million compared to €318.8 million in 2008.

Bureau Veritas acquired several small companies, including:

- Fairweather (51% shareholding), in China, in order to strengthen the services of the business with respect to the Oil and Gas sector;
- SPD, in China, in order to strengthen its electrical and electronic product testing and inspection activities in Germany.

Furthermore, the Group increased its shares in the capital of companies (Bosun, BV CPS Shanghai and Codde), which are positioned in fast-growing sectors.

A detailed description of the acquisitions made over the course of the 2009 financial year is provided in Note 10 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

Company disposals

In 2009, the Group decided to rationalize its business portfolio by disposing or discontinuing a number of marginal activities inherited from acquisitions made in previous years (cf. section 3.4.1 – 2009 activity and results). The following sales were made during the 2009 financial year:

- construction materials testing activities (CMT) in England by the Construction business;
- a Spanish car-hire subsidiary;
- an activity part of the HSE business in the United Kingdom; and
- an activity part of the Industry business in the United States in 2009.

Overall, proceeds from sales of subsidiaries made in 2009 represented €15.5 million.

Cash flows generated from financing activities

Capital transactions (increases, reductions and share buybacks)

In 2009, the Company increased its capital by €4.2 million following the exercising of stock options.

Dividends

In 2009, the Company paid out dividends of €82.7 million, €77.5 million being for the 2008 fiscal year.

Borrowings

The increases in and repayments of borrowings showed a net decrease of €232.1 million during the 2009 financial year. This reduction is linked to the slow-down in the acquisitions program in 2009 and the repayment of certain credit lines.

Interest paid

Interest paid corresponds, in particular, to interest paid on syndicated financing loans (2006) and on the club deal introduced in October 2007; interest incurred on the US private placement (USPP) introduced in 2008 has been payable every six months from January 2009.

Sources of Group financing

Apart from the use of its own capital, the Group is financed in the main through the 2006 Syndicated Financing Loan, the 2007 Club Deal and the 2008 US private placement. Virtually all of the Group's financial debt at December 31, 2009 are covered by these various financing programs.

As of December 31, 2009, the Group's gross debt was €826.3 million and thus primarily comprised the syndicated loan (€382.9 million), the October 2007 Club Deal (€150.0 million), the 2008 US Private Placement (€255.6 million) and other bank debt (€37.8 million).

The Group's gross debt at December 31, 2008 and December 31, 2009 was as follows:

(in millions of euros)	2009	2008
Bank borrowings due after 1 year	740.8	973.2
Bank borrowings due within 1 year	77.8	79.9
Bank overdrafts	7.7	8.0
Gross financial debt	**826.3**	**1,061.1**

The following table shows the cash and cash equivalents at December 31, 2008 and December 31, 2009 as well as the Group's net debt on these two dates:

(in millions of euros)	2009	2008
Marketable securities and similar receivables	15.5	56.0
Cash on hand	131.5	97.4
Cash and cash equivalents	147.0	153.4
Gross financial debt	**826.3**	**1,061.1**
Net financial debt	**679.3**	**907.7**

The Group's cash on hand is spread amongst over 250 entities located in more than 140 countries. In some countries (particularly Brazil, China, South Korea, India and Turkey), the Group's entities are subject to strict currency controls, which make intra-group loans difficult or even impossible.

Principal terms of the 2006 Syndicated Loan

The 2006 Syndicated Loan, which is repayable early, in part or in full, without penalty upon maturity of each drawdown by the Group's borrowing entities (either 1, 3 or 6 months), is made up of two tranches:

- the A Facility (term loan), amortizable, for an initial amount of US$560 million. The A Facility has been completely drawn. The A Facility has already reached US$303.8 million. The A Facility has an initial maturity of seven years, with a due date in May 2013; and
- the B Facility (revolving credit facility), of €550 million. The B Facility permits drawings in several currencies. The expiry date was extended from May 2012 to May 2013 for the greater part of this facility (95% of the tranche).

As of December 31, 2009, the key terms of the amounts drawn down under the 2006 Syndicated Loan are set forth in the table below:

Facility	Amounts drawn down *(in millions of euros)*	Currency	Amortization
A (amortizable)	199.2	USD	Half yearly
	11.7	EUR	
B *(revolving)*	145.0	EUR	Upon maturity
	27.0	GBP	

Early redemption for all amounts borrowed is mandatory in the event of:

- change in control, if a third party, acting individually or collectively, should come to hold, either directly or indirectly, more than a third of the voting rights and more voting rights than the current main shareholder (Wendel Group). It should be noted that this change of control clause has been amended following an amendment of the Group's financing contracts in December 2009;
- sale of all or a substantial portion of the Group's assets; or
- failure to comply with the covenants set forth under the Loan Agreement, particularly with respect to the ratios described below.

The 2006 Syndicated Loan requires compliance with certain financial covenants and ratios. As of December 31, 2009, all of the conditions were met by the Group. These financial covenants can be summarized as follows:

- the Interest Cover ratio must be greater than 5.5 and represents consolidated EBITDA (earnings before interest, tax, amortization and provisions) for the preceding 12 months adjusted for any acquired entity, divided by the Group's net financial interest. On December 31, 2009 this ratio was 11.39; and
- the Leverage Ratio must be less than 3. The Leverage Ratio is defined as the ratio of consolidated net debt, divided by consolidated EBITDA (earnings before interest, tax, amortization and provisions) adjusted for the last 12 months of any entity acquired. On December 31, 2009, this ratio was 1.38.

The 2006 Syndicated Loan also includes default clauses. The main default clauses are standard for syndicated financing and include clauses limiting the Group's ability to pledge its assets, carry out merger or restructuring operations or take out loans outside the syndicated credit facility.

The agreement includes total and partial mandatory early redemption clauses, particularly in the event of a default on payment of amounts due under the Loan, non-compliance with the financial ratios described above or other events which may have a significant adverse effect on the payment obligations of the Group's borrowing entities.

The 2006 Syndicated Loan also provides that funds made available under the B Facility cannot be used to finance external growth transactions except under certain conditions. Therefore, the B Facility can only be used to finance an acquisition by the Company or one of its subsidiaries:

- with the agreement of the members of the bank syndicate; or
- if the target acquisition is a Permitted Acquisition (defined in particular under the credit agreement as any company whose business is similar or complementary to the Company's business, that is (i) not subject to a class action and (ii) to the extent that the acquisition represents a cost of over €50 million, not likely to bring about non-compliance with the financial ratios described above).

On December 31, 2009, the Group was not in default under the 2006 Syndicated Loan.

The amounts borrowed carry interest at a rate determined by the sum of the market rate and the applicable margin. The market rate is Libor (London inter-bank offered rate) for the corresponding currency, when the funds borrowed are in currencies other than the euro, or Euribor (European inter-bank offered rate), when the funds made available are in euros.

The margins under the 2006 Syndicated Loan vary from 0.25% to 0.50% depending on the Leverage Ratio defined beforehand in accordance with the table below:

Leverage Ratio	**Margin** *(in basis points)*
2.5 ≤ L < 3.0	50
2.0 ≤ L < 2.5	40
1.5 ≤ L < 2.0	32.5
L < 1.5	25

Principal terms of the 2007 Club Deal

The 2007 Club Deal has been 100% drawn down for €150 million and matures in October 2012. The terms of the 2007 Club Deal are the same in all respects as those of the 2006 Syndicated Loan, except for the following margin grid:

Leverage Ratio	**Margin** *(in basis points)*
2.5 ≤ L < 3.0	57.5
2.0 ≤ L < 2.5	47.5
1.5 ≤ L < 2.0	40
L < 1.5	32.5

Principal terms of the 2008 US Private Placement

On July 16, 2008, the Group introduced a private placement in the United States (2008 USPP) for €248.4 million. This issue was carried out in the form of four "senior notes" repayable on maturity, drawn up in US dollars and pounds sterling, and was converted in full to euros on issue by using USD/EUR and GBP/EUR exchange rate swaps. After hedging, the issue represented €127.6 million at the maturity date of July 2018 and €120.8 million at the maturity date of July 2020, that is to say a total of €248.4 million.

The 2008 Private Placement has been fully drawn down. Interest is paid half-yearly. The features of the 2008 Private Placement are exactly the same as those of the Syndicated Loan apart from the Leverage Ratio, which has to remain below 3.25.

Other borrowings

The Group's principal debt other than the syndicated loan includes:

- a loan for Bureau Veritas Italy SpA, a fully owned subsidiary of the Company, entered into in July 2006 with Banca Intesa, for an initial amount of €10 million. This loan is amortizable with two payments of €1 million per year, and matures on July 24, 2011. The amount was €4.0 million as of December 31, 2009;
- a loan for Bureau Veritas Mali, taken out in August 2007 with a local bank in order to finance the acquisition of equipment (scanners) for a sum equivalent to €8 million as at December 31, 2009.

Other commitments

Off-balance sheet commitments include adjustments and increases in acquisition prices, one-off rental agreement commitments, and guarantees and pledges granted.

(in millions of euros)	2009	2008
Operating lease commitments	189.1	293.4
Guarantees and pledges	116.8	98.5

Operating lease commitments

The Group rents offices (notably its headquarters at Neuilly sur Seine), laboratories and equipment under cancellable or non-cancellable operating lease agreements that may or may not be terminated. These agreements are for variable terms and include in some cases indexation and renewal clauses. A detailed table showing future minimum lease payments (excluding rental charges) under non-cancellable operating leases is provided in Note 29 to the consolidated financial statements in Chapter 4 - 2009 consolidated financial statements of this Registration Document.

Guarantees and pledges

Guarantees and pledges granted during 2009 and 2008 are summarized below:

(in millions of euros)	2009	2008
Less than one year	47.0	36.6
Between one and five years	64.2	49.0
More than five years	5.6	12.9
TOTAL	**116.8**	**98.5**

Guarantees and pledges include bank guarantees and parent company guarantees:

- bank guarantees: these essentially include bid bonds as well as performance bonds, with none yet paid at the time of this Registration Document. Bid bonds enable the beneficiary to protect itself in the event of a withdrawal of a commercial offer, a refusal to sign a contract or a failure to provide the guarantees requested. Performance bonds guarantee the buyer that the Group will meet its contractual obligations as provided under contract. Performance bonds are usually issued for a percentage (in the order of 10%) of the value of the contract; and
- parent company guarantees: these concern market guarantees and guarantees granted by the parent company to financial institutions to cover financial pledges given by the financial institutions in connection with the Group's business activities and rental payment guarantees. By granting guarantees for rental payments, the parent company undertakes to pay rent to the lessor in the event of default by the subsidiary concerned.

As of December 31, 2009, the Group believed that the risk of payout under the guarantees described above was low. As a result, no provision was recorded.

On December 31, 2009, the guarantees and pledges granted were as follows:

(in millions of euros)	2009	2008
Bank guarantees	83.0	67.9
Parent company guarantees	33.8	30.6
TOTAL	**116.8**	**98.5**

The presentation of off-balance sheet commitments in this document does not omit any significant off-balance sheet commitment, in accordance with the applicable accounting standards.

Contingent purchase price consideration

At the date of this Registration Document, there is no significant off-balance sheet commitment relating to external growth (such as contingent purchase price consideration).

Sources of financing anticipated for future investments

The Group estimates that its financing needs for operations will be fully met by its cash generated from operating activities.

In order to finance its external growth, the Group has:

- resources generated through its available cash flow after taxes, financial charges and dividends;
- resources from its cash and cash equivalent;
- resources provided by the 2006 Syndicated Loan, the main terms of which are summarized in this document. As at December 31, 2009, €378 million from this 2006 Syndicated Loan were available; and
- since July 2009 and for a period of three years, an unconfirmed multi-currency credit line of US$225 million.

ONGOING AND PLANNED INVESTMENTS

Principal ongoing investments

At the end of December 2009, principal ongoing investments related mainly to:

- operational equipment in Taiwan (GSM mobile telephony) for the Consumer Products business (€8.5 million); and
- information systems, with continued roll-out of the new integrated system for planning, production and client reporting, the Production Core Model (€5 million).

Apart from the purchasing of scanning equipment for the GSIT business for €1.1 million, the Group had not given any major firm undertakings with respect to future investments on the date of this Registration Document.

Principal anticipated investments

The table below shows the investment planned for 2010 by category compared to that carried out in 2009:

(in millions of euros)	Completed 2009	Budget 2010	% variation
Information systems and software	20.0	26.4	+32.0%
Equipment and fittings	2.7	3.8	+40.7%
Operational equipment	36.7	35.3	(3.8)%
Equipment, furniture and transportation	7.4	7.0	(5.4)%
TOTAL	**66.8**	**72.5**	**+8.5%**

Overall, the budget for investments excluding acquisitions has risen by 8.5% for the 2010 financial year. This increase is mainly associated with the continuing roll-out of a new integrated information system for planning, production and client reporting (Production Core Model).

The 2010 budget of €19 million for the Consumer Products business includes replacement investment (€5.3 million), expansion projects (€8.2 million) and computer systems and other miscellaneous investment projects (€5.5 million).

The GSIT business provided for a total investment of €5.2 million. This is because a number of calls for tender in which the business is to participate could give rise to investments in new scanners in 2010.

A new platform for the Mining and Minerals segment should also be developed in Africa in 2010 (€2.2 million).

3.5. Events after the balance sheet date

None.

3.6. Outlook

The outlook presented in this section has been based on data, assumptions and estimates considered to be reasonable by the Group's Management. The data, assumptions and estimates may change as a result of uncertainties related principally to the economic, financial, accounting, competitive and regulatory environment, or as a result of other factors unknown to the Group on the date of this Registration Document. In addition, the occurrence of certain risks described in the Risk Factors section in Chapter 1 – Overview of the Group of this Registration Document could affect the Group's business outlook, financial condition and results.

3.6.1. Outlook

In view of the current economic backdrop and the uncertainty of acquisitions materialising, at the time of this publication, the Group is unable to confirm its target for a doubling in revenue over 2006-2011 as set when the Group was floated. Indeed, a doubling in revenue over 2006-2011 implies that acquisitions made during 2010 and 2011 would contribute more than €500 million to consolidated revenue. While Bureau Veritas has identified numerous targets that meet its acquisitions policy criteria, a contribution of this level currently remains subject to the hazard nature of acquisition processes.

The plan also anticipated a 150 basis-point improvement in adjusted operating margin (excluding acquisitions) between 2006 and 2011. This target was exceeded in 2009, when adjusted operating margin reached 16.4%, compared with 14.5% in 2006, thereby representing a 190 basis-point widening.

The target for average annual growth of 15 to 20% in adjusted net profit (excluding non-recurring items) has been delivered, with growth of 19.3% in 2007, 19.8% in 2008 and 18.2% in 2009.

Capital expenditure averaged 2.8% of revenue over 2007-2009, in line with the announced target for around 2.5%.

Finally, the target to pay out dividends representing a third of Group attributable adjusted net profit was also met in 2007, 2008 and 2009 (subject to approval of the dividend due to be proposed to the Shareholders' Meeting on June 1, 2010).

3.6.2. Trends for the 2010 fiscal year

In 2010, the Group expects organic growth to be restored gradually during the second half, as soon as the decline in cyclical businesses has stopped. The aim is to maintain operating margin over the full-year 2010, notably via streamlining of the portfolio of activities in the Construction and Health, Safety & Environment businesses as well as the gradual roll-out of new automated production processes in the Certification, Industry and In-Service Inspection & Verification businesses. The Group intends to use its high cash-flow generation to actively resume its acquisitions strategy.

Further out, structural growth factors in the Industry remain intact: the multiplication and strengthening of QHSE regulations, the privatization and outsourcing of control and inspection operations and the globalization of commercial trade. The Group's strategy is to focus organic investments on sectors that offer high potential, such as nuclear, offshore energy and green buildings, and to continue to be the reference consolidator of the Industry, while maintaining a high level of operating profitability.

3.7. QHSE Policy (Quality, Health, Safety, and Environment)

3.7.1. Presentation

The main aim of Bureau Veritas is to develop solutions that are innovative, effective and adaptable to all of its customers so that it can provide them with the tools and means for ensuring continual improvement of their QHSE programs. The main impact of the Group's activities is also primarily noticeable outside the Group through the continual improvement in the QHSE performance of its clients.

As a result, by the very nature of its activities, quality, health, safety and the environment (QHSE) form an integral part of the corporate culture and, in particular, help protect the accreditations the Group needs to carry out its operations. Extensive worldwide coverage also makes knowledge Management a key factor in the Group's global performance.

Bureau Veritas Management bases its development on a set of values and principles centered around an ethical commitment and social responsibility in all business areas. Supported by an internal network of QHSE professionals, Management is demonstrating its commitment to quality, health, safety and the environment. The QHSE Certifications obtained by Bureau Veritas and the action plans put in place are testament to the seriousness of this commitment, adherence to which is monitored using relevant global indicators. Generally speaking, Bureau Veritas undertakes to share and use best practices and improvements recommended elsewhere to produce exemplary and continually improving performance in QHSE and the sharing of knowledge.

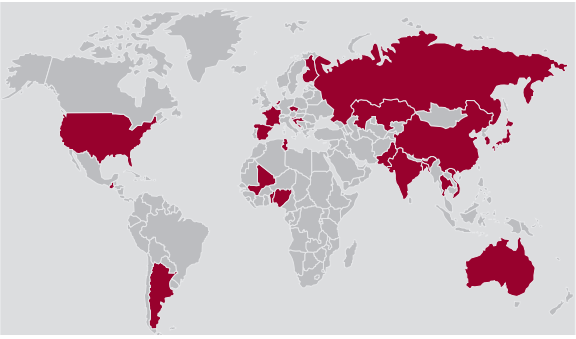
WORLD ENVIRONMENT DAY 2009:

In 2009, for the first time ever, Bureau Veritas celebrated World Environment Day (WED) throughout the Group.

Over 40 countries held events on the theme chosen by the UN for 2009 "Your Planet Needs you-UNite to Combat Climate Change". These countries are shown in red on the map.

A company panel awarded prizes for the best three events.

http://www.unep.org/wed/2009/english/



3.7.2. Organization

The Bureau Veritas Group uses the following organizational structure in order to meet its QHSE commitment:

- a QHSE and Knowledge Management (KM) Director at Group level and team;
- QHSE managers for operational businesses; and
- a network of approximately 35 regional correspondents supporting actions carried out across the network.

The QHSE LG (Quality, Health, Safety and Environment Leadership Group) made up of the QHSE managers of the various businesses and the regional correspondents is led and chaired by the Group QHSE Director. It has the following main objectives:

- defining and reviewing Quality, HSE and KM policies and performance criteria;
- monitoring action plans; and
- sharing good practices.

3.7.3. Communication

Details of all QHSE initiatives are regularly communicated internally and externally:

- internally, a quarterly newsletter and the placing of documents, presentations and good practices online under dedicated sections of the Group's Intranet mean that staff can keep regularly informed;
- externally, the commitment to QHSE by Bureau Veritas, details of this initiative, the monitoring of key performance indicators (KPIs) and the calendar of QHSE events are communicated and updated in the Group's website (**www.bureauveritas.com**) and in the Registration Document or Annual Report.

When calls for tender are made for major contracts, Bureau Veritas clients can access this same information and further specific details (such as risk analysis, training given to staff, instructions and the QHSE insurance plan in relation to projects).

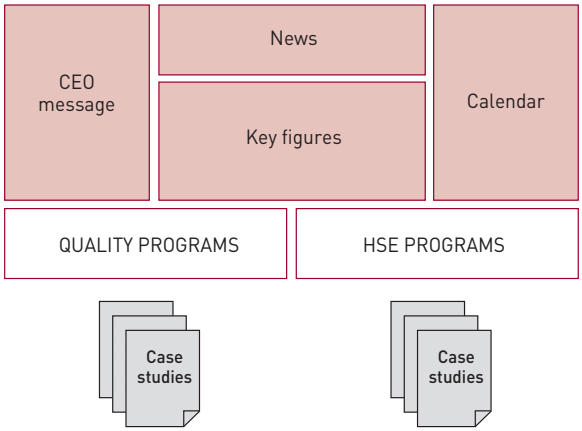
QHSE SECTION ON THE GROUP'S WEBSITE

This section was extensively developed in 2009:

- shows the current status of programs and indicators; 15 case studies available;
- calendar of upcoming events and latest publications available;
- number of connections (+50% in 2009).

http://www.bureauveritas.com/qhse

Web page architecture



3.7.4. Quality

The quality commitment

The Quality Statement is the Group's commitment to ensure quality in all it does. This commitment is based on the involvement of operational Management at all levels, supported by the Quality network within each business, region and country.

Continual improvement of the performance of Bureau Veritas in terms of Quality is based on four main steps:

- setting priorities and implementing a Quality action plan;
- increasing the capabilities of the network within a framework that was extended in 2009 to include Technical, Quality and Risk Management, through training and support;
- monitoring progress made using indicators and identifying discrepancies;
- sustaining progress by means of internal and external audits.

To achieve the above, the Group has a Quality Manual approved by the Chairman and Chief Executive Officer of Bureau Veritas and distributed throughout the network. This manual is supplemented locally to meet the requirements of authorities, clients and the market. It therefore sets out the means by which the Group's Quality Statement is implemented. The Quality Manual was supplemented in 2009 by a series of Group policies in the areas of Technical Quality and Risk (TQR) Management.

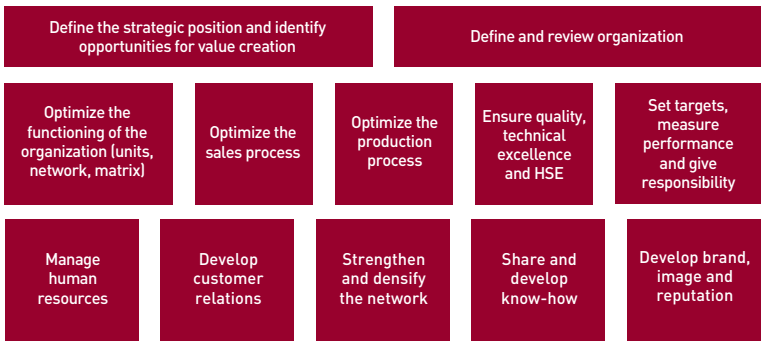
CERTIFICATION

The Bureau Veritas Group's quality Management system has had ISO 9001 Certification from an independent and globally recognized body since 1996. The transition to the 2008 version of this standard was carried out in 2009. This Certification program is being looked after by the Group's QHSE Department. It requires that 30 countries across all Group businesses (only the Certification business is excluded) be audited each year.

This program operates according to the Bureau Veritas Business Model, meeting the requirements of ISO 9001 V2008.

THE BUREAU VERITAS BUSINESS MODEL

- structures the diagnoses and action plans according to 12 levers;
- is shared by all managers in the Group;
- allows good practices to be identified.



All Group acquisitions are included in this program as part of their integration process within a maximum of 18 months. In 2009, the companies ECA (Spain), Chemtox (Denmark), Ziller (Germany) and Cesmec (Chile) were successfully integrated in the Certification program.

QUALITY INDICATORS

Key Performance Indicators (KPIs) are monitored at business, regional and national level and then consolidated by the Group. These indicators are as follows:

	Unit	2007	2008	2009	Aims
Customer complaints	Closing time	Not monitored	50 days	29 days	30 days
Supervision of inspectors	Frequency	4.5 years	3 years	2.7 years	3-year cycle
Internal audits of the Quality system	Number	318	300	466	3-year cycle
Certification - non-conformities	Number	3	3	1	Zero
Certification - good practices	Number	62	27	23	Available on the internal portal
Certification - integration of new acquisitions (ISO 9001)	Time	20 months	15 months	20 months	No more than 18 months after acquisition
Customer satisfaction index [(a)]	Satisfaction rate (%)	87%	89%	Local monitoring	Defined locally

(a) From 2009 onward, this indicator is monitored locally according to the "Customer satisfaction guide". The Group QHSE department is now concentrating on priority sector studies.

PERFORMANCE IN 2009

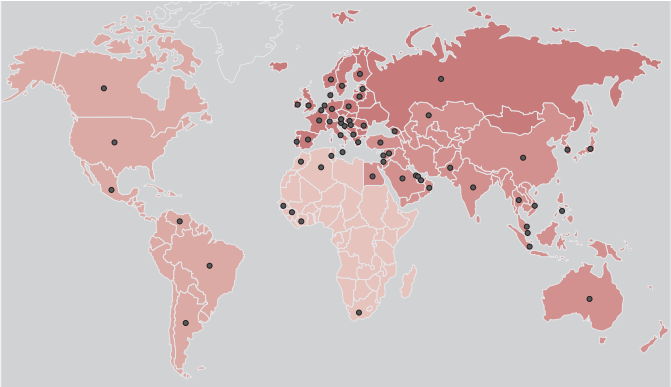
As part of its Quality commitment, all existing priorities have been reinforced, in particular:

- **Management of customer complaints**: this process remains a priority when it comes to implementing tools for managing customer relations. It involves root causes of complaints being investigated and effective corrective actions being implemented. The "closing time" performance indicator is monitored;
- **Supervision and Management of technical staff qualifications**: a Group monitoring tool (BVQualif) has been rolled out to meet the higher demands of customers and authorities with regard to the qualifications of inspectors and auditors. In 2009, the number of inspectors with basic qualifications increased significantly and this tool is now used by 70 countries in the network (compared to 20 countries in 2008).

  In addition, the process for supervising inspectors and auditors on site, which involves inspecting the quality of work carried out by all inspectors and auditors, is still being strengthened. A three-year Group target has been set for the process, which may even be strengthened locally.

QUALIFICATION MANAGEMENT USING THE "BVQUALIF" TOOL:

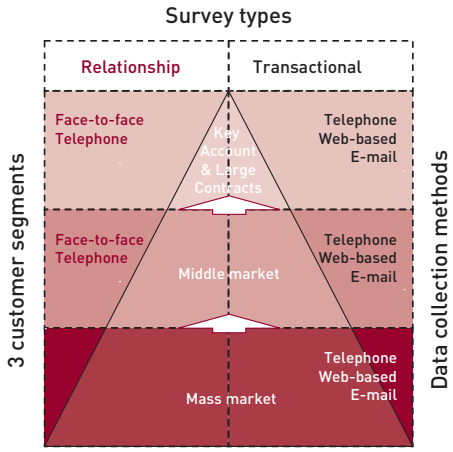
- manages the processes of qualification allocation and maintenance;
- constitutes a database of expert knowledge;
- makes it possible to reinforce scheduling rules.



- **Internal audits** associated with Quality are carried out by local entities and by the Group's Quality and Technical-Risks departments. These processes ensure that the commitment is met and that the Quality Management system continues to improve. Over 450 audits were carried out within the Group in 2009;
- **Integration of acquisitions**: the aim is still to integrate recent acquisitions within 18 months, which involves:
  - aligning the local Management system according to ISO 9001 and supplementing Group priorities,
  - training staff in the use of processes and tools,
  - obtaining Certification by an independent body;
- **Management of customer satisfaction**: the Customer Satisfaction Guide has been distributed throughout the Group. The satisfaction rate is now monitored locally. The Group has also carried out studies into priority market segments or geographical sectors, such as mystery calls in North America, a satisfaction survey for a key French account, a satisfaction survey for the real estate market in 4 European countries, and the launching of regular Internet surveys for the Government Services & International Trade market.

CUSTOMER SATISFACTION GUIDE: "ACTING SWIFTLY TO UNDERSTAND AND RETAIN OUR CUSTOMERS!"

- has been drawn up on the basis of good practices used in 25 countries;
- proposes a target process and tools by customer segment (key account, middle market and mass market);
- reveals where improvement can be expected and the loyalty of our customers and makes it possible to develop cross-selling opportunities.



In 2009, reporting and communication processes were strengthened. Details of the situation in relation to meeting the Quality commitment are distributed widely throughout the Group, including to the Executive Committee.

2010 TARGETS

In 2010, the operational teams at Bureau Veritas, with the support of the internal Quality network, will concentrate on rolling out identified key processes:

- customer satisfaction: assistance with the roll-out of the customer satisfaction guide will be reinforced by systematic surveys;
- the roll-out of qualification Management processes as and when authorities or customers need them;
- strengthening the organization and development of synergies between the functions of Technical Support, Quality and Risk Management, with the main aim of securing the licenses required to carry out services;
- the integration of recent acquisitions in Australia, Chile and China into the Group's Management system;
- the integration of qualification monitoring (BVQualif) into the project for the overhauling of all of its production information systems.

3.7.5. Health, Safety and Environment

THE COMMITMENT

Bureau Veritas has set out its Group health, safety and environment policy in its HSE Statement. This statement, updated in 2007, is available on the website (**www.bureauveritas.com**). The following commitments are included therein:

- to protect the health and safety of our employees, visitors, subcontractors and clients;
- to risk evaluate of our operations and activities and develop appropriate action plans;
- to reduce our adverse environmental impact through the introduction of sustainable development initiatives minimizing the use of resources and waste generation;
- to increase our employees' awareness of HSE concerns and issues;
- to ensure that our HSE Management processes and programs are proactive and transparent and reflect the requirements of this commitment; and
- to provide the tools, internal HSE resources and training necessary for the implementation of effective HSE Management systems.

The HSE manual sets out the internal requirements that have to be met to implement this declaration. Some of these exceed applicable regulatory requirements and cover priority areas identified within the Group.

In consultation with members of the HSE network, policies have been developed to identify requirements in the following areas:

- HSE roles and responsibilities;
- confined space entry;
- working at height;
- ionizing radiations;
- personal protection equipment; and
- driving.

New policies, which will be published at the beginning of 2010, are being drawn up in relation to the following areas:

- risk assessment;
- working at height; and
- medical surveillance.

These policies apply not only to Group employees but also to subcontractors working with Bureau Veritas under contract. These policies must be complied with.

In 2009, internal HSE audits and reviews were carried out in order to check that they have been implemented correctly. Where discrepancies were discovered, action plans were implemented and monitored in order to ensure future compliance. This internal audit process will be reinforced in 2010 with the use of the VeriCert tool which will allow the results of the entire Group to be consolidated.

A quarterly HSE Report was also initiated in 2009. Only the key elements for Management of the Company have been selected such as HSE performance indicators and the status of HSE programs. A summary of these Reports is submitted to the Bureau Veritas Executive Committee.

OCCUPATIONAL HEALTH AND SAFETY

Investment by Bureau Veritas in activities relating to occupational health and safety represented about €250 thousand. As a result, programs such as "Defensive driving awareness" and the "Ionizing radiation" control program have been continued.

Certification

Entities are strongly encouraged and helped to develop systems in line with OHSAS 18001 standard for managing health and safety.

At the end of 2009, OHSAS 18001 Certification covered 17% of Group employees, corresponding to the whole of Spain, the principality of Andorra and the main sites in Brazil and some of the activities of the Industry business in Australia. The 2010 Certification program includes new entities, while others are preparing to undergo Certification audits in 2011. In two years, 35% of the Group will therefore be OHSAS 18001 certified.

To help entities entering the Certification process, a series of documents meeting the requirements of the OHSAS 18001 standard will be made available at the beginning of 2010.

Bureau Veritas France has also passed MASE Certification for 40% of its sites.

Health and safety indicators

Bureau Veritas has been monitoring health and safety indicators in each country in which it operates since the end of 2006. These indicators, communicated each quarter to the Executive Committee and the entire Group via HSE internal publications, are as follows:

- LTR: Lost Time Rate. This is equivalent to the number of accidents per 100 employees

$$\text{LTR} = \frac{\text{Number of accidents with lost time of work x 200,000}}{\text{Number of hours worked}}$$

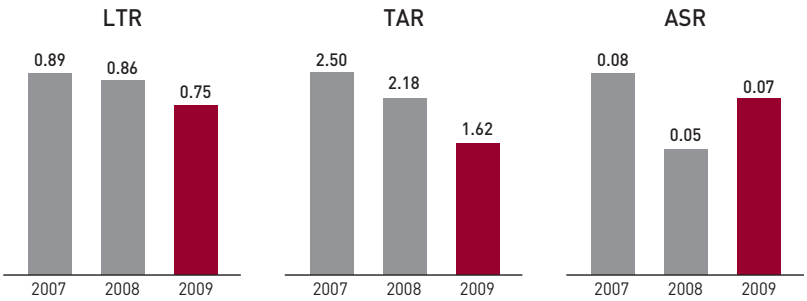
- TAR: Total Accident Rate

$$\text{TAR} = \frac{\text{Number of accidents with and without lost time of work x 200,000}}{\text{Number of hours worked}}$$

- ASR: Accident Severity Rate. This is equivalent to the number of lost days in a 6-month reference period.

$$\text{ASR} = \frac{\text{Number of days lost x 1,000}}{\text{Number of hours worked}}$$

The graph below shows the change in the main indicators between 2007 and 2009:



Main programs followed in 2009

Defensive driving awareness

As driving is one of the main causes of accidents in the workplace, the Group launched a defensive driving program in 2008. In 2009, five new countries joined this program, increasing the total number of countries covered to 10.

Based on assessments that have been carried out, actions required have been identified by each entity to ensure that drivers drive safely. As a result, for example, training sessions on defensive or "green" driving on a simulator have been scheduled and are being carried out for all drivers at Bureau Veritas France. To develop a general culture of road safety, the QHSE Group is developing, with an external partner, an E-Learning module specifically relating to defensive driving which will be available at the beginning of 2010.

Ionizing Radiation

Maintaining close control of equipment that emits ionizing radiation is also a priority of the Group. A Group Governance Committee was set up in 2008 to manage the program aimed at reducing this risk. In this respect, internal experts spent 32 days carrying out audits in 2009.

E-learning modules

E-learning modules have been developed to aid understanding of internal HSE requirements and ensure the deployment of a general culture within the Group. Four new subjects are now available to all Bureau Veritas employees in three different languages on the Intranet:

- safety reporting;
- ionizing radiation;
- working at height; and
- confined space entry.

Monitoring of the number of connections and results of the online test will begin in 2010.

ENVIRONMENT

Bureau Veritas has introduced specific programs to reduce its environmental footprint and minimize its use of resources and production of waste.

The main environmental objectives for 2009 were as follows:

- to introduce programs to reduce the consumption of paper, water and energy in the 12 largest countries where the Group has premises;
- to make the Group's head office a benchmark recognized for its Management of paper and energy consumption; and
- to increase awareness and develop action plans for environmental priorities such as transport and the consumption of energy and paper.

WORLD ENVIRONMENT DAY 2009: THREE AWARDS

The Consumer Products team in Guatemala won the award for Creativity.

The Pune team in India won the award for Education.

The Mainland China Shared Services team in Shanghai won the award for the Prevention of Global Warming.

To implement these environmental programs, Bureau Veritas invested around €200 thousand in 2009. This investment allowed the implementation of actions such as internal energy and CO2 audits, the deployment of a carbon footprint measurement tool and continuation of the IPSO FACTO initiative for environmental protection at the Group's headquarters in France.

Certification

Like OHSAS 18001, ISO 14001 is not compulsory within Bureau Veritas. However, the Group is strongly encouraging its entities to develop environment Management systems that meet ISO 14001 standards in response to the growing demands of the market.

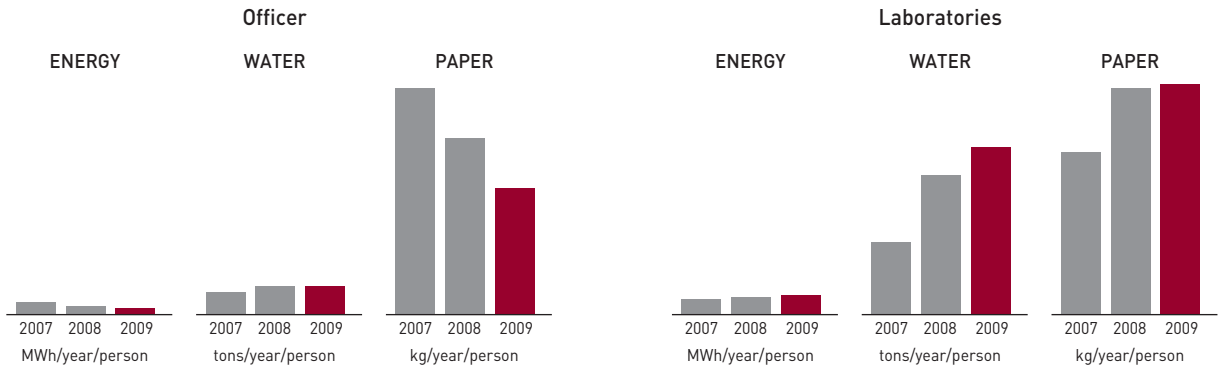
At the end of 2009, ISO 14001 Certification covered 15% of Group employees, corresponding to the whole of Spain, the principality of Andorra and the main sites in the United Kingdom and Brazil and part of the Industry business in Australia. The 2010 Certification program includes 12 new countries, while others are preparing to undergo Certification in 2011. As a result, 35% of the Group will be certified by 2012.

To help entities entering the Certification process, a series of documents meeting the requirements of the ISO 14001 standard will be made available at the beginning of 2010.

Indicators

Under its Energy & Waste program, Bureau Veritas has introduced environmental indicators corresponding to the consumption of energy, water and paper per person per year. These indicators, collected every six months, are communicated to the Executive Committee and the entire Group via HSE internal publications, and are as follows:

(Consumption in the first half of 2009 extrapolated for the whole of 2009)



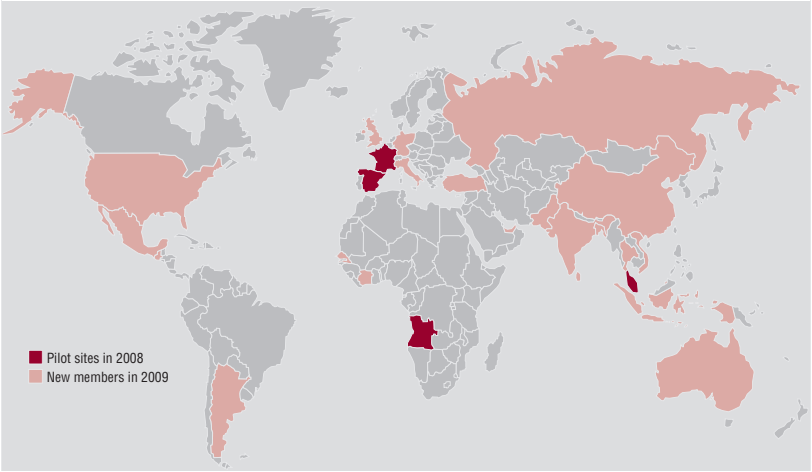
Main programs followed in 2009

Energy & Waste

The pilot initiative launched by Bureau Veritas in 2007 to reduce the consumption of energy, paper, water and the quantity of waste generated was a resounding success in 2009. There are now over a hundred sites involved. At the end of 2009, 18,000 employees, spread across more than 25 countries and 4 continents, were participating in this initiative. To help those involved identify possible actions, 7 internal Energy & CO_2 diagnoses were carried out in 2009.

The main aims of this project are as follows:

- a reduction in energy consumption of 10% compared to 2008;
- a reduction in water consumption of 10% compared to 2008; and
- a reduction in paper consumption of 15% compared to 2008.



In 2009, only the aim of reducing energy consumption was easily achieved (with a 23% reduction). However, the aims to reduce water and paper consumption were not achieved, with reductions of only 9% and 13% respectively.

The measures implemented have been documented and distributed internally to help in the sharing of experience. These measures relate either to providing encouragement (information campaigns etc.), or to changing behavior (regulated watering, controlling indoor temperatures, optimized lighting, etc.), or to Management (procedures, Management systems, etc.).

EXAMPLE OF ENVIRONMENTAL INDICATORS - 2009 AIMS OF BUREAU VERITAS AUSTRALIA

Objectives	Target	Performance
Audit of the environmental Management system	Carry out 90% of planned audits	92%
Training of new staff	Training 100% of new staff	85%
Introduce an ISO 14001 Management system	System ready for Certification auditing in November 2009	
Energy and waste	Introduce the program for reducing the consumption of energy, water and waste	

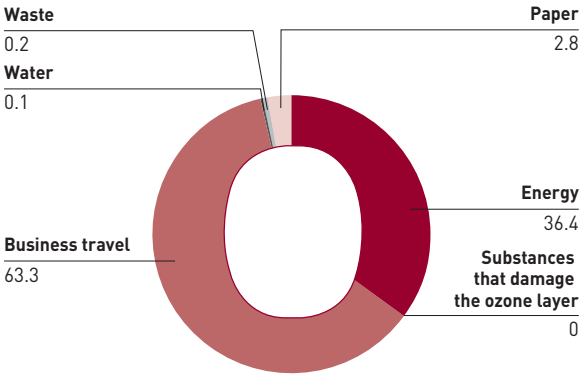
Carbon footprint

To measure the level of CO_2 emissions and make it possible subsequently to measure the effectiveness of environmental action plans, a carbon footprint measurement tool has been developed by experts within the Group.

This tool, "BV Carbon", finalized at the beginning of 2009 after a series of tests carried out in France, Spain and Italy, was then rolled out in a number of countries such as Australia and the United Kingdom.

BV CARBON APPLIED IN ITALY – MILAN

Environmental aspect	TOTAL kg CO_2	kg CO_2 per employee	kg CO2 (%)
Energy	102,650	1,141	36.4
Greenhouse gas (GHG)	-	-	-
Business travel	178,662	1,985	63.3
Water	375	4	0.1
Waste	428	5	0.2
Paper	7,998	89	2.8



Responsible purchasing policy

An initiative aimed at better integrating sustainable development issues into the purchasing process was launched by the Group's Purchasing Department in 2009. As a result, a "Responsible Purchasing" procedure was formalized, laying down the rules to be followed at each stage of the purchasing process:

- Calls for tender:
  - evaluation of the maturity of the sustainable development efforts of suppliers,
  - introduction of sustainable development criteria in the selection process;
- Contractualization:
  - signing by the supplier of a "Sustainable Purchasing Charter" in which it undertakes to comply with international rules on ethics and environmental protection, to implement a program to control its environmental impact and to comply with the Bureau Veritas Code of Ethics,
  - defining indicators specific to the products or service sold and to the supply process in order better to control the environmental impact of contract performance,
  - attaching to contracts certificates, policies or ratings held by the supplier which demonstrate its commitment to sustainable development;

- Management by annual reporting which includes:
  - contractually defined sustainable development indicators,
  - the level of application of the "Responsible Purchasing" procedure within the Bureau Veritas purchasing network,
  - the number of suppliers having signed the "Responsible Purchasing Charter";

The procedure will be rolled out in 2010, but some of its principles have already been implemented in relation to the provision of office supplies.

In 2009, 13 countries in the Group (France, Spain, United Kingdom, Germany, Italy, Netherlands, Czech Republic, Poland, United States, Canada, China, Japan and Australia) were integrated into a centralized reporting system so that expenditure on green goods could be managed. Over the whole of 2009, more than 20% in terms of value of office supplies purchased by the Group in these countries were considered to be green, in other words either made using recycled materials or materials that did not cause any harm to the environment, or designed to facilitate component recycling processes (such as printing cartridges).

Financial incentives are also helping to reduce the environmental impact of the ordering process by using non-paper orders and by grouping orders together.

3.7.6. Knowledge Management

THE COMMITMENT

The Group is committed to developing an environment in which employees can easily get hold of information, collaborate with their colleagues around the world and share their own knowledge. To this end, the Knowledge Management (KM) network undertakes to provide staff with user-friendly tools, helpful advice and recognition for those who share their knowledge.

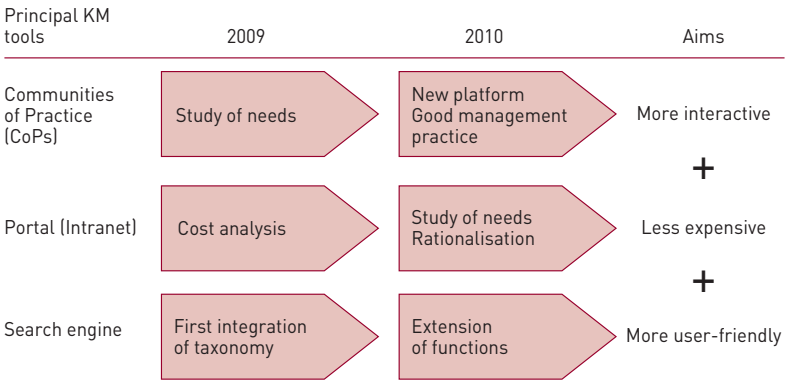
PERFORMANCE IN 2009

The function has been reorganized. To make the most of the natural synergies existing between Quality and KM functions, Bureau Veritas has increased collaboration between them.

Efforts have been made to improve the satisfaction of users in respect of tools and of knowledge sharing processes. To do this, internal surveys of prioirity business sector have been carried out on the basis of the following criteria:

- accessibility of information;
- relevance of information; and
- collaboration with experts.

An optimization and rationalization action plan has been designed for the principal KM processes and tools.



AIMS FOR 2010

In collaboration with technical functions and operations, sales and marketing, the KM network will concentrate on the following actions in 2010:

- energizing key communities in the Industry sector through the use of tools for sharing know-how;
- reinforcing the international network of KM Management in the various businesses and main countries;
- launch the plan to develop the KM technical platform (portal) with the aim of improving its functionality and reducing its operating costs.

SUMMARY OF AIMS AND TARGETS IN 2009. NEW AIMS FOR 2010

Target	Status	Comments
Quality		
Reduce closing time for customer complaints to less than 30 days	✓	
Supervise inspectors on site according to a maximum 3-year cycle	✓	This cycle may be accelerated depending on local demands, customers or authorities
Roll out the Group qualification Management tool in pilot countries for international services	↻	Aim achieved for international services in the Industry and Infrastructure division as of 2009
Roll out customer satisfaction Management indicators in the main countries	↻	Local monitoring
Integrate new acquisitions into the Group Certification program (ISO 9001 V2008) within 18 months	↻	
Audit operating entities on Quality Management	↻	Process under the responsibility of businesses. Maximum 3-year cycle
Health and Safety		
Ensure the quality and reliability of information on safety performance for all Bureau Veritas agencies throughout the world	↻	Extension of coverage
Reduce the Lost Time Rate (LTR) by 15% a year	↻	
Reduce the Total Accident Rate (TAR) by 10% a year	✓	In 2009, the TAR was 1.62
Acquire OHAS 18001 Certification in 9 countries	✶	
Environment		
Roll out programs to reduce the consumption of paper and energy carried out in 25 countries throughout the Group	↻	
Establish the head office as a benchmark recognized by Bureau Veritas for its paper and energy consumption Management	↻	
Achieve consumption reduction aims	↻	Aim achieved in 2009 in respect of energy (-23%). Aim not achieved in respect of paper and water
Roll out a tool to measure the Group's carbon footprint in 12 countries	✶	Tool developed in 2009
Acquire ISO 14001 Certification in 12 countries	✶	
Knowledge Management		
Develop tools for sharing knowledge between key communities	✶	2 communities targeted. Extension of the development plan
Improve user satisfaction of KM tools by 10%	✶	Based on satisfaction surveys
Reinforce networks of Knowledge *Managers and* community managers	↻	Rolled out in the various businesses and main countries

Symbols: Completed: ✓ *In progress:* ↻ *New:* ✶

3.8. Human Resources

3.8.1. Number and distribution of employees

On December 31, 2009, the Group had 39,067 employees in 140 countries, compared to 40,053 employees on December 31, 2008. The Group's workforce has therefore remained relatively stable given the difficult economic environment in 2009.

On a global level, 64% of employees are men and 36% are women, these being divided into operational functions (inspectors, auditors, experts, business developers, etc.) and support functions (technical, finance, IT, human resources, etc.).

The vast majority of employees have a contract (88% of the total workforce), including in countries where there is no legal obligation to provide one. 88% of staff have open-ended contracts, 12% having a fixed-term or equivalent contract (with a term of less than 12 months).

The table below shows the change in Group employees as of December 31, 2009, 2008 and 2007, by geographic zone and function.

NUMBER OF EMPLOYEES AT DECEMBER 31

	2009	2008	2007
Total staff	**39,067**	**40,053**	**33,018**
By geographic zone			
France	7,317	7,442	7,172
EMEA [(a)]	10,597	11,262	10,818
Asia-Pacific	13,300	13,380	9,643
Americas	7,853	7,969	5,385
By function			
Operational functions	28,466	29,063	22,889
Support functions	10,601	10,990	10,129

(a) The EMEA zone includes Europe (except France), the Middle East and Africa.

Bureau Veritas took on 5,500 new staff around the world in 2009.

At the Group level, the rate of voluntary departure (resignations) was around 8% in 2009. The highest rates recorded are in Asia and the Middle East due to the strong demand for qualified personnel. In France, the Group benefits from the image and reputation of the name Bureau Veritas, which helps maintain employee stability (the rate of voluntary departure is around 3% for all businesses).

Information on employees at the Bureau Veritas SA parent company

On December 31, 2009, the Company had 6,442 employees (4,211 men and 2,231 women), compared to 6,560 employees on December 31, 2008, a reduction of 1.8% between 2008 and 2009.

In 2009, there were 479 new hires, with 193 fixed-term contracts and 286 open-ended contracts. 83 people were made redundant.

In 2009, the voluntary departure rate (resignations) stood at 2.6%.

In addition, 11,168 overtime hours were recorded in 2009, representing €93,775. The Company's outside workforce amounted to 49 employees.

The Company's Social Audit is available from the registered office upon request.

3.8.2. A Human Resources policy to serve the Group's strategy

The Group's Human Resources policy is determined and led by the Human Resources department, consisting of a central "Corporate" function with around twenty trade experts and a network of around 350 professionals across all continents.

In 2007, the Group acquired an information system designed for human resources (PeopleSoft RH), which is now used for all of the Group's 1,750 managers and for all Bureau Veritas employees in France, China and Australia. PeopleSoft RH therefore currently covers nearly 35% of the Group's total workforce. This tool, as well as allowing better Management of personal data and employment data, facilitates certain HR processes, in particular career Management (performance reviews, career Committee, identification and monitoring of talent, etc.), a priority for Bureau Veritas.

In view of the development strategy of the Bureau Veritas Group, the Human Resources function has been structured on four bases: Management and development of the careers of Group managers, including the identification and promotion of talent, specialization of the HR function, supporting of operational staff in developing their organization and expertise in classification of posts and remuneration policies.

EXPERTS THAT FOCUS ON CLIENTS AND SERVICES

The Group's business has historically been a public service mission (for example, in connection with the Spinetta Law, regulatory verification, ship classification). Nevertheless, the Group has developed activities that benefit its clients by: encouraging a corporate culture oriented toward the client, building and offering a richer array of services, and moving from a reactive to a proactive commercial development approach. The Group currently presents itself as much as a technical expert as a service company offering Business to Business products and services. In its business sector, the Group believes it is one of the first players to have established dedicated sales forces and a developed marketing team.

A CULTURE OF PROFITABILITY AND COST CONTROL

The Group's growth over the last ten years is due to the fact that all operational managers are fully responsible for their profit centers. The budget process is key to this organization. Management, including operational Management, have a portion of their pay based on the operating profit of the Group. In addition, the Group exercises strict control over accounting and operating expenses.

AN ORGANIZATION BASED ON TRAINING AND KNOWLEDGE MANAGEMENT

The Group is constantly concerned about maintaining and developing the knowledge of its experts (such as through training tools, qualifications processes, knowledge sharing tools). The Group's knowledge Management process has led to the establishment of communities of experts supporting operational teams. This makes it possible to share best practices and be able to respond in each entity with the same level of quality to clients' global needs. About one hundred communities of practice have been created to bring thousands of specialists and experts into contact. A collective site created on the Group's Intranet portal, combined with a powerful search engine, facilitates the sharing of documents and experience and skill refreshing at Bureau Veritas.

Within the Group, the integration program is systematically used for each new hire, regardless of their professional level or group. Organized in sessions to bring different backgrounds together, the program facilitates knowledge sharing and an understanding of the Group's organization and businesses.

For operational personnel, the Group emphasizes training on the ground. Technical training usually satisfies qualification standards, and qualification is controlled by the Group's Technical Departments (Industry & Facilities and Marine) and audited by independent authorities (COFRAC, IACS).

In addition, the Group created a company university in July 2005, the BV Academy, which offers training to all Group managers. This initiative includes programs to bring together the skills of Management with respect to major issues facing Bureau Veritas, and programs for developing managerial and leadership skills. An initial program to focus the Group's principal managers on the issue of "organic growth" was held in 2006: 300 managers were thus trained during six sessions.

A follow-up to this program was produced, tackling key problems for the Company surrounding, for example, the Management of key accounts and the hiring of staff. The local implementation of this program was suspended in 2009 as the economic climate required managers to focus their attention on the ground to meet the challenges of our clients and changes in the environment.

A development program has been designed specifically for Group managers. Launched at the beginning of 2010, the plan is to roll out this global program entitled "Leadership Essentials" gradually throughout the Group in local languages so as to guarantee impact, but on a common basis to allow consolidation of a coherent and homogeneous leadership culture within the Group. It will initially be aimed at talented staff and some managers.

Bureau Veritas is also continuing to develop tools enabling it to develop leadership skills: a full Report of leadership behavior was thus drawn up in 2009 for Group managers.

Finally, and to address the fact that managers are spread across numerous countries around the world, the Company has developed a "Learning Space" on the Group Intranet. This genuine resource center provides managers with a very flexible way of accessing both "E-learning" modules (to speed up the integration of new arrivals, improve performance Management or develop "QHSE" (Quality, Health, Safety and Environment) issues) and a "toolbox" for the development of managerial leadership behavior of managers.

A GENUINE DESIRE TO MANAGE THE PERFORMANCE AND CAREERS OF EMPLOYEES

All of the Group's 1,750 managers have at least one annual appraisal (called the "PMP") which gives them an opportunity to discuss the achievement of targets set and to define targets for the coming year. It is also a chance to document their strengths and areas for improvement, to review the training that has been provided, to define all development needs and to look at geographical or functional mobility aspirations. This annual appraisal is always given by a person's immediate manager, but can also be supplemented by an appraisal by a "Secondary Reviewer" (a functional manager or "internal client") where relevant, giving a closer assessment of the performance of the managers concerned. This same "PMP" process can be reopened during the course of the year to review and adjust the manager's aims if need be, so as to adapt better to the context and new challenges of the post or Company.

In addition to this system run by DRH Corporate for the 1,750 managers, 79% of employees in 2009 (that is to say nearly 30,000 people around the world) also had at least one annual meeting run by local Human Resources departments. For example, in France, annual meetings have been held for all staff since 2003. They are the subject of an internal memo and a specific medium making it possible to assess the employee's performance, his ability to act in accordance with the Group's values and his mobility aspirations and to establish the need for an individualized development plan. The use of this medium, and the systematic internal advertising of posts to be filled on the Intranet, made it possible to fill 167 out of 804 vacant posts through internal appointment (around 21%) in 2007, to fill 212 out of 660 vacant posts through internal appointment (around 32%) in 2008, and to fill 98 out of 187 vacant posts through internal appointment in 2009.

In addition to these programs, DRH Corporate introduced, in 2006, career Committees referred to as Leadership Reviews, in which managers are assessed collectively by their respective managers (rather than individually as in the annual appraisal). This measures the ability of employees to develop over the short and medium term, the most promising employees forming a priority pool for any recruitment within the Group. The stated aim is to fill two thirds of vacant posts internally and to provide any manager who has been assessed as capable with professional development within 18 months, depending on the needs of the Company.

The Company is always endeavoring to manage the careers of all employees. A "Talent Pipeline" process has also been put in place to identify, from the best-performing employees, those who may lay claim to Management posts. 250 "talents" have been listed and are part of a Management process in which their careers are monitored very closely. The identification of talent remains a priority, with a target of 500 talents permanently identified and benefiting from a fast-track development program.

In France, this specific system is called DRA *(Détecter Révéler Accompagner)*, which aims to identify employees with potential and to assess their abilities objectively within the framework of a system of internal assessment by a representative of non-hierarchical Management and external view carried out in the form of an external panel "assessment". Candidates listed here receive specific support, including, in particular, 8 days of training covering all key skills that a manager needs (leadership, team Management, commercial activity, etc.). Since this system was rolled out in 2003, around 300 employees have been assessed by it. The tool has made it possible to meet a significant proportion of our manager requirements and hence constitutes a real promotional stepping-stone for staff. As a result, in 2009, out of a total of 36 vacant Management posts, 30 were filled through internal appointment, over 80%. A system similar to DRA, called "Triatlon", has also been introduced in Spain, the Group's 3rd largest country with over 4,000 employees. Similar programs are currently being rolled out in China and India.

In addition, Bureau Veritas maps, as a function of the Group's needs, the types of job existing in its organizations, describes them in terms of missions and skills required and ranks them on a common scale of complexity ("banding"). The development of this tool, which began for managers in 2006 (bands I to IV), was completed in 2009 for bands V-VIII. Work was also extended for certain populations in which staff was identified in new types of employment for reasons of training or career planning. Jobs such as Certification, Finance, Human Resources, as well as Operations and Technical Expertise in certain pilot countries, come to mind. This system aims to form the basis of our Management of human resources:

- the description of the types of job serves as a basis for discussion between the manager and the employee at the annual appraisal;
- it makes it possible to draw comparisons between skills possessed and skills required in order to find individualized solutions in terms of training;
- in terms of remuneration policy, it makes it possible to establish averages for each type of job and by banding within this type of job. Comparing individual situations with these averages on the basis of similar samples provides a manager with useful information so that he can modulate salary decisions; and
- it also serves as a basis for drawing up job advertisements.

A STRATEGY ADAPTED TO RECRUITING CONSTRAINTS AND INCREASING EMPLOYEE LOYALTY

As a service company, one of the principal challenges which the Group must face, in terms of human resources, is developing its ability to recruit expert personnel on increasingly competitive employment markets. To meet this challenge, the Group has launched several global initiatives to ensure excellence in recruitment globally: the development of relationships with the press and leading schools and universities, participation in recruitment forums, hiring temporary service personnel, training for managers on recruitment and a single media campaign worldwide.

In addition, the Group's bonus policy represents a means for developing employee loyalty and motivation. In addition to their annual base salary, the Group's 1,750 managers may receive an annual bonus awarded on the basis of achieving financial and individual objectives. The percentage bonus varies from 15% to 50% of the annual base salary depending on the managers' responsibility band:

- for band I (around twenty managers): the bonus represents 40% to 50% of the annual basic salary;
- for band II (approximately 80 managers), the bonus represents 30% to 40% of the annual basic salary;
- for band III (approximately 300 managers), the bonus represents 20% to 30% of the annual basic salary; and
- for band IV (approximately 1,350 managers), the bonus represents 15% to 20% of the annual basic salary.

Since 2007, this individual bonus has been subject to a coefficient, which may increase or decrease the applicable percentage, depending on the Group's operating profit.

As explained in the sections that follow, the remuneration package is complemented with profit-sharing schemes and an employee stock ownership plan launched in 2007 ("BV 2007").

STAFF REPRESENTATION

The Bureau Veritas Group is committed to ensuring the proper functioning of institutions that represent staff. It has structures representing staff in all key countries where it is based. There are various forms of staff representation depending particularly on local legislation and the size of the workforce. They are generally in at least one (and often several) of the following categories: personnel representatives, employee Committees, staff representatives, health, safety and working conditions Committees, union representatives, consultation groups, etc.

Over and above bodies representing staff, the practices of the Group facilitate consultation (for example, in China, all HR procedures have to be approved by a specialist Committee consisting of staff representatives). More generally, Bureau Veritas encourages communication, the exchanging of ideas and the gathering of opinions (for example, notice Boards, HR lines, staff surveys, suggestion boxes, exit interviews, "ethics" contacts, accident prevention Committees, monthly staff meetings, HR site reviews, "open door" policy, etc.).

In France, this desire has led to the signing of a number of employee agreements in the field of collective relations setting out the terms of representation in addition to legal provisions.

- **Agreement of August 2, 2005 relating to the creation of the Group works council** signed by all union organizations representing staff, renewed on April 24, 2008;
- **Agreement on the exercising of union law and the functioning of institutions representing staff** signed on June 28, 2006, which makes it possible to ascribe operational means to authorities in addition to legal provisions. This agreement also contains measures enabling staff representatives to benefit from specific measures relating to their professional development; and
- **Agreement on the terms of operation of the CHSCT concluded on October 23, 2008**, which ascribes additional terms for the operation of the CHSCT and provides, in particular, for the presence in each agency of a correspondent of the authority, who receives his own hourly payment and can assist in addressing problems related to safety and employment conditions.

3.8.3. Profit-sharing agreements

The profit-sharing and shareholding agreements described below do not cover the non-French subsidiaries of Bureau Veritas SA.

LEGAL PROFIT-SHARING

Legally required profit-sharing gives employees a right to a portion of the profit earned by the Company. All employees, regardless of the time employed at Bureau Veritas, have a right, for purposes of profit-sharing, to a special reserve calculated according to the method set out under Article L. 3324-1 of the French Labor Code.

At the date of this registration document, in the absence of an agreement on profit-sharing, Bureau Veritas applies the profit-sharing regime provided for under Article L. 3223-5 of the French Labor Code. Since 2005, there has been no payment, due to the absence of a profit-sharing reserve (the increase in the Company's Shareholders' equity and a supplementary deduction for risk reserves).

CONTRACTUAL PROFIT-SHARING

On June 30, 2008, Bureau Veritas reached a new agreement with its Works Council covering a period of three years, 2008, 2009 and 2010. The employees of Bureau Veritas with more than three months in the Group have a right to contractual profit-sharing proportional to their salary and length of time employed at the Company.

The formula used is based on a measure of corporate earnings, the REG (Management operating profit). The global amount involved totals 15.5% of the REG of the French operating units of Bureau Veritas France (CRE France, Aero France, Marine France, Zone France excluding subsidiaries) less the amount of the special profit-sharing reserve (RSP), calculated according to legal provisions. If the ratio REG/revenue of Bureau Veritas SA operating units in France is equal to or greater than 12.6%, the global amount involved will be replaced by the following formula: 16% of REG – RSP.

(in euros)	2009	2008	2007	2006
Beneficiaries	6,879	7,105	6,786	6,364
Total amount paid in the financial year	**10,984,234**	**10,372,872**	**9,604,616**	**8,776,838**

Under this agreement, 6,879 employees will share €10,984,234 in 2010.

GROUP SAVINGS PLAN

An agreement on the conversion of the Company savings plan into a group savings plan was signed with the Works Council on July 19, 2007 enabling the companies linked to the Bureau Veritas Group within the meaning of paragraph 2 of Article L. 3332-15 of the French Labor Code to join this Group savings plan.

Rider No. 1 to the Group savings plan of July 12, 2007 was signed on December 17, 2009 in order to add an Employee Mutual Fund to the investment choices in accordance with legal obligations (law No. 2008-776 of August 4, 2008 on modernization of the economy – Article 81).

A group savings plan is a collective savings scheme offering employees of member companies the opportunity to create, with the help of their employer, a portfolio of securities. It may permit, in particular, the deposit of funds resulting from an employee profit-sharing or participation plan. Amounts invested in a group savings plan are frozen for five years, running from July 1 on the vesting year, except in the case of an early release provided for by the regulations. A group savings plan may offer various investment means allowing its members to select the one most suited to their savings strategy.

The group savings plan comprises two mutual funds:

- An FCPE (employee mutual fund – *fonds commun de placement d'entreprise*) with multiple FCPE BV VALEURS sub-funds into which employees may make deposits either on their own initiative or in relation to the profit-share.

  The sums paid in by the employees are matched as follows:

  - for the first €500, the contribution is set at 60% of the employee deposit, and
  - beyond €500, the rate is set at 30% of the employee deposit.

  Annual contributions do not exceed €1,525 per calendar year and per beneficiary.

  As of December 31, 2009, the total amount invested in this FCPE was €87.1 million broken down as follows:

  - BV VALEUR sub-fund: €72.8 million,
  - BV DYNAMIQUE sub-fund: €7.7 million, and
  - BV EQUILIBRE sub-fund: €6.6 million.

- a "BV next" FCPE invested in company stock and dedicated to capital increases reserved for company employees.

  This fund was opened as part of the capital increase carried out in October 2007. It may be reopened in the event of other capital increases decided by the Board of Directors.

  When making their voluntary deposit, employees enjoyed a matching contribution of 100% up to a maximum of €600.

  As of December 31, 2009, the amount invested in the "BV next" FCPE was €30.3 million.

- A "CAAM Label Equilibre Solidaire" FCPE opened on December 31, 2009 which does not yet have any assets.

3.9. Interests of Executive Corporate Officers, Directors and certain employees in the capital of Bureau Veritas

3.9.1. Interests of Executive Corporate Officers and Directors in the capital of Bureau Veritas

As of December 31, 2009, the interests of Executive Corporate Officers and Directors in the capital of Bureau Veritas were as follows:

Executive Corporate Officers	Number of shares	Percentage of capital
Frank Piedelièvre [(a)]	496,700	0.46%
François Tardan	457,014	0.42%
Philippe Donche-Gay	-	-

(a) Of which 400,000 through the company Piedelièvre et Associés.

Directors	Number of shares	Percentage of capital
Frédéric Lemoine	100	NS
Stéphane Bacquaert	100	NS
Patrick Buffet	100	NS
Aldo Cardoso	3,000	NS
Jérôme Charruau	2,100	NS
Pierre Hessler	100	NS
Philippe Louis-Dreyfus	101	NS
Jean-Michel Ropert	100	NS
Ernest-Antoine Seillière	200	NS

Mr. Frank Piedelièvre, Chairman and Chief Exective Officer, holds 60,000 stock options granted under the plan of July 3, 2009.

Mr. François Tardan, Corporate Officer, holds 120,000 stock options (adjusted) allocated under the plans of July 25, 2003 and July 3, 2009.

Mr. Philippe Donche-Gay, Corporate Officer, holds 30,000 stock options allocated under the plan of July 3, 2009.

A detailed description of share purchase or subscription plans is provided in section 3.9.4 Options to subscribe for or purchase Company shares in this chapter.

3.9.2. Transactions carried out by Directors and those mentioned in Article L. 621-18-2 of the French Monetary and Financial Code on Company shares

As far as the Company is aware, and according to declarations made to the AMF, transactions carried out by Directors and those mentioned in Article L. 621-18-2 of the French Monetary and Financial Code on Company shares during the 2009 financial year were as follows:

Surname and first name	Position	Nature of the transaction	Date of the transaction	Unit price *(euros)*	Transaction amount *(euros)*	Description of the financial instrument
François Tardan	Executive Officer	Disposal	02/17/2009	30.30	515,100	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/18/2009	30.065	390,544.35	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/18/2009	30.025	377,144.03	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/19/2009	30.042	120,588.59	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/23/2009	28.00	319,284.00	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/24/2009	27.296	545,920.00	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/24/2009	27.324	93,584.70	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/24/2009	28.064	4,995.39	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	02/25/2009	28.493	461,900.02	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	04/02/2009	30.00	966,240.00	Shares
François Tardan	Executive Officer	Disposal	05/14/2009	33.300	333,000.00	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	06/08/2009	36.237	905,925.00	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	06/08/2009	36.069	180,345.00	Shares
François Tardan	Executive Officer	Disposal	06/08/2009	36.632	549,480.00	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	06/09/2009	36.456	911,400.00	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	06/10/2009	36.717	441,521.93	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	06/10/2009	35.464	282,825.40	Shares
François Tardan	Executive Officer	Disposal	07/07/2009	33.607	87,176.30	Shares
François Tardan	Executive Officer	Disposal	07/08/2009	33.047	287,541.947	Shares
François Tardan	Executive Officer	Disposal	07/09/2009	33.064	171,305.62	Shares
François Tardan	Executive Officer	Disposal	09/11/2009	36.250	725,000.00	Shares
François Tardan	Executive Officer	Disposal	09/24/2009	37.300	373,000.00	Shares
François Tardan	Executive Officer	Disposal	10/09/2009	38.400	172,800.00	Shares
François Tardan	Executive Officer	Exercising of stock options	10/09/2009	6.19	495,200.00	Shares
François Tardan	Executive Officer	Disposal	10/13/2009	38.409	211,249.50	Shares
Frank Piedelièvre	Chairman and Chief Executive Officer	Disposal	10/14/2009	39.000	975,000	Shares

As far as the Company is aware, and according to the declarations made to the AMF, transactions carried out by Directors and those mentioned in Article L.621-18-2 of the French Monetary and Financial Code on Company shares, between December 31, 2009 and the date of this Registration Document were as follows :

Surname and first name	Position	Nature of the transaction	Date of the transaction	Unit price *(euros)*	Transaction amount *(euros)*	Description of the financial instrument
François Tardan	Executive Officer	Disposal	03/12/2010	39.00	195,000	Shares
François Tardan	Executive Officer	Disposal	03/23/2010	39.50	197,500	Shares
François Tardan	Executive Officer	Disposal	04/01/2010	39.519	197,592.50	Shares

3.9.3. Free shares

The table below sets forth an account of the position regarding the allotment of free shares in force on December 31, 2009:

Date of the Shareholders' Meeting	Date of grant	Number of shares granted (adjusted)	Maximum total number of Company shares which may be acquired under the granted shares (adjusted)	Number of shares acquired	Number of shares cancelled	Number of shares granted and still to be acquired
06/18/2007	12/13/2007	9,811 [(a)]	9,811	7,652	2,159	-
06/18/2007	12/13/2007	45,354 [(b)]	45,354	20	1,371	43,963
06/18/2007	12/13/2007	33,725 [(c)]	33,725	-	40	33,685
06/18/2007	12/13/2007	150,000	150,000	144,750	5,250	-
06/18/2007	06/09/2008	426,050	426,050	-	37,050	389,000
06/18/2007	09/22/2008	55,000	55,000	-	-	55,000
06/18/2007	07/03/2009	363,500	363,500	-	9,200	354,300
Total		**1,083,440**	**1,083,440**	**152,422**	**55,070**	**875,948**

(a) Grant of free shares to employees and/or Corporate Officers of Italian and Spanish Group subsidiaries as part of an offering reserved for members of a corporate savings plan (resolution 18).

(b) Grant of free shares to employees and/or Corporate Officers outside France and with the exception of Italian and Spanish Group subsidiaries as part of an offering reserved for members of a corporate savings plan (resolution 18).

(c) Grant of free shares to managers who subscribed for the "BV2007 Network" offer and to employees and/or Corporate Officers of Chinese subsidiaries who subscribed for the Special Employee Share Incentive Plan offer (resolution 25).

(d) At the end of the Acquisition Period, the number of shares given to each beneficiary depends on the level of Adjusted Operating Profit (AOP) for the 2008 financial year in relation to a target set. If the AOP for the 2008 financial year is 90% of the target set or less, then 50% of the Shares may be acquired by the beneficiaries. If the AOP for the same financial year is between 90% and 102% of the target set, then the number of Shares that may be acquired by the beneficiaries will be reduced by 4.17% for each 1% of AOP below 102% of the target set by the Management Board. Finally, if the AOP for the 2008 financial year is 102% of the target set or above, all of the shares will be acquired by the beneficiaries. Beneficiaries have to remain employees throughout the acquisition period in order to acquire the allotted shares. As the AOP for the 2008 financial year exceeded 102% of the target set, beneficiaries may acquire, if they meet the presence condition, 100% of shares allotted.

Total number of shares which may be taken up by company officers	Total number of shares which may be taken up by the ten largest employee option holders	Date of expiry of the acquisition period	Duration of the period of unassign-ability as from transfer of ownership of the shares	Acquisition conditions	Share price on the grant date *(in euros)*	Value of one share *(in euros)*
-	-	12/13/2009	3 years and 2 years respectively for members of salaried staff and/or company officers of Spanish and Italian subsidiaries	Presence	39.02	36.65
-	200	12/13/2011	None	Presence	39.02	35.43
-	200	12/13/2011	None	Presence	39.02	35.43
-	-	12/13/2009	2 years	Presence and performance	39.02	32.82
-	59,000	June 9, 2012 or June 9, 2011 for employees of a French company	None except for 2 years for employees of a French company	Presence and performance [(d)]	37.81	33.88
55,000	-	09/22/2011	2 years	Presence	39.29	31.47
40,000	36,200	July 3, 2013 or July 3, 2012 for employees of a French company	None except for 2 years for employees of a French company	Presence and performance [(e)]	34.5	28.19
95,000	**95,600**					

(e) At the end of the Acquisition Period, the number of shares given to each beneficiary depends on the level of Adjusted Operating Profit (AOP) for the 2009 financial year. A minimum AOP level and a target AOP level have been defined for the 2009 financial year. If the AOP recorded for 2009 is less than or equal to the minimum level, then only 50% of the shares allocated can be acquired by beneficiaries. If the AOP recorded for the 2009 financial year is higher than or equal to the target level, then 100% of the shares allocated can be acquired by beneficiaries. If the AOP recorded for the 2009 financial year is between the minimum level and the target level, then the number of shares that can be acquired by beneficiaries will be determined by linear interpolation. Beneficiaries have to remain employees throughout the acquisition period in order to acquire the allotted shares. As the AOP for the 2009 financial year exceeded the target level, beneficiaries may acquire, if they meet the presence condition, 100% of shares allotted.

3.9.4. Option to subscribe for or purchase Company shares

The table below sets forth an account of the position regarding the option plans which were applicable on December 31, 2009:

Date of the Shareholders' Meeting	Date of grant	Number of shares under subscription options granted (adjusted)	Maximum total number of Company shares which may be acquired under the options (adjusted)	Number of options exercised	Number of options cancelled
12/11/2001	Plan of 12/11/2001 [(a)]	1,392,600	1,392,600	1,297,600	95,000
12/11/2001	Plan of 12/17/2002 [(a)]	1,159,000	1,159,000	922,453	205,510
12/11/2001	Plan of 07/25/2003 [(a)]	1,549,000	1,549,000	1,155,400	232,000
06/30/2004	Plan of 11/15/2004 [(a)]	117,500	117,500	49,000	59,500
06/27/2005	Plan of 02/01/2006 [(a) (b)]	1,711,000	1,711,000	-	367,500
06/27/2005	Plan of 07/12/2006 [(a)]	142,000	142,000	-	5,000
01/18/2007	Plan of 01/31/2007 [(a)]	700,000	700,000	-	99,500
06/18/2007	Plan of 06/09/2008	137,400	137,400	-	8,400
06/18/2007	Plan of 07/03/2009	266,500	266,500	-	3,300
Total		**7,175,000**	**7,175,000**	**3,424,453**	**1,075,710**

(a) These amounts have been adjusted to take account of the share split in the nominal value of the Company's shares by a factor of 10 in accordance with the resolution of the Shareholders' Meeting of June 18, 2007.

(b) The number of options initially granted was 1,711,000 (adjusted); 2 cancellations for a total of 27,500 options (adjusted) having occurred at the time of allocation, the number of options actually granted was 1,683,500 (adjusted).

(c) The subscription price for shares in the Company was set by the Management Board at €15.165 (adjusted) per share with a nominal value of €0.12 (adjusted), with this price having to be increased at the rate of 8.5% per annum applied prorata temporis to the period running from June 30, 2005 up until the date on which the options are exercised by the beneficiary.

Number of subscription options granted and outstanding (shares which may still be taken up)	Total number of shares which may be taken up by company officers	Total number of shares which may be subscribed for by the ten largest employee option holders	First possible option exercise date	Expiry date for options	Adjusted subscription price at the date of registration of the present registration document *(in euros)*
-	-	-	12/11/2004	12/11/2009	6.190
31,037	-	31,037	12/17/2005	12/17/2010	7.487
161,600	90,000	56,000	07/25/2006	07/25/2011	9.582
9,000	-	9,000	11/15/2007	11/15/2012	12.094
1,343,500	-	190,000	02/01/2011	02/01/2014	15.165 [c]
137,000	-	137,000	07/12/2011	07/12/2014	17.304 [d]
600,500	-	72,500	01/31/2012	01/31/2015	17.304
129,000	-	88,500	06/09/2011	06/09/2016	38.35
263,200	120,000 [e]	100,000	07/03/2012	07/03/2017	34.98
2,674,837	**210,000**	**684,037**			

(d) The subscription price for shares in the Company was set by the Management Board at €17.304 (adjusted) per share with a nominal value of €0.12 (adjusted), with this price having to be increased at the rate of 8.5% per annum applied prorata temporis to the period running from June 30, 2006 up until the date on which the options are exercised by the beneficiary.

(e) The Corporate Officers who were granted share subscription option plans are Mr. Piedelièvre, Chairman and Chief Executive Officer of the Company, and Messrs. Donche-Gay and Tardan, Executive Officers of the Company.

Options granted during 2009 financial year

Overall Information

Number of options granted		Plan	Strike price *(in euros)*
	266,500	07/03/09	34.98
Total	**266,500**		

Information on company officers and the ten leading non-executive employees is given in the Corporate Officers' Remuneration and Benefits section in Chapter 2 – Corporate governance of this Registration Document.

Options exercised during 2009 financial year

Overall Information

Number of options exercised [(a)]		Plan	Strike Price [(a)] *(in euros)*
	120,000	12/11/01	6.190
	129,283	12/17/02	7.487
	218,700	07/25/03	9.582
	20,000	11/15/04	12.094
Total	**487,983**		

(a) These amounts have been adjusted to take account of the share split in the nominal value of the Company's shares by a factor of 10 in accordance with the resolution of the Shareholders' Meeting of June 18, 2007.

Information on company officers and the ten leading non-executive employees is given in the Corporate Officers' Remuneration and Benefits section in Chapter 2 – Corporate governance of this Registration Document.

3.9.5. Potential impact of shares giving access to Company capital

As of December 31, 2009, the total number of shares able to be issued in the event of all 2,674,837 share subscription options in Bureau Veritas being exercised (adjusted) is 2,674,837 shares (adjusted). Based on the number of shares making up the share capital of Bureau Veritas as of December 31, 2009, that is 109,096,410, issuing all of these shares would represent 2.45% of the capital of Bureau Veritas.

Based on the share capital as of December 31, 2009, issuing all of the 875,948 free shares granted would result in a maximum potential additional dilution of 0.80%, thus bringing the total dilution (stock options and free shares) to 3,550,785 shares, or 3.25% of the capital of Bureau Veritas.

The Company is looking to continue this profit-sharing policy aimed at a large number of Group managers, in particular by establishing stock option plans and/or granting bonus shares to Group salaried staff and/or Corporate Officers in 2010.

3.10. Additional information concerning the Company in view of the approval of the 2009 accounts

3.10.1. Operations and results of the parent company

In the course of the financial year ended December 31, 2009, the Company turnover was €869,665,631.96 compared to €830,607,630.95 in 2008.

The operating profit for 2009 works out at €146,057,355.26 compared to €130,421,117.85 in 2008.

In 2009, the figure for exceptional items was €(30,651,948.27) compared to €(21,673,956.57) in 2008.

The net profit of Bureau Veritas SA for 2009 was €104,052,157.52 compared to €80,435,835.81 in 2008.

The equity capital was €662,450,794.15 compared to €630,563,075.09 at the end of the previous financial year.

The rules concerning the presentation and the methods of evaluation accepted for the drawing up of company accounts are identical to those adopted for previous financial years.

3.10.2. Proposal for the appropriation of the profit for the 2009 financial year

The Board of Directors pointed out to Shareholders that as of December 31, 2009:

- the legal reserve was €1,711,097.00 for a share capital of €13,091,569.20 and had therefore reached a tenth of the share capital as of December 31, 2009;
- all of the 109,096,410 shares making up the share capital have been fully paid up;
- the result for the accounting period ended December 31, 2009 reveals a profit of €104,052,157.52;
- the "Balance brought forward" account is equal to €210,961,994.49;
- and that, consequently, the distributable profit of the Company has risen to €315,014,152.01.

The Board of Directors will propose to the Shareholders' Meeting that distributable profit be appropriated as follows:

- a sum of €0.84 per share by way of a dividend, that is based on the number of shares making up the capital as of December 31, 2009, or 109,096,410 shares (of which 777,517 were treasury shares on that date), a total sum of €91,640,984.40;
- the balance, or the sum of €223,373,167.61 to the "Balance brought forward" account.

In accordance with paragraph 2 of Article 158–3 of the French General Tax Code, those Shareholders who are physical persons may benefit from a 40% allowance on the amount distributed to them as a dividend. This allowance will not be applicable from the time that the beneficiary who is a physical person has opted for the deduction of the standard tax at source.

The dividend will be paid out with effect from June 17, 2010. A proposal will be submitted to the Shareholders' Meeting that the dividend which could not be paid to the treasury shares in Bureau Veritas be appropriated to the "Balance brought forward" account.

DISTRIBUTIONS MADE BASED ON THE LAST THREE FINANCIAL YEARS

In accordance with Article 243 (b) of the French General Tax Code, the Board of Directors states that based on the three previous financial years, dividends have been distributed as follows:

Financial year	Total distributed	Number of shares involved	Total earnings per share [(a)]
2008	77,522,339,52 euros	107,669,916	0.72 euro
2007	64,331,856.00 euros	107,219,760	0.60 euro
2006	99,998,189.16 euros	99,599,790	1.004 euro

(a) It is pointed out that, applying Article 243 (b) of the French General Tax Code, this dividend led to the entitlement to a rebate of 40% mentioned in paragraph 2 of Article 158–3 of the French General Tax Code

The policy regarding the distribution of dividends is described in the Dividend policy paragraph in Chapter 6 – Information on the Company and the capital of this Registration Document.

3.10.3. Total for sumptuary expenses and corresponding tax

In accordance with the provisions of Article 223-4 of the French General Tax Code, it is pointed out that the accounts of the Company based on the financial year that has just ended, and which closed on December 31, 2009, cover those expenses which are non-deductible from the result for tax purposes with regard to Article 39-4 of the French General Tax Code amounting to a total of €462,350.48 which incurs tax of €159,187.27 and which will be submitted for approval to the Shareholders' Meeting.

3.10.4. Subsidiaries and other equity participations

The chart showing the subsidiary companies and the holdings of the Company appears in Chapter 5 – Statutory financial statements of this Registration Document.

Bureau Veritas SA took no holding in a French company in the course of the financial year ended December 31, 2009.

3.10.5. Results of Bureau Veritas SA for the last five financial years

	2009	2008	2007	2006	2005
I - Financial position					
a) Share capital *(in thousands of euros)*	13,091	13,032	13,939	13,010	13,973
b) Number of shares issued	109,096,410	108,600,755	116,159,775	10,841,857	11,644,538
c) Maximum number of future shares to be created	3,550,785	3,733,960	3,791,990	1,638,596	1,561,115
II - Overall result from operations carried out *(in thousands of euros)*					
a) Revenue net of tax	869,666	830,608	770,698	726,693	664,661
b) Profit before profit-sharing, taxes, amortization and provisions	126,037	132,208	108,241	133,610	110,594
c) Income tax	22,653	11,791	18,121	22,093	11,997
d) Profit-sharing of employees for the financial year	-	-	-	-	-
e) Profit after profit-sharing, taxes, amortization and provisions	104,052	80,436	119,935	102,807	72,576
f) Amount of distributed profits [(a)]	77,630	64,332	99,998	-	-
III - Result of operations reduced to a single share *(in euros)*					
a) Profit after taxes but before amortization and provisions	0.95	1.11	0.78	10.29	8.47
b) Profit after taxes, amortization and provisions	0.95	0.74	1.03	9.48	6.23
c) Net dividend paid on each share	0.72	0.60	1.00	-	-
IV - Personnel					
a) Number of employees	8,467	8,536	8,395	7,641	7,351
b) Payroll *(in thousands of euros)*	353,149	347,272	319,327	298,070	272,229
c) Sums paid in company benefits *(in thousands of euros)*	144,752	123,909	131,477	118,382	111,355

(a) Dividends paid include the costs associated with distributing them (€0.1 million).

3.10.6. Information on the supplier payment period

Since December 1, 2008, Bureau Veritas has been applying the provisions of the French Economic Modernization Act (LME), paying its suppliers within 60 days of the invoice date. Contracts with suppliers and invoice settlement applications have been adapted accordingly.

In accordance with Articles L. 441-6-1 and D. 441-4 of the French Commercial Code, the balance of the Company's trade payables at the end of the financial year in respect of French entities came to €26,422,024.94 (excluding invoices not received). These broke down as follows:

	Amount not paid	Due date (number of days)				
		≤ 30 days	31-60	61-90	91-120	> 120
Suppliers of goods and services *(euros)*	26,422,024.94	21,718,190	3,366,588	224,287	199,218	913,741
Ratio in %	100.00	82.20	12.74	0.85	0.75	3.46

By way of comparison, the breakdown of the balance of trade payables on December 31, 2008, which came to €23,812,242.32 (excluding invoices not received), was as follows:

	Amount not paid	Due date (number of days)				
		≤ 30 days	31-60	61-90	91-120	> 120
Suppliers of goods and services *(euros)*	23,812,242.32	19,821,098	1,450,817	283,003	1,078,383	1,178,941
Ratio in %	100.00	83.24	6.09	1.19	4.53	4.95

3.10.7. Reference table of information from the Management Report appearing elsewhere in the registration document

RISKS AND UNCERTAINTIES

A detailed description of the main risks and uncertainties facing Bureau Veritas is provided in the Risk Factors section in Chapter 1 – Overview of the Group of this Registration Document.

RESEARCH AND DEVELOPMENT

Information relating to research and development operations is provided in the Research and development, patents and licenses section in Chapter 7 – Additional information of this Registration Document.

SIGNIFICANT EVENTS WHICH HAVE OCCURRED SINCE THE END OF THE FINANCIAL YEAR

This information is provided in Note 32 of the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

INFORMATION CONCERNING THE SHARE CAPITAL

Information concerning the flow and the spread of the share capital, the operations involving the purchase of its own shares and the summary table showing the delegation of responsibilities and powers is given in the Share Capital section in Chapter 6 – Information on the Company and the capital of this Registration Document.

REMUNERATION OF CORPORATE OFFICERS

Information concerning the remuneration of Corporate Officers is provided in Chapter 2 – Corporate governance of this Registration Document.

TERMS OF OFFICE

Information concerning the terms of office of Directors and Executive Corporate Officers is provided in Chapter 2 – Corporate governance of this Registration Document.

The position with regard to the terms of office of the auditors is mentioned in the Legal Auditors section in Chapter 7 – Additional information of this Registration Document.

DIRECTORS' FEES

The amount paid in Directors' fees in the 2009 financial year is given in Chapter 2 – Corporate governance of this Registration Document.

SHARE TREND ON THE STOCK MARKET

The trend and volumes traded with regard to the Bureau Veritas share are shown in the Bureau Veritas and its Shareholders paragraph in Chapter 7 – Additional information of this Registration Document.

REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

The Report of the Chairman of the Board of Directors on the conditions for the preparation and organization of the work of the Board of Directors and the internal auditing and Risk Management procedures is provided in Chapter 2 – Corporate governance of this Registration Document. This Report includes, in particular, a note on the factors that may have an effect in the event of a public offer.

4

2009 consolidated financial statements

4.1. IFRS Consolidated Financial Statements at December 31, 2009

Consolidated income statement

(in millions of euros, except per share data)	Notes	2009	2008
Revenue	**5**	**2,647.8**	**2,549.4**
Purchases and external charges	6	(750.2)	(747.9)
Personnel costs	6	(1,336.5)	(1,292.4)
Taxes other than on income		(58.8)	(54.4)
Net (additions to)/reversals of provisions	6	(37.1)	(23.6)
Depreciation and amortization		(70.6)	(61.9)
Other operating income	6	13.0	9.5
Other operating expense	6	(2.2)	(10.2)
Operating profit		**405.4**	**368.5**
Income from cash and cash equivalents		1.4	1.9
Finance costs, gross		(45.4)	(54.2)
Finance costs, net		**(44.0)**	**(52.3)**
Other financial income	7	1.6	1.8
Other financial expense	7	(18.7)	(19.2)
Net financial expense		**(61.1)**	**(69.7)**
Share of profit of associates	13	0.1	0.1
Profit before income tax		**344.4**	**298.9**
Income tax expense	8	(87.1)	(75.3)
Profit from continuing operations		257.3	223.6
Profit from discontinued operations and operations held for sale	26	0.4	-
Net profit for the year		**257.7**	**223.6**
attributable to:			
equity holders of the Company		*252.7*	*217.2*
minority interests		*5.0*	*6.4*
Basic earnings per share *(in euros)*	27	**2.34**	**2.02**
Diluted earnings per share *(in euros)*	27	**2.30**	**1.99**

The notes on pages 165 to 223 are an integral part of the consolidated financial statements.

Consolidated statement of financial position

(in millions of euros)	Notes	2009	2008
Goodwill	9	832.2	769.7
Intangible assets	11	171.4	154.9
Property, plant and equipment	12	208.2	193.4
Investments in associates	13	0.6	2.8
Deferred income tax assets	14	66.3	107.4
Investments in non-consolidated companies	15	0.4	2.0
Other non-current financial assets	16	31.2	28.6
Total non-current assets		**1,310.3**	**1,258.8**
Trade and other receivables	18	798.9	800.8
Current income tax assets		20.2	-
Current financial assets	16	7.9	15.2
Derivative financial instruments	17	13.8	40.0
Cash and cash equivalents	19	147.0	153.4
Total current assets		**987.8**	**1,009.4**
Assets held for sale	26	-	20.6
TOTAL ASSETS		**2,298.1**	**2,288.8**
Share capital	20	13.1	13.0
Retained earnings and other reserves		476.6	257.4
Equity attributable to equity holders of the Company		**489.7**	**270.4**
Minority interests		11.5	13.4
Total equity		**501.2**	**283.8**
Bank borrowings	22	740.8	973.2
Other non-current financial liabilities	22	1.9	5.4
Deferred income tax liabilities	14	35.2	80.2
Pension plans and other long-term employee benefits	23	88.0	78.5
Provisions for other liabilities and charges	24	102.8	87.9
Total non-current liabilities		**968.7**	**1,225.2**
Trade and other payables	25	632.8	584.3
Current income tax liabilities		57.2	50.4
Derivative financial instruments	17	42.6	18.3
Current financial liabilities	22	95.6	103.3
Total current liabilities		**828.2**	**756.3**
Liabilities held for sale	26	-	23.5
TOTAL EQUITY AND LIABILITIES		**2,298.1**	**2,288.8**

The notes on pages 165 to 223 are an integral part of the consolidated financial statements.

Consolidated statement of comprehensive income

(in millions of euros)	Notes	2009	2008
Net profit for the year		**257.7**	**223.6**
Other comprehensive income			
Currency translation differences		13.1	(28.3)
Actuarial gains/(losses)		(5.6)	1.3
Cash flow hedges		24.5	(32.9)
Available-for-sale financial assets		-	-
Tax effect on other comprehensive income	8	(0.7)	12.4
Total other comprehensive income (expense), after tax		**31.4**	**(47.5)**
TOTAL COMPREHENSIVE INCOME		**289.1**	**176.1**
attributable to:			
equity holders of the Company		*284.3*	*170.2*
minority interests		*4.8*	*5.9*

Consolidated statement of changes in equity

(in millions of euros)	Share capital	Share premium	Currency translation reserves	Other reserves	Total equity	Attributable to owners of the Company	Attributable to non-controlling interests
January 1, 2008	**13.9**	**409.7**	**(29.3)**	**(228.8)**	**165.5**	**155.6**	**9.9**
Capital reduction	(0.9)	(301.0)	-	301.9	-	-	-
Exercise of stock options	-	3.5	-	-	3.5	3.5	-
Fair value of stock options	-	-	-	6.8	6.8	6.8	-
Dividends paid	-	-	-	(67.4)	(67.4)	(64.4)	(3.0)
Treasury share transactions	-	-	-	(0.2)	(0.2)	(0.2)	-
Revaluation adjustments	-	-	-	(1.1)	(1.1)	(1.1)	-
Other movements	-	-	-	0.6	0.6	-	0.6
Total transactions with equity holders	**(0.9)**	**(297.5)**	-	**240.6**	**(57.8)**	**(55.4)**	**(2.4)**
Total comprehensive income			**(28.3)**	**204.4**	**176.1**	**170.2**	**5.9**
December 31, 2008	**13.0**	**112.2**	**(57.6)**	**216.2**	**283.8**	**270.4**	**13.4**
Capital reduction	-	-	-	-	-	-	-
Exercise of stock options	0.1	4.0	-	-	4.1	4.1	-
Fair value of stock options	-	-	-	6.6	6.6	6.6	-
Dividends paid	-	-	-	(81.0)	(81.0)	(77.6)	(3.4)
Treasury share transactions	-	-	-	1.9	1.9	1.9	-
Acquisition of non-controlling interests	-	-	-	(3.4)	(3.4)	-	(3.4)
Other movements	-	-	-	0.1	0.1	-	0.1
Total transactions with equity holders	**0.1**	**4.0**	**-**	**(75.8)**	**(71.7)**	**(65.0)**	**(6.7)**
Total comprehensive income			**13.1**	**276.0**	**289.1**	**284.3**	**4.8**
December 31, 2009	**13.1**	**116.2**	**(44.5)**	**416.4**	**501.2**	**489.7**	**11.5**

The notes on pages 165 to 223 are an integral part of the consolidated financial statements.

Consolidated statement of cash flows

(in millions of euros)	Notes	2009	2008
Profit before income tax		344.4	298.9
Elimination of cash flows from/used in financing and investing activities		42.2	54.3
Provisions and other non-cash items		22.9	27.6
Depreciation, amortization and impairment		72.6	63.2
Movements in working capital attributable to operations		46.6	(62.5)
Income tax paid		(110.1)	(66.1)
Net cash generated from operating activities		**418.6**	**315.4**
Acquisitions of subsidiaries	10	(27.7)	(318.8)
Proceeds from sales of subsidiaries	10	15.5	-
Purchases of property, plant and equipment and intangible assets		(65.3)	(88.1)
Proceeds from sales of property, plant and equipment and intangible assets		0.6	2.0
Purchases of non-current financial assets		(7.2)	(11.1)
Proceeds from sales of non-current financial assets		4.8	3.1
Other		7.3	7.0
Net cash used in investing activities		**(72.0)**	**(405.9)**
Capital increase	20	4.2	3.5
Purchases/sales of treasury shares	20	1.3	(0.2)
Dividends paid		(82.7)	(66.2)
Increase in borrowings and other debt		106.8	803.3
Repayment of borrowings and other debt		(338.9)	(593.4)
Interest paid		(43.8)	(40.0)
Net cash generated from (used in) financing activities		**(353.1)**	**107.0**
Impact of currency translation differences		0.4	(5.2)
Net increase (decrease) in cash and cash equivalents		**(6.1)**	**11.3**
Net cash and cash equivalents at beginning of year		145.4	134.1
NET CASH AND CASH EQUIVALENTS AT END OF YEAR		**139.3**	**145.4**
Of which cash and cash equivalents	*19*	*147.0*	*153.4*
Of which bank overdrafts	*22*	*(7.7)*	*(8.0)*

The notes on pages 165 to 223 are an integral part of the consolidated financial statements.

4.2. Notes to the consolidated financial statements

Note 1 General information

Since it was formed in 1828, Bureau Veritas has developed recognized expertise for helping its clients to comply with standards and/or regulations on quality, health and safety, security, the environment and social responsibility. The Group specializes in inspecting, testing, auditing and certifying the products, assets and management systems of its clients in relation to regulatory or self-imposed standards, and subsequently issues compliance reports.

Bureau Veritas SA ("the Company") and all of its subsidiaries make up the Bureau Veritas Group ("Bureau Veritas" or "the Group").

Bureau Veritas SA is a joint stock company (*société anonyme*) incorporated and domiciled in France. The address of its registered office is 67-71 Boulevard du Château, 92571 Neuilly-sur-Seine, France.

Between 2004 and October 2007, the Group was more than 99%-owned by Wendel. On October 24, 2007, 37.2% of Bureau Veritas SA shares were admitted for trading on the Euronext-Paris market.

At December 31, 2009, Wendel held 51.6% of the capital of Bureau Veritas (excluding treasury shares) and 66.3% of its voting rights.

These consolidated financial statements were adopted on March 2, 2010 by the Board of Directors.

Note 2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of the consolidated financial statements are described below. These policies have been consistently applied to all periods presented, unless otherwise stated.

2.1 BASIS OF PREPARATION

The Group's consolidated financial statements for the years ended December 31, 2009 and December 31, 2008 were prepared in accordance with International Financial Reporting Standards (IFRS) as defined by the IASB and adopted by the European Union (see the relevant European Commission regulations on **http://ec.europa.eu/internal_market/accounting/ias_fr.htm)**. They were prepared based on the historical cost convention, except in the case of financial assets and liabilities measured at fair value through profit or loss or equity such as marketable securities and derivative financial instruments.

The preparation of financial statements in compliance with IFRS requires the use of certain accounting estimates. It also requires management to exercise its judgment when applying the Group's accounting policies. The most significant accounting estimates and judgments used in the preparation of the consolidated financial statements are disclosed in Note 4.

IFRS – new standards/amendments to existing standards

As from January 1, 2009, the Group applies the following standards and interpretations.

- *Amendment to IFRS 2, Vesting Conditions and Cancellations (effective for accounting periods beginning on or after January 1, 2009).*

  This amendment states that vesting conditions should be restricted to service conditions and performance conditions, and that all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. This amendment has no impact on the 2009 consolidated financial statements.

- *IFRS 8, Operating Segments (effective for accounting periods beginning on or after January 1, 2009).*

  IFRS 8 is a convergence standard and aligns segment reporting under IFRS with the requirements of the US standard SFAS 131, Disclosures about Segments of an Enterprise and Related Information. It replaces IAS 14, Segment Reporting, which is currently in force. IFRS 8 requires an entity to report financial and descriptive information about its reportable segments. Reportable segments are defined as the operating segments identified for the purposes of management reporting. The presentation of information by business and geographical reporting formats is no longer required. At December 31, 2009, the reportable segments identified in accordance with IFRS 8 are similar to the business segments initially defined on application of IAS 14.

- *Amendment to IFRS 8, Operating Segments (effective for accounting periods beginning on or after January 1, 2010).*

  This amendment stipulates that the assets and liabilities of each operating segment must be disclosed if the amounts involved are regularly reported to the entity's chief operating decision maker. The Group has chosen to early adopt this amendment with effect from July 1, 2009. Its 2009 consolidated financial statements do not provide a breakdown of assets (including goodwill) and liabilities by operating segment, since these amounts are not included in the management data reported each month to the chief operating decision maker. The Group's chief operating decision maker is its Chairman and Chief Executive Officer.

- *Revised IAS 1, Presentation of Financial Statements (effective for accounting periods beginning on or after January 1, 2009).*

  The revised IAS 1 requires entities to produce an additional opening balance sheet when it applies an accounting policy retrospectively or makes a retrospective restatement, and

introduces a new "Statement of comprehensive income". This statement incorporates the income statement in its current form and any income and expenses currently carried in equity.

- *Amendments to IAS 23, Borrowing Costs (effective for accounting periods beginning on or after January 1, 2009).*

  These amendments require borrowing costs relating to eligible assets to be capitalized as part of the cost of those assets. They have no impact on the 2009 consolidated financial statements.

Other amendments resulting from the "Annual Improvements to IFRS" process. These amendments have no impact on the 2009 consolidated financial statements:

- *Amendment to IFRS 7 regarding enhanced financial instrument disclosures (effective for accounting periods beginning on or after January 1, 2009).*

  This amendment requires entities to publish more detailed disclosures about fair value measurement (fair value hierarchy, methodology, assumptions used, etc.) and liquidity risk. It does not have a material impact on the 2009 consolidated financial statements.

- *IFRIC 14, The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction (effective for accounting periods beginning on or after January 1, 2008 for the IASB and January 1, 2009 for the European Union).*

  IFRIC 14 states that:

  - surpluses in pension plans must be recognized if the entity has an unconditional right to a refund or reduction in future contributions,
  - a provision should only be recognized for minimum funding requirements if the cumulative amount of minimum funding suggests that no surplus will be available in the form of a refund or reduction in future contributions.

This interpretation does not have a material impact on the 2009 consolidated financial statements.

- *IFRIC 16, Hedges of a Net Investment in a Foreign Operation (effective for accounting periods beginning on or after October 1, 2008).*

  This interpretation provides a number of clarifications concerning:

  - the nature of the risk hedged and the amount hedged,
  - the amounts to be reclassified from equity to profit or loss, for both the hedging instrument and the hedged item upon disposal (or liquidation) of the investment in the foreign operation.

The interpretation has no impact on the 2009 consolidated financial statements.

New standards, interpretations and amendments to standards that are not yet effective and have not been early adopted:

- *Revised IAS 27, Consolidated and Separate Financial Statements and Revised IFRS 3, Business Combinations (effective for accounting periods beginning on or after July 1, 2009).*

  The main changes introduced by these revised standards result from a more systematic use of fair value:

  - costs relating to a business combination are to be expensed in profit or loss,
  - interests held prior to the date a controlling interest was acquired are to be remeasured to fair value,
  - a single amount of goodwill is to be recognized (goodwill is no longer to be calculated by "tranche" and additional goodwill is no longer to be recognized after acquisition of a controlling interest), based on measurement at the date control was acquired,
  - non-controlling interests are to be measured either at fair value or based on their share in the fair value of the acquiree's identifiable assets and liabilities,
  - adjustments to contingent consideration and deferred income tax assets relating to the acquiree are generally to be recognized in profit or loss (rather than against goodwill).

  The Group will apply the revised IAS 27 and revised IFRS 3 as from January 1, 2010.

- *IFRIC 17, Distributions of Non-cash Assets to Owners (effective for accounting periods beginning on or after July 1, 2009).*

  IFRIC 17 essentially clarifies that:

  - an entity should measure the dividend payable at the fair value of the net assets to be distributed,
  - the difference between the dividend paid and the carrying amount of the net assets distributed should be recognized in profit or loss at the dividend payout date.

  IFRIC 17 will be applied by the Group as from January 1, 2010, and will not have a material impact on the consolidated financial statements.

- *IFRIC 18, Transfers of Assets from Customers (effective for accounting periods beginning on or after July 1, 2009).*

  This interpretation states that property, plant and equipment transferred from customers must be recognized by the recipient at fair value with a matching entry to revenue in accordance with IAS 18.

  IFRIC 18 will be applied by the Group as from January 1, 2010, and will not have a material impact on its consolidated financial statements.

- *Amendment to IFRS 5 regarding the partial sale of a subsidiary resulting in a loss of control (effective for accounting periods beginning on or after July 1, 2009).*

  This amendment states that when an entity is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary should be classified as held for sale, regardless of whether the entity will retain a non-controlling interest in the former subsidiary after the sale.

  The amendment will be applied by the Group as from January 1, 2010, and will not have a material impact on its consolidated financial statements.

- *Amendment to IAS 39, Eligible Hedged Items (effective for accounting periods beginning on or after July 1, 2009).*

  This amendment clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation should be applied in particular situations.

The amendment will be applied by the Group as from January 1, 2010, and will not have a material impact on its consolidated financial statements.

- *Amendment to IAS 32, Classification of Rights Issues (effective for accounting periods beginning on or after February 1, 2010).*

  This amendment sets down the conditions for classifying rights issues in the form of equity.

  It will be applied by the Group as from January 1, 2011, and will not have a material impact on its consolidated financial statements.

The following new standards, interpretations and amendments to existing standards – effective for accounting periods beginning on or after January 1, 2009 – are not relevant to the Group's operations:

- IFRS 1 (amendment), First-time Adoption of International Financial Reporting Standards;
- IFRS 6, Exploration for and Evaluation of Mineral Resources (effective from January 1, 2006);
- IAS 39 (amendment), Cash Flow Hedge Accounting of Forecast Intragroup Transactions (effective from January 1, 2006);
- IAS 39 (amendment), The Fair Value Option (effective from January 1, 2006);
- IFRIC 4, Determining Whether an Arrangement contains a Lease (effective from January 1, 2006);
- IFRIC 6, Liabilities Arising from Participating in a Specific Market: Waste Electrical and Electronic Equipment (effective from December 1, 2005);
- IFRIC 7, Applying the Restatement Approach under IAS 29, Financial Reporting in Hyperinflationary Economies (effective from March 1, 2006);
- IFRIC 9, Reassessment of Embedded Derivatives (effective for accounting periods beginning on or after June 1, 2006);
- IFRIC 11, IFRS 2 – Group and Treasury Share Transactions (effective for accounting periods beginning on or after March 1, 2007);
- IFRIC 12, Service Concession Arrangements (effective for accounting periods beginning on or after January 1, 2008);
- IFRIC 13, Customer Loyalty Programmes (effective for accounting periods beginning on or after July 1, 2008 for the IASB and January 1, 2009 for the European Union);
- IFRIC 15, Agreements for the Construction of Real Estate (effective for accounting periods beginning on or after January 1, 2009);
- amendment to IFRIC 9 and IAS 39, Reassessment of Embedded Derivatives (effective for accounting periods beginning on or after July 1, 2009).

2.2 CONSOLIDATION

Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are removed from the scope of consolidation as of the date control ceases.

The purchase method of accounting is used to account for acquisitions of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus the costs directly attributable to the acquisition.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair value at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill (see Note 9). If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in the income statement.

In accordance with IFRS 3, the Group has 12 months from the acquisition date to finalize the allocation of the purchase price to the fair values of the acquiree's identifiable assets and liabilities.

Intra-group transactions, and balances and unrealized gains on transactions between Group companies, are eliminated in full. All companies are consolidated based on their financial position at the end of each reporting period presented, and their accounting policies are aligned where necessary with those adopted by the Group.

Minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Purchases of shares from minority interests result in additional goodwill, which is the difference between the price paid and the corresponding equity in the carrying amount of the acquiree's net assets.

When a fully consolidated subsidiary has posted losses and the Group's minority interest in its equity is negative, the goodwill recognized and the future losses are deducted from the amount of the Group's minority interest. When the subsidiary returns to profit, the Group's minority interest in equity is credited in an amount equal to the subsidiary's accumulated losses.

Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are recognized at cost as from the date significant influence was acquired.

The Group's share of its associates' post-acquisition profits or losses is recognized in the consolidated income statement.

Joint ventures

Joint ventures are companies controlled jointly by the Group pursuant to an agreement concluded with a view to carrying on a business activity over an average period of three to four years. The consolidated financial statements include the Group's proportionate interest in the assets, liabilities, income and expenses of joint ventures. Similar items are combined line by line from the date joint control is effective until the date on which it ceases.

2.3 SEGMENT REPORTING

The reportable segments identified in accordance with IFRS 8 are similar to the business segments initially defined on the application of IAS 14. A business segment is a group of assets and operations engaged in providing products or services that is subject to risks and returns that are different from those of other business segments. Reportable segments are defined as the operating segments identified in the management data reported each month to the chief operating decision maker. The Group's chief operating decision maker is its Chairman and Chief Executive Officer.

2.4 TRANSLATION OF THE FINANCIAL STATEMENTS OF FOREIGN SUBSIDIARIES

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in millions of euros, which is the Company's functional and presentation currency.

Foreign subsidiaries

The functional currency of subsidiaries is the local currency of the country in which they operate. No country in which the Group's subsidiaries or branches are located was considered to be a hyperinflationary economy in 2008 or 2009.

Assets and liabilities of foreign subsidiaries are translated into euros at the closing rate at the end of the reporting period, while income and expense items are translated at average exchange rates for the year. All resulting currency translation differences are recognized under "Currency translation reserves" within equity.

When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the income statement as part of the gain or loss on sale. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2.5 FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are translated using the exchange rates prevailing at the transaction dates. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the closing rate. Foreign exchange gains and losses resulting from the settlement of transactions in foreign currencies and from the translation at year-end closing exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement as financial income or expense.

2.6 GOODWILL

Goodwill represents the excess of the cost of an acquisition (including transaction expenses) over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary/associate at the acquisition date.

Goodwill on acquisitions of subsidiaries is presented on a separate line of the balance sheet. Goodwill on acquisitions of associates is included in "Investments in associates".

Any residual unallocated goodwill following an acquisition may be adjusted within 12 months of the acquisition date when the process of allocating the purchase price to the acquiree's identifiable assets and liabilities is completed.

Goodwill is carried at cost less any accumulated impairment losses. Impairment losses on goodwill are not reversed. Goodwill is not amortized but is tested annually for impairment.

For the purpose of impairment testing, goodwill is allocated to cash-generating units (CGUs) or groups of CGUs. The allocation is made to those cash-generating units or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. The Group allocates goodwill to each business segment in each country in which it operates, apart from the Consumer Products segment for which goodwill is recognized on an aggregate basis for all countries combined as the business is managed globally.

Goodwill is tested for impairment annually or more frequently when there is an indication that it may be impaired (see Note 9). Any impairment losses are recognized in the currency of the related goodwill, which corresponds to the currency of the acquiree. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2.7 INTANGIBLE ASSETS

Intangible assets include the following items:

- customer relationships, brands, concessions, accreditations and non-competition agreements acquired as part of a business combination;
- computer software purchased externally or developed in-house.

Start-up and research costs are expensed as incurred.

Customer relationships, brands, concessions, accreditations and non-competition agreements acquired as part of a business combination

Customer relationships, brands, concessions and non-competition agreements acquired as part of a business combination are recognized at historical cost, less any accumulated amortization. Historical cost corresponds to the fair value of the assets concerned at the acquisition date.

The fair value and useful life of these assets are generally determined at the acquisition date by independent experts in the case of material acquisitions, and internally for all other acquisitions. They are adjusted where appropriate within 12 months of that date. The amortization charge is calculated as from the acquisition date.

Intangible assets are amortized on a straight-line basis over their estimated useful lives. These were as follows at December 31, 2009:

Customer relationships	5 to 15 years
Brands	10 to 15 years
Concessions	7 years
Non-competition agreements	2 to 3 years

Software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring the specific software into use. These costs are amortized over the estimated useful lives of the software, not to exceed seven years.

Costs associated with software development or maintenance are expensed as incurred.

2.8 PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment except for land are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition or construction of the items. Subsequent costs are included in an asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repair and maintenance costs are charged to the income statement during the period in which they are incurred.

Land is not depreciated. Depreciation on other items of property, plant and equipment is calculated using the straight-line method over the estimated useful lives of the assets, as follows:

Buildings	20 to 25 years
Fixtures and fittings	10 years
Machinery and equipment	5 to 10 years
Vehicles	4 to 5 years
Office equipment	5 to 10 years
IT equipment	3 to 5 years
Furniture	10 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period. If the carrying amount of an item of property, plant and equipment exceeds its recoverable amount, it is written down to the estimated recoverable amount (see Note 2.9 – Impairment of non-financial assets).

Gains and losses on disposals of property, plant and equipment are determined by comparing the proceeds of the sale with the carrying amount of the asset sold and are recognized within other operating income and expense in the income statement.

2.9 IMPAIRMENT OF NON-FINANCIAL ASSETS

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization but are tested annually for impairment. Amortizable assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs).

The following circumstances are examples of indicators that an asset may be impaired and an impairment test should be carried out:

- the loss of one or more major contracts;
- where the entity's performance proves significantly worse than expected;
- where significant changes with an adverse effect on the entity have taken place in the technological, market, economic or legal environment in which it operates.

An impairment loss is recognized for the amount by which a CGU's carrying amount exceeds its recoverable amount. The recoverable amount of a CGU corresponds to the higher of its fair value less costs to sell and its value in use. Impaired non-financial assets other than goodwill are reviewed at each reporting date to determine whether the impairment should be reversed. If a CGU's value in use is lower than its carrying amount, the CGU's fair value less costs to sell is used as the recoverable amount. Based on past experience, recoverable amount is estimated by reference to a multiple of operating profit adjusted for other operating income and expense and amortization

expense recognized in respect of customer relationships arising from business combinations.

Note 9 sets out the methods and main assumptions used for carrying out goodwill impairment tests.

2.10 DEFERRED INCOME TAX

Deferred income tax is recognized using the liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, no deferred income tax is accounted for if it arises from the initial recognition of goodwill or an asset or liability in a transaction – other than a business combination – that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income taxes are determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences and tax loss carryforwards can be utilized.

Deferred income tax assets and liabilities are assessed on a taxable entity basis, which may include several subsidiaries in one country, and are offset at the level of the same taxable entity.

2.11 INVESTMENTS IN NON-CONSOLIDATED COMPANIES

This caption includes investments in companies over which the Group does not exercise control or significant influence.

At initial recognition, these investments are stated at purchase price plus transaction costs. If the fair value of these financial assets cannot be measured reliably at the end of the reporting period, the assets are carried at historical cost less any accumulated impairment losses.

Dividends attached to the investments are recognized in the income statement under "Other financial income" when the Group's right to receive payment is established.

At the end of each reporting period, the Group assesses whether there is any objective indication that its investments in non-consolidated companies are impaired. Examples of such indications include:

- evidence that the entity is in a loss-making situation;
- where the entity's performance is significantly worse than expected;
- where significant adverse changes have taken place in the economic environment in which it operates.

When the Group considers that an investment is impaired, an impairment loss is recorded in the income statement under "Other financial expense".

2.12 OTHER NON-CURRENT FINANCIAL ASSETS

Other non-current financial assets mainly comprise guarantees and deposits and other financial assets.

Guarantees and deposits are non-derivative financial assets with fixed or determinable payments that are not quoted on an active market. They are included in non-current assets as they fall due more than 12 months after the end of the reporting period. Guarantees and deposits are initially recognized at fair value.

2.13 NON-CURRENT ASSETS AND LIABILITIES HELD FOR SALE

Non-current assets (or disposal groups/liabilities) are classified as held for sale and measured at the lower of carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction.

2.14 CURRENT FINANCIAL ASSETS

This class of assets generally corresponds to financial assets held for trading purposes and primarily includes non-monetary SICAV mutual funds. These assets are initially recognized at fair value, and the transaction costs are expensed in the income statement. At the end of the reporting period, current financial assets are measured at fair value, and any gains or losses arising from changes in fair value are taken to profit or loss.

2.15 DERIVATIVE FINANCIAL INSTRUMENTS

Derivatives held for trading purposes

The Group uses derivatives such as interest swaps and collars in order to hedge its exposure to changes in interest rates on borrowings.

Contracts that do not meet the hedge accounting criteria set out in IAS 39 are designated as assets and liabilities at fair value through profit or loss. These instruments are measured at fair value, with changes in fair value recognized in "Other financial income" or "Other financial expense" in the income statement. The accounting treatment of contracts that meet the criteria for designation as cash flow hedges under IAS 39 is described in the section on cash flow hedges below.

Hedges of a net investment in a foreign operation

This type of hedge has been taken out in respect of the financing provided to acquire a subsidiary in Australia and meets the definition of a net investment hedge set out in IAS 39. The hedge enables any changes in value attributable to the translation of the amounts into reporting currency to be offset in the parent company's consolidated financial statements.

The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized directly in equity. The ineffective portion is recognized in profit or loss. The accumulated gain or loss that has been recognized directly in equity is transferred to profit or loss on disposal of the foreign operation.

Cash flow hedges

When a derivative is designated as an instrument hedging the variability of cash flows associated with a recognized asset or liability, or a highly probable forecast transaction, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized directly in equity. The gain or loss recognized directly in equity is reclassified into profit or loss in the same period or periods during which the hedged transaction itself affects profit or loss (such as in the periods that the foreign exchange gain or loss is recognized). The portion of the gain or loss relating to the ineffective portion of the hedge is recognized immediately in profit or loss.

Since July 1, 2008, the Group has applied hedge accounting to certain derivatives such as interest rate swaps and collars used to hedge its interest rate risk on borrowings, when the criteria for designation as a hedge under IAS 39 are met. These instruments have been used as an economic hedge since inception, but did not meet the IAS 39 hedge accounting criteria, particularly in terms of documentation requirements, until the date on which the Group chose to adopt hedge accounting. The impacts of this change in accounting policy are disclosed in Note 17 on financial instruments.

To hedge the currency risk on borrowings taken out in US dollars and Pounds sterling, the Group entered into USD/EUR and GBP/EUR currency swaps in 2008. These transactions have been designated as cash flow hedges since inception, as they meet all of the hedge accounting criteria set out in IAS 39.

2.16 TRADE AND OTHER RECEIVABLES

Trade receivables are measured at fair value less any provisions for impairment.

A provision for impairment of trade receivables is recognized when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the transaction. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. An analysis of doubtful receivables is performed based on the age of the receivable, the credit standing of the client and whether or not the related invoice is disputed. The carrying amount of the asset is reduced through the use of a provision, and the amount of the loss is recognized in the income statement under additions to provisions.

When a trade receivable is uncollectible, it is written off against the provision for impairment. Subsequent recoveries of amounts previously written off are credited to "Other operating income".

2.17 CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, monetary mutual funds (SICAV), deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within current financial liabilities on the balance sheet.

Changes in the fair value of cash and cash equivalents are recognized through profit or loss.

2.18 BORROWINGS

Borrowings are initially recognized at fair value net of transaction costs incurred, and subsequently stated at amortized cost.

Interest on borrowings is recorded in the income statement under financial expense using the effective interest method. Debt issuance costs are recorded as a reduction in the carrying amount of the related debt and are amortized through profit or loss over the estimated term of the debt using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2.19 PENSION PLANS AND OTHER LONG-TERM EMPLOYEE BENEFITS

The Group's companies have various long-term obligations towards their employees for termination benefits, pension plans and long-service awards.

The Group has both defined benefit and defined contribution plans.

Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a designated pension fund. The Group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in current and prior periods.

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations in excess of these contributions. The contributions are recognized in personnel costs when they fall due. Prepaid contributions are recognized as an asset to the extent that they result in a cash refund or a reduction in future payments.

Defined benefit plans

A defined benefit plan is a pension plan that is not a defined contribution plan. An example is a plan which defines the amount of the pension that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognized in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows based on the yield on investment-grade bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions when estimating pension obligations are recognized in equity in the consolidated statement of recognized income and expense in the period in which they arise.

2.20 PROVISIONS FOR OTHER LIABILITIES AND CHARGES

Provisions for other liabilities and charges are recognized when the Group considers that at the end of the reporting period it has a present legal obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The costs which the Group ultimately incurs may exceed the amounts set aside to such provisions due to a variety of factors such as the uncertain nature of the outcome of the dispute. Provisions for claims and disputes whose outcome will only be known in the long term are measured at the present value of the expenditures expected to be required to settle the obligation concerned, using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized in "Other financial expense" in the income statement.

2.21 TRADE PAYABLES

Trade payables are carried at fair value. All of the Group's trade payables have maturities of one year or less and are classified under current liabilities.

2.22 SHARE-BASED PAYMENT

In 2007, the Group awarded stock options and set up new compensation plans in connection with its initial public offering (IPO).

Stock options

The fair value of the employee services received in exchange for the award of stock options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions such as profitability and sales growth targets.

The assumptions used to value the Group's stock options are described in Note 21.

The proceeds received net of any directly attributable transaction costs are credited to share capital for the nominal value and to the share premium for the balance when the options are exercised.

Compensation plans set up in connection with the Group's IPO

The Group has set up equity-settled compensation plans consisting of (i) stock options on preferential terms and (ii) free share grants. It has also set up a cash-settled compensation plan in the form of stock appreciation rights.

Stock options on preferential terms

Employees have subscribed for shares under a cash capital increase carried out for this purpose. The subscription price represents a 20% discount on the IPO price. The shares are non-transferable for a period of five years.

The proceeds received net of any directly attributable transaction costs are credited to share capital for the nominal value and to the share premium for the balance when the shares are subscribed. The fair value of the employee services received in exchange for the 20% discount granted on the IPO price is recognized as an expense. The total amount to be expensed corresponds to the 20% discount less the loss in value resulting from the five-year non-transferability requirement. The loss in value is estimated based on the cost of a two-step strategy consisting of selling the shares at the end of the five-year non-transferability period and purchasing the same number of shares in cash (i.e. readily transferable shares), financing the transaction with a loan. This strategy represents the cost to the Group of offloading the risk associated with the shares during the non-transferability period.

Free share grants

Free shares are accounted for in the same way as stock options.

Stock appreciation rights

The fair value of the employee services received in exchange for stock appreciation rights is recognized in full as an expense with an offsetting entry against debt at the grant date (provided that the rights have vested). At each year-end, the debt entry is determined by reference to the fair value of the rights estimated by applying an option pricing model. Changes in the fair value of the debt are recognized in operating profit.

2.23 REVENUE RECOGNITION

Revenue comprises the fair value of the consideration received or receivable for services rendered by the Group's companies in the ordinary course of their business, after elimination of intra-group transactions. The Group recognizes revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Group.

The majority of the Group's contracts are short term and the related revenue is recognized when the service has been rendered to the client.

For the Group's other contracts – notably in the Marine, Construction and Industry segments (see Note 5 – Segment information), the Group uses the percentage-of-completion method to determine the amount of revenue recognized during a given period to the extent that the outcome of the contracts concerned can be reliably estimated.

The stage of completion is determined for each contract by reference to the contract costs incurred up to the end of the reporting period as a percentage of the estimated total costs for the contract. This percentage of completion, applied to the total estimated margin on the contract, represents the margin to be recognized in that period. If the estimated margin is negative, a provision is recorded immediately for the entire estimated amount of the contract.

2.24 LEASES

Leases pursuant to which the majority of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the lease term.

Bureau Veritas acquires minor items of equipment under finance leases which transfer to the Group substantially all the risks and rewards of ownership. These assets are reported as property, plant and equipment for an amount equal to the estimated present value of future minimum lease payments. The corresponding liabilities are included in short- or long-term borrowings.

2.25 DIVIDENDS PAID

Dividends paid to the Company's shareholders are recognized as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders.

Note 3 Financial risk management

The Group is exposed to a variety of financial risks (currency, interest rate, credit and liquidity risks) that may affect its assets, liabilities and operations.

The Group's policy is to constantly identify, assess and, where appropriate, hedge such risks with a view to limiting its exposure. Derivative instruments are used only to hedge identified risks and not for speculative purposes. The Group has specific procedures for dealing with each of the risks mentioned above and with each instrument used (derivatives, cash investments). Group entities are not authorized to enter into market transactions other than currency spot transactions with their financial partners.

The Finance and Treasury department is in charge of setting up hedges. Simulations are carried out or mandated by the Finance and Treasury department to allow it to assess the impact of different scenarios on the Group's accounts.

A. CURRENCY RISK

The Group operates internationally and is therefore exposed to currency risk arising from its exposures to different currencies. This risk is incurred both on transactions carried out by Group entities in currencies other than their functional currency (currency risk on operations), as well as on assets and liabilities denominated in foreign currencies (translation risk).

Regarding currency risk on operations, Group entities mostly carry on business in their local currency which is also their functional currency. No specific hedging transactions have therefore been entered into to protect the Group against currency risk on its operations.

No hedges have been contracted to protect the Group against the risk arising on the translation of the financial statements of foreign subsidiaries into the Group's reporting currency.

The Group has a multi-currency financing policy which enables its subsidiaries to borrow in the main local currencies. Where appropriate, the Group may hedge certain commitments by matching financing costs with operating income and cash flows in the currencies concerned. When financing arrangements are set up in a currency other than the country's functional currency, the Group takes out currency hedges to protect itself against the impact of currency risk.

Additional analyses and disclosures regarding currency risk are provided in Note 30 – Additional financial instrument disclosures.

B. INTEREST RATE RISK

The Group is exposed to the risk of fluctuations in interest rates on its variable-rate debt.

The Group monitors its interest rate exposure on a monthly basis. It continually analyses the level of hedges put in place and ensures that they are appropriate for the related underlying exposure. The Group's policy is to prevent more than 60% of its consolidated debt being exposed to a rise in interest rates over a long period (more than six months). The Group may enter into other swaps, collars or other instruments for this purpose. No financial instruments are contracted for speculative purposes.

Hedging instruments contracted by the Group are described in Note 17 on derivative financial instruments. Additional disclosures are provided in Note 30.

C. CREDIT RISK

The Group derives revenue from the services it provides to some 370,000 clients in 140 pays. The average annual revenue per client is around €7,000. The Group's ten largest clients are split across its eight divisions, and represent less than 8% of consolidated revenue.

However, some Group divisions such as Consumer Products and Government Services & International Trade, along with the "Oil and Gas, Mining and Minerals" market segments within the Industry division, derive a large proportion of their revenue from a small number of clients. For example, in 2009, the biggest customer of the Consumer Products division and the Government Services & International Trade division respectively accounted for 6.2% and 11.7% of the division's revenue. The loss of these major customers could have a material adverse impact on the business, financial position, results or outlook of the division concerned.

The Group does not therefore consider that its credit risk exposure could have a material adverse impact on its business, financial position, results or outlook.

A detailed breakdown by maturity of receivables not covered by provisions is provided in Note 18.

D. LIQUIDITY RISK

The Group may have to meet payment commitments arising in the ordinary course of its business. The Group does not have any significant short- or medium- term repayment commitments and has access to undrawn lines of credit.

The syndicated loan includes a US$ 303.8 million amortizable tranche maturing in May 2013. Annual repayments are set at 16.66% (drawdowns in US dollars) or 28.55% (drawdowns in euros) of the initial amount of the loan, less any early repayments, representing US$ 82 million and €3.35 million, respectively, per annum.

As part of its 2006 syndicated loan agreement, the Group has a confirmed, multi-currency revolving line of credit for a total of €550 million maturing in 2012 and 2013. At December 31, 2009, €172 million had been drawn down from this facility, leaving an available balance of €378 million.

The "Club Deal 2007" loan agreement matures in October 2012.

In July 2008, the Group completed a US private placement ("USPP") designed to diversify its sources of financing and extend the maturity of its debt to July 2018 and July 2020.

In July 2009, the Group set up a master agreement with a US investor concerning a multi-currency facility for US$ 225 million able to be drawn down at any time over a period of three years. No drawdowns have been made to date. This facility provides the Group with the flexibility needed to fund its acquisitions policy.

The Group's financing agreements feature a default clause triggering early repayment in the event that the stipulated financial covenants are not met. At end-2009, Bureau Veritas respected all of its financial commitments. Accordingly, the Group considers that it is not exposed to any liquidity risk.

E. COUNTERPARTY RISK

The financial instruments potentially exposing the Group to counterparty risk are trade receivables, cash and cash equivalents and derivative instruments.

Counterparty risk arising on trade receivables is limited due to the large number of clients, and the broad range of businesses and countries concerned (France and international).

Counterparty risk arising on cash and cash equivalents is also limited, thanks to the Group's policy of minimizing its cash surpluses. Moreover, its current cash surplus totaling €147 million is spread among all of its subsidiaries.

Financial transactions are mainly entered into by Bureau Veritas SA with a limited number of investment grade banks under FBF-type or similar master agreements.

Note 4 Use of estimates

The preparation of financial statements involves the use of estimates, assumptions and judgments that may affect the reported amounts of certain items in the balance sheet and/or income statement as well as the disclosures in the notes.

The estimates, assumptions and judgments used were determined based on the information available when the financial statements were drawn up and may not reflect actual conditions in the future.

The main estimates, assumptions and judgments used are described below:

MEASUREMENT OF PROVISIONS FOR CLAIMS AND DISPUTES AND FOR IMPAIRMENT OF TRADE RECEIVABLES

The Group records provisions for claims and disputes using the accounting policy described in Note 2.20.

These provisions are measured using various estimates and assumptions by reference to statistical data based on historical experience. They are discounted based on an estimate of the average duration of the obligation, an assumed rate of inflation and a discount rate that reflects the term to maturity of the obligation concerned.

Provisions for claims representing material amounts for which a lawsuit has been filed are measured on a case-by-case basis relying on independent experts' reports where appropriate. The costs which the Group ultimately incurs may exceed the amounts set aside to such provisions due to a variety of factors such as the uncertain nature of the outcome of the dispute.

Provisions for impairment in value of trade receivables are measured on a case-by-case basis based on the financial position of the debtor concerned and the probability of default or delinquency in payments.

MEASUREMENT OF INTANGIBLE ASSETS ACQUIRED IN BUSINESS COMBINATIONS

Intangible assets acquired in business combinations carried out by the Group include customer relationships, brands, concessions and non-competition agreements. The fair value of these items is generally measured by independent experts using assumptions relating to business forecasts for the companies concerned. Details of the Group's acquisitions during the year are provided in Note 10.

IMPAIRMENT OF GOODWILL

The Group tests annually whether the value of goodwill is impaired, in accordance with the accounting policy described in Note 2.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of assumptions which are described in Note 9.

INCOME TAXES

The Group is subject to income taxes in numerous jurisdictions. Judgment is required by management in determining the worldwide provision for income taxes. The Group considers that its ultimate tax determination is reasonable in the ordinary course of its business.

The Group recognizes deferred income tax assets for deductible temporary differences and tax loss carryforwards to the extent that it deems probable such assets will be recovered in the future (see Note 14 for details of the deferred income taxes recognized by the Group).

REVENUE RECOGNITION

The Group uses the percentage-of-completion method in accounting for certain service contracts (see Note 2.23 of the section on significant accounting policies). Use of this method requires the Group to estimate the services provided to date as a proportion of the total services to be provided.

MEASUREMENT OF LONG-TERM EMPLOYEE BENEFITS

The cost of long-term employee benefits under defined benefit plans is estimated using actuarial valuation methods. These methods require the use of assumptions which are described in Note 23. Due to the long-term nature of these plans, such estimates are subject to a significant degree of uncertainty.

FAIR VALUE OF SHARE-BASED PAYMENT

Share-based payments are expensed over the vesting period, based on their fair value at the grant date for equity-settled instruments or at the end of the reporting period for cash-settled transactions. Fair value is measured using appropriate valuation models requiring the use of assumptions, which are described in Note 21.

Note 5 Segment reporting

The segments identified by the Group in accordance with IFRS 8 are similar to the business segments initially defined on application of IAS 14. The application of the new standard did not therefore have an impact on the Group's presentation of segment information.

As the Group decided to early adopt the amendment to IFRS 8, this chapter only presents a segment analysis of revenue and operating profit. This analysis reflects the information used by the Group's management to monitor performance.

Intra-segment transactions have been eliminated.

Financial income and expense and income tax expenses are not allocated by business segment as they are managed at country level rather than by business.

Operating income and expenses relating to holding companies are allocated to the different segments in proportion to segment revenue.

	Revenue		Operating profit	
	2009	2008	2009	2008
Marine	316.5	293.5	98.6	87.5
Industry	535.8	482.0	57.6	56.1
Inspection & In-Service Verification	334.8	330.2	36.8	32.8
Health, Safety & Environment	232.2	242.4	2.2	7.7
Construction	429.9	469.4	36.2	44.7
Certification	289.4	274.1	56.1	49.8
Consumer Products	359.1	306.4	98.1	70.3
Government Services & International Trade	150.1	151.4	19.8	19.6
Total	**2,647.8**	**2,549.4**	**405.4**	**368.5**

In 2009, the Group reclassified certain individual activities to different divisions. Although these changes are not material on a stand-alone basis, the data for 2008 take account of the reclassifications in order to ensure a meaningful comparison between the periods presented.

Note 6 Operating income and expense

	2009	2008
Supplies	(30.3)	(23.2)
Subcontracting	(174.5)	(180.2)
Lease payments	(97.0)	(92.8)
Transport and travel costs	(227.1)	(236.2)
Service costs rebilled to clients	41.9	44.6
Other external services	(263.1)	(260.1)
Total purchases and external charges	**(750.2)**	**(747.9)**
Salaries and bonuses	(1,051.2)	(1,013.6)
Payroll taxes	(247.4)	(244.4)
Other employee-related expenses	(37.8)	(34.4)
Total personnel costs	**(1,336.5)**	**(1,292.4)**
Provisions for receivables	(25.3)	(13.3)
Provisions for other liabilities and charges	(11.8)	(10.3)
Total (additions to)/reversals of provisions	**(37.1)**	**(23.6)**
Goodwill impairment	(1.9)	(1.2)
Other operating expense	(0.3)	(9.0)
TOTAL OTHER OPERATING EXPENSE	**(2.2)**	**(10.2)**

Other operating income amounted to €13.0 million in 2009 and €9.5 million in 2008, and consists mainly of a research tax credit awarded to the Group's parent company for €3.9 million. The other items in this caption are not material taken individually.

Note 7 Other financial income and expense

	2009	2008
Gains/(losses) on disposals of non-current financial assets	-	-
Income from non-current financial assets	-	-
Expected return on funded plan assets	1.6	1.8
Fair value adjustments on current financial assets recognized in income [(a)]	-	-
Other	-	-
Other financial income	**1.6**	**1.8**
Interest cost on pension plans	(7.1)	(5.2)
Foreign exchange gains/(losses)	(10.6)	(7.1)
Fair value adjustments on current financial assets recognized in income [(a)]	-	(4.3)
Other	(1.0)	(2.6)
Other financial expense	**(18.7)**	**(19.2)**
TOTAL	**(17.1)**	**(17.4)**

(a) In accordance with Recommendation 2009-R-03 on the presentation of net finance costs issued by the French National Accounting Board (Conseil National de la Comptabilité – CNC), net finance costs include the fair value of financial instruments as from 2009. The fair value of these instruments was previously included in the income statement under "Other financial expense".

Note 8 Income tax expense

	2009	2008
Current income tax	(96.1)	(88.3)
Deferred income tax	9.0	13.0
Total	**(87.1)**	**(75.3)**

The Finance Act of December 31, 2009 replaced local business tax in France with two new taxes for French entities as from 2010:

- the real property contribution, or *Cotisation Foncière des Entreprises* (CFE), based on the value of real properties;
- the value added contribution, or *Cotisation sur la Valeur Ajoutée des Entreprises* (CVAE), based on the value added resulting from the parent company financial statements.

The Group has considered the appropriate accounting treatment for the CVAE tax. Since the CVAE is based on value added, the Group considers that it meets the definition of income tax provided by IAS 12. The IFRIC has clarified the scope of IAS 12 to include all taxes based on taxable profit (a net balance of income and expenses), which may differ from profit for accounting purposes. The conditions for computing value added in accordance with Article 1586 sexies of the French Tax Code introduced by the 2010 Finance Act meet this definition.

Since the Finance Act was published on December 31, 2009, the Group recognized deferred tax at that date on the temporary differences relating to the assets and liabilities included within the CVAE tax base. This deferred tax was not material at December 31, 2009.

As from 2010, the total amount of the current and deferred CVAE tax expense will be shown on the income tax expense line of the consolidated income statement.

The company was subject to a tax audit for the 2005 and 2006 fiscal years. The appropriate provisions have been booked accordingly.

The difference between the effective tax expense and the theoretical tax obtained by applying the French standard tax rate to consolidated profit before income tax can be analyzed as follows:

	2009	2008
Profit before income tax	**344.4**	**298.9**
French parent company tax rate	34.4%	34.4%
Theoretical income tax charge based on the parent company tax rate	(118.6)	(102.8)
Income tax impact of transactions subject to a reduced tax rate	1.0	1.0
Differences in foreign tax rates	26.5	25.5
Impact of unrecognized tax losses	(1.5)	(4.9)
Utilization of previously unrecognized tax losses	0.5	0.9
Permanent differences	4.2	1.1
Changes in estimates	(1.1)	(0.6)
Other	1.9	4.5
Actual income tax expense	**(87.1)**	**(75.3)**
EFFECTIVE INCOME TAX RATE	**25.3%**	**25.2%**

The breakdown of the tax effect on other comprehensive income is as follows:

	2009			2008		
	Before tax	Tax	After tax	Before tax	Tax	After tax
Currency translation differences	13.1	-	13.1	(28.3)	-	(28.3)
Actuarial gains/(losses)	(5.6)	1.9	(3.7)	1.3	(0.3)	1.0
Cash flow hedges	24.5	(2.6)	22.0	(32.9)	12.7	(20.2)
Total other comprehensive income	**32.1**	**(0.7)**	**31.4**	**(59.9)**	**12.4**	**(47.5)**

Note 9 Goodwill

CHANGES IN GOODWILL IN 2009

	2009	2008
Gross value	784.9	583.6
Accumulated impairment	(15.2)	(14.2)
Net goodwill at January 1	**769.7**	**569.4**
Additional consideration relating to prior-year acquisitions	14.8	0.7
Acquisitions during the period	9.9	229.5
Disposals of consolidated businesses	(10.2)	(0.4)
Allocation to identified (assets)/liabilities	(4.4)	7.5
Impairment for the period	(1.9)	(1.2)
Exchange differences	54.3	(35.8)
Gross value	848.7	784.9
Accumulated impairment	(16.5)	(15.2)
Net goodwill at December 31	**832.2**	**769.7**

ALLOCATION OF GOODWILL TO CGUS IN 2009

Goodwill allocated to the Group's main cash-generating units (CGUs) at December 31, 2009 can be analyzed as follows:

	Industry	Inspection & In-Service Verification	Health, Safety & Environment	Construction	Certification	Total Industry & Facilities	Consumer Products	Total
2009	**328.1**	**79.3**	**113.8**	**111.7**	**22.8**	**655.7**	**176.5**	**832.2**
United States	18.9	-	55.3	64.6	6.8	145.6		
Spain	8.7	40.4	9.6	31.8	5.8	96.3		
United Kingdom	8.8	21.3	17.4	-	-	47.5		
Australia	253.0	-	13.5	-	-	266.5		
Other countries	38.7	17.6	18.0	15.3	10.2	99.8		
2008	**259.6**	**82.4**	**113.0**	**114.1**	**22.4**	**591.5**	**178.2**	**769.7**
United States	19.9	-	58.0	67.9	6.5	152.3		
Spain	8.8	43.0	9.7	32.2	5.9	99.6		
United Kingdom	8.6	19.6	16.0	6.2	-	50.4		
Australia	198.5	-	10.7	-	-	209.2		
Other countries	23.8	19.8	18.6	7.8	10.0	80.0		

No goodwill has been allocated to the Marine and Government Services & International Trade businesses.

IMPAIRMENT TESTS

The goodwill allocated to the above CGUs was tested for impairment at December 31, 2009 and 2008.

The recoverable amount of a CGU is determined on the basis of its estimated value in use. For the Industry & Facilities division, a CGU corresponds to a separate business line for each country where a material amount of goodwill was recognized. For Consumer Products, the CGU covers the entire worldwide division, since the activities carried on by the entities in this division are interdependent.

Value in use is estimated based on business forecasts covering a period of five years and extrapolated beyond this period using a perpetuity growth rate approximating the CGU's rate of inflation. The growth rates used for the Group's main areas are 2.0% in Europe, 3.0% in the United States, and between 2% and 3.2% in Australia, depending on the business in question.

The discount rate used is based on the weighted average cost of capital (WACC), calculated by an independent expert, adapted to the Group's different businesses and the geographic areas in which the CGUs are present. The discount rate is 8% for Europe, 8% for the United States, and 9% for Australia (except for Mining and Minerals, for which the discount rate has been set at 10.2%. These discount rates are post-tax rates applied to post-tax cash flows, before taking into account external financing costs.

At December 31, 2009, the recoverable amounts of the Group's CGUs tended to be significantly higher than their carrying amounts. Accordingly, no write-downs were taken on the related goodwill as a result of the impairment tests.

The discounted cash flow analysis focused particularly on the sectors most at threat from the global economic crisis, namely the Construction and Health, Safety & Environment businesses in the United States, and the Mining and Minerals activity in Australia.

A summary of recoverable amounts compared to carrying amounts for these activities is as follows:

Country	Business	Currency	Carrying amount	Value in use
United States	Construction	USD	104.3	115.8
	HSE	USD	90.0	93.5
Australia	Mining and Minerals	AUD	490.3	504.6

Exceptionally, cash flow forecasts for the Mining and Minerals activity in Australia were based on an eight-year period, in accordance with the treatment permitted by IAS 36, which usually requires the use of five-year forecasts. This approach is designed to reflect the business plan for this activity (most of which was acquired recently in 2008), which will take longer than the Group's existing businesses to reach maturity. As the economic climate remains tough for the mining industry, particularly in Australia, the performance of this business over the next few years will be closely monitored given the significant investments made by the Group. The 10.2% discount rate used (compared with a discount rate of 9% for the Group's other activities in Australia) reflects the particular risks associated with this sector.

Sensitivity of the recoverable amount to key assumptions and estimates:

Country	Business	Discount rate		Growth rate	
		Rate used	Carrying amount < value in use if discount rate above	Rate used	Carrying amount < value in use if growth rate below
United States	Construction	8.0%	8.5%	3.0%	2.3%
	HSE	8.0%	8.2%	3.0%	2.8%
Australia	Mining and Minerals	10.2%	10.4%	3.2%	3.0%

NB: Only a single parameter was changed in each case.

The Group took only limited impairment losses in 2009. These included a €1.9 million write-down against a portion of goodwill relating to the Construction business in the United States, in connection with the planned sale of the Construction Material Testing (CMT) activity in 2010.

Note 10 Acquisitions and disposals

The table below provides details of acquisitions in 2009.

ACQUISITIONS OF 100% INTERESTS

Month	Company	Division	Country
February	Sprim	Certification	South Korea
June	SPD	Consumer Products	China
December	Thurmelec	Consumer Products	France
December	IFW (Quelle)	Consumer Products	Germany

OTHER ACQUISITIONS

Month	Company	% acquired	Division	Country
April	Bosun	51%-71%	Industry	China
June	BV CPS Shangaï	60%-85%	Consumer Products	China
July	Arcalia	50.3%-100%	Construction	France
July	Codde	80%-100%	Consumer Products	France
August	Fairweather	51%	Industry	China

The purchase price for companies acquired in 2009 was allocated to their identifiable assets, liabilities and contingent liabilities at the end of the reporting period, based on information and valuations available at that date.

The table below was calculated prior to completing the final accounting for companies acquired in 2009:

	2009		2008	
Cost of acquisitions	0.9		304.8	
Transaction expenses	0.2		7.0	
Purchase consideration relating to prior-year acquisitions	14.8		0.7	
Total purchase price	**15.9**		**312.5**	
Assets and liabilities acquired/assumed	**Carrying amount**	**Fair value**	**Carrying amount**	**Fair value**
Non-current assets	2.4	2.4	30.5	108.3
Current assets (excluding cash and cash equivalents)	5.8	5.8	30.6	30.6
Assets held for sale	-	-	-	0.3
Current liabilities (excluding debt)	(20.2)	(20.2)	(27.2)	(27.2)
Non-current liabilities (excluding debt)	(2.8)	(2.8)	(1.9)	(23.9)
Borrowings	-	-	(1.7)	(1.7)
Non-controlling interests acquired	-	(4.9)	-	-
Cash and cash equivalents of acquired companies	10.8	10.8	(4.0)	(4.0)
Total assets and liabilities acquired/assumed	**(4.2)**	**(8.8)**	**26.3**	**82.4**
GOODWILL		**24.7**		**230.1**

The residual unallocated goodwill is mainly attributable to the human capital of the companies acquired and the significant synergies expected to result from the acquisition.

In 2009, the Group did not adjust the 2008 comparatives as the amount of the additional purchase consideration was not deemed material in relation to the total value of the goodwill.

The Group's acquisitions were paid exclusively in cash.

The impact of these acquisitions on cash and cash equivalents was as follows:

	2009	2008
Cost of acquisitions	**(15.9)**	**(312.5)**
Cash and cash equivalents of acquired companies [(a)]	11.7	(4.0)
Purchase price outstanding at December 31 in respect of acquisitions during the year	0.2	10.0
Purchase price paid in relation to prior-period acquisitions	(23.7)	(12.3)
IMPACT OF ACQUISITIONS ON CASH AND CASH EQUIVALENTS	**(27.7)**	**(318.8)**

(a) Cash and cash equivalents of acquired companies include €0.9 million in cash relating to Geoanalitica at December 31, 2009.

The purchase price paid in prior periods relates mainly to shares in Geoanalitica.

Comparative data

In 2009, Bureau Veritas acquired companies and groups with aggregate annual revenue of around €2.2 million and operating profit of around €0.8 million for 2009 before amortization of intangible assets resulting from the business combinations.

In 2008, Bureau Veritas acquired companies and groups with aggregate annual revenue of around €150 million and operating profit of around €30 million for 2008 before amortization of intangible assets resulting from the business combinations.

The table below sets out the Group's key financial indicators. It includes the major 2009 acquisitions of Fairweather, Thurmelec and SPD as if these companies had been included in the consolidated financial statements at January 1, 2009. Operating profit includes 12-month amortization charged against intangible assets resulting from the business combinations.

COMPARATIVE DATA

	2009	2008
Revenue:		
As per financial statements	2,647.8	2,549.4
Comparable	2,651.3	2,582.5
Operating profit:		
As per financial statements	405.4	368.5
Comparable	406.1	373.1
Net profit for the year:		
As per financial statements	257.7	223.6
Comparable	258.2	224.8

In 2009, the Group began to streamline its business portfolio with the aim of divesting any non-core activities resulting from acquisitions made in prior periods.

The disposals carried out by the Group in 2009 concern the Construction Material Testing activity (Construction business) in the United Kingdom, a business belonging to the HSE division also in the United Kingdom, and a business belonging to the Industry division in the United States.

The table below presents the impacts of the disposals carried out in 2009 on the balance sheet and income statement:

	2009
Goodwill	(10.2)
Non-current assets	(1.6)
Current assets	(6.0)
Current liabilities (excluding debt)	2.3
Carrying amount of assets sold	**15.5**
Gains and losses on disposals of consolidated businesses	0.7
Proceeds from disposals of consolidated businesses	16.2
Of which:	
Cash received	15.5
Deferred payment	0.7

Note 11 Intangible assets

	Software	Customer relationships	Brands	Total
At December 31, 2007				
Gross value	34.0	107.7	8.4	150.1
Accumulated amortization and impairment	(26.0)	(13.6)	(2.0)	(41.6)
Net	**8.0**	**94.1**	**6.4**	**108.5**
Movements during the year				
Additions	4.2	-	-	4.2
Amortization and impairment charge	(3.5)	(16.7)	(0.7)	(20.9)
Acquisitions of subsidiaries	-	53.9	22.9	76.8
Exchange differences and other movements	(0.4)	(10.0)	(3.3)	(13.7)
Total movements (net)	**0.3**	**27.2**	**18.9**	**46.4**
At December 31, 2008				
Gross value	36.6	150.3	28.0	214.9
Accumulated amortization and impairment	(28.3)	(29.0)	(2.7)	(60.0)
Net	**8.3**	**121.3**	**25.3**	**154.9**
Movements during the year				
Additions	8.4	-	-	8.4
Amortization and impairment charge	(4.9)	(18.8)	(0.6)	(24.3)
Acquisitions and disposals of subsidiaries	(0.1)	1.7	-	1.6
Exchange differences and other movements	5.7	19.8	5.3	30.8
Total movements (net)	**9.1**	**2.7**	**4.7**	**16.5**
At December 31, 2009				
Gross value	49.8	173.9	33.2	256.9
Accumulated amortization and impairment	(32.4)	(49.9)	(3.2)	(85.5)
NET	**17.4**	**124.0**	**30.0**	**171.4**

Note 12 Property, plant and equipment

	Land	Buildings [a]	Fixtures and fittings, machinery and equipment [a]	IT equipment and other	Construction in progress	Total
At December 31, 2007						
Gross value	1.1	18.9	187.4	131.3	9.9	348.6
Accumulated depreciation and impairment	-	(14.2)	(106.8)	(93.6)	-	(214.6)
Net	**1.1**	**4.7**	**80.6**	**37.7**	**9.9**	**134.0**
Cost						
Acquisitions	0.3	2.3	47.9	21.9	10.8	83.2
Disposals and retirements	-	(0.6)	(11.2)	(13.8)	-	(25.6)
Acquisitions and disposals of subsidiaries	0.2	0.7	55.0	4.3	4.1	64.3
Exchange differences and other movements	-	0.6	(6.6)	1.0	(8.8)	(13.8)
Total	**0.5**	**3.0**	**85.1**	**13.4**	**6.1**	**108.1**
Accumulated depreciation and impairment						
Depreciation and impairment charge	-	(1.0)	(24.2)	(16.2)	-	(41.4)
Disposals and retirements	-	-	7.9	11.2	-	19.1
Acquisitions and disposals of subsidiaries	-	(0.1)	(30.9)	(3.2)	-	(34.2)
Exchange differences and other movements	-	0.3	6.3	1.2	-	7.8
Total	**-**	**(0.8)**	**(40.9)**	**(7.0)**	**-**	**(48.7)**
At December 31, 2008						
Gross value	1.6	21.9	272.5	144.7	16.0	456.7
Accumulated depreciation and impairment	-	(15.0)	(147.6)	(100.7)	-	(263.3)
Net	**1.6**	**6.9**	**124.9**	**44.0**	**16.0**	**193.4**
Cost						
Acquisitions	0.1	1.6	27.7	16.3	11.1	56.8
Disposals and retirements	-	(1.4)	(8.3)	(13.2)	-	(22.9)
Acquisitions and disposals of subsidiaries	-	-	3.8	0.3	0.2	4.3
Exchange differences and other movements	0.2	0.5	20.9	3.8	(11.0)	14.4
Total	**0.3**	**0.7**	**44.1**	**7.2**	**0.3**	**52.6**
Accumulated depreciation and impairment						
Depreciation and impairment charge	-	(1.0)	(30.2)	(16.5)	-	(47.7)
Disposals and retirements	-	0.9	5.5	12.5	-	18.9
Acquisitions and disposals of subsidiaries	-	-	(0.8)	(0.2)	-	(1.0)
Exchange differences and other movements	-	-	(7.2)	(0.8)	-	(8.0)
Total	**-**	**(0.1)**	**(32.7)**	**(5.0)**	**-**	**(37.8)**
At December 31, 2009						
Gross value	1.9	22.6	316.6	151.9	16.3	509.3
Accumulated depreciation and impairment	-	(15.1)	(180.3)	(105.7)	-	(301.1)
NET	**1.9**	**7.5**	**136.3**	**46.2**	**16.3**	**208.2**

(a) Fixtures and fittings previously included within "Buildings" are now shown within "Machinery and equipment". The data for 2008 have been restated accordingly.

Note 13 Investments in associates

	2009	2008
Investments in associates at January 1	**2.8**	**2.2**
Dividends and share of profits	-	-
Gains during the year	0.1	0.1
Other movements	(2.3)	0.5
INVESTMENTS IN ASSOCIATES AT DECEMBER 31	**0.6**	**2.8**

At the end of 2009, the Group acquired a majority interest in *GIE Sécurité Aviation Civile*. Accordingly, shares in the GIE were reclassified as equity investments and are now fully consolidated in the Group's financial statements. This reclassification is reflected on the "Other movements" line.

Investments in associates	Country	Assets	Liabilities	Revenue	Contribution to consolidated net profit for the year	% interest
At December 31, 2008						
ATSI	France	2.8	1.4	3.4	-	49.9%
GIE *Sécurité Aviation Civile*	France	16.1	10.9	21.6	-	45.0%
BV EM & I LTD	United Kingdom	4.2	4.0	13.3	0.1	50.0%
At December 31, 2009						
ATSI	France	1.8	1.2	3.5	-	49.9%
BV EM & I LTD	United Kingdom	4.9	4.6	10.0	0.1	50.0%

Note 14 Deferred income tax

The table below provides details of the deferred income tax recognized in the balance sheet:

Analysis of deferred income tax by maturity	2009	2008
Deferred income tax assets		
Deferred income tax assets to be recovered beyond one year	31.0	32.0
Deferred income tax assets to be recovered within one year	35.3	75.4
Total	**66.3**	**107.4**
Deferred income tax liabilities		
Deferred income tax liabilities to be recovered beyond one year	(36.3)	(52.4)
Deferred income tax liabilities to be recovered within one year	1.1	(27.8)
Total	**(35.2)**	**(80.2)**
NET DEFERRED INCOME TAX ASSETS	**31.1**	**27.2**

Deferred income taxes at December 31, 2009 are presented after offsetting deferred tax assets and deferred tax liabilities relating to the same tax entity.

At December 31, 2008, this offsetting would have led to deferred tax assets totaling €73.1 million and deferred tax liabilities of €45.8 million.

Movements in deferred taxes during the year were as follows:

	2009	2008
Net deferred income tax assets at January 1	**27.2**	**23.0**
Deferred tax income/(expense) for the year	9.0	13.0
Deferred income taxes recognized directly in equity	(0.1)	10.7
Acquisitions of subsidiaries	(1.9)	(21.9)
Exchange differences	(3.1)	2.4
NET DEFERRED INCOME TAX ASSETS AT DECEMBER 31	**31.1**	**27.2**

Net changes in deferred taxes during the year are shown below before offsetting at the level of taxable entities:

	Pension plans and other employee benefit obligations	Provisions for contract-related disputes	Tax loss carryforwards	Gains taxable in future periods	Customer relationships	Other	Total
At December 31, 2007	**22.3**	**4.0**	**10.2**	**(7.0)**	**(27.7)**	**21.2**	**23.0**
Recognized in the income statement	0.8	(0.3)	15.2	(0.2)	4.1	(6.6)	13.0
Recognized directly in equity	(0.3)	-	-	-	-	11.0	10.7
Acquisitions of subsidiaries	-	-	-	-	(23.1)	1.2	(21.9)
Exchange differences	(0.3)	-	(0.4)	-	3.5	(0.4)	2.4
At December 31, 2008	**22.5**	**3.7**	**25.0**	**(7.2)**	**(43.2)**	**26.4**	**27.2**
Recognized in the income statement	-	0.1	(13.2)	(0.4)	3.2	19.3	9.0
Recognized directly in equity	1.9	-	-	-	-	(2.0)	(0.1)
Reclassifications	0.4	0.2	(2.6)	(3.9)	12.1	(6.2)	-
Acquisitions of subsidiaries	-	-	-	-	(1.9)	-	(1.9)
Exchange differences	0.2	-	-	(0.3)	(4.5)	1.5	(3.1)
AT DECEMBER 31, 2009	**25.0**	**4.0**	**9.2**	**(11.8)**	**(34.3)**	**39.0**	**31.1**

Other deferred taxes relate mainly to non-deductible accrued charges and provisions.

At December 31, 2009, cumulative unrecognized tax loss carryforwards totaled €30.1 million, of which €4.8 million arose in 2009 (end-2008: €28.1 million, of which €15.1 million arose in 2008).

The corresponding unrecognized deferred tax assets amounted to €8.1 million, of which €1.5 million arose in 2009 (end-2008: €8.1 million, of which €4.9 million arose in 2008).

Note 15 Investments in non-consolidated companies

	2009	2008
Investments in non-consolidated companies at January 1	**2.0**	**1.2**
Movements during the year		
Acquisitions	-	0.8
Other movements	(1.6)	-
INVESTMENTS IN NON-CONSOLIDATED COMPANIES AT DECEMBER 31	**0.4**	**2.0**

The amount shown on the "Other movements" line (€1.6 million) reflects the reclassification of investments in non-consolidated companies to equity investments in consolidated companies, further to acquisitions of non-controlling interests in 2009.

All of the Group's investments in non-consolidated companies correspond to shares acquired in unlisted companies.

Note 16 Other current and non-current financial assets

	Dec. 31, 2009	Dec. 31, 2008
Other non-current financial assets		
Deposits and guarantees	20.9	18.7
Other	10.3	9.9
TOTAL	**31.2**	**28.6**
Current financial assets		
Non-monetary mutual funds (SICAV)	3.4	10.5
Other	4.5	4.7
TOTAL	**7.9**	**15.2**

Deposits and guarantees primarily correspond to deposits relating to lease payments on office premises and do not bear interest. All of the Group's deposits and guarantees are presented within non-current financial assets. The vast majority of these have maturities of one to five years.

The Group considers that the fair value of these deposits and guarantees approximated their carrying amount at December 31, 2009 and December 31, 2008.

Marketable securities including certain non-monetary mutual funds (SICAV) and some other non-current financial assets have been pledged by the Group. These pledged assets represented a total carrying amount of €9.9 million at December 31, 2009 (end-2008: €13.1 million).

Note 17 Derivative financial instruments

In the first-half of 2005, the Group set up a variable-rate syndicated loan and a number of interest rate swaps to hedge a portion of the interest rate risk arising on its USD-denominated debt (variable-rate lender/fixed-rate borrower swaps and collars). Further similar hedging arrangements were set up at the end of 2006 and in the first half of 2007 to protect the Group against interest rate risk arising on its euro-denominated debt.

Other interest rate hedges have also been entered into since 2008.

The net-of-tax impact of the change in accounting policy regarding cash flow hedges with effect from July 1, 2008 totaled €7 million at December 31, 2008 (see Note 2.15 – Derivative financial instruments).

As certain interest rate instruments such as the cancelable swap do not meet the criteria for hedge accounting under IAS 39, they are measured at fair value in the balance sheet with a corresponding entry in the income statement.

A currency hedge has been contracted swapping for euros (i) the Group's USPP debt in US dollars and Pounds sterling, and (ii) part of the amortizable USD tranche of the 2006 syndicated loan.

The interest rate derivatives in place at year-end 2009 and 2008 were as follows:

Interest rate derivatives	Maturity	Notional amount	Fair value of derivative asset
Swap	01/31/2010	EUR 50 million	(0.4)
Swap	02/22/2010	USD 40 million	(0.2)
Swap	06/28/2010	EUR 50 million	(1.0)
Swap	01/30/2011	EUR 50 million	(1.8)
Swap	05/30/2011	EUR 50 million	(1.7)
Collar	06/15/2012	EUR 50 million	(3.3)
Swap	04/22/2013	EUR 50 million	(6.0)
Swap	06/27/2013	EUR 50 million	(2.5)
Total at December 31, 2009			**(16.8)**

The currency derivatives in place at year-end 2009 and 2008 were as follows:

Currency derivatives	Maturity	Notional amount	Fair value of derivative asset
	05/22/2013	USD 166 million	(15.8)
	07/16/2018	GBP 23 million	(3.8)
	07/16/2018	USD 155 million	7.9
	07/16/2020	GBP 40 million	(7.3)
	07/16/2020	USD 111 million	5.7
Total at December 31, 2009			**(13.4)**

The amounts carried in equity in respect of cash flow hedges will be transferred to financial income and expense over:

- the term of the loans and borrowings (syndicated loan and USPP) for currency hedges, representing financial income of €1.7 million in 2009;
- the remaining term of interest rate derivatives for the Club Deal 2007 loan agreement and the syndicated loan, representing financial expense of €0.8 million in 2009.

A description of the maturity of these loans is provided in Note 22 on financial liabilities.

No ineffective portion is recognized in financial income and expense in respect of these cash flow hedges.

Note 18 Trade and other receivables

	2009	2008
Beyond one year	-	-
Within one year	**860.4**	**850.3**
Trade and other receivables	770.1	784.4
Inventories	2.8	5.3
Other receivables	87.5	60.6
Total, gross	**860.4**	**850.3**
Provisions at January 1	**(49.5)**	**(44.2)**
Net increases/reversals	(12.8)	(3.8)
Acquisitions of subsidiaries	-	(0.8)
Exchange differences	1.2	(0.9)
Other	(0.4)	0.2
Provisions at December 31	**(61.5)**	**(49.5)**
TRADE AND OTHER RECEIVABLES, NET	**798.9**	**800.8**

The Group considers that the fair value of its trade and other receivables approximates their carrying amount as they all fall due within one year.

Government receivables include an amount of around US$ 22.0 million (€15.3 million at December 31, 2009) which has been fully provisioned for a number of years.

There is little concentration of credit risk in relation to the Group's trade receivables due to the significant number of clients and their geographic diversity.

The table below presents an aged balance of trade and other receivables for which no provisions have been set aside:

	2009	2008
Trade and other receivables	**770.1**	**784.4**
of which		
not provisioned and not yet due	397.2	475.4
not provisioned and due:		
less than 1 month past due	135.2	112.9
1 to 3 months past due	81.5	90.7
3 to 6 months past due	40.5	32.6
more than 6 months past due	55.2	23.9

Note 19 Cash and cash equivalents

	2009	2008
Marketable securities	15.5	56.0
Cash at bank and on hand	131.5	97.4
Total	**147.0**	**153.4**

Marketable securities primarily correspond to units in monetary mutual funds (SICAV) which meet the definition of cash and cash equivalents set out in IAS 7.

Net cash and cash equivalents as reported in the cash flows statement comprise:

	2009	2008
Cash and cash equivalents	147.0	153.4
Bank overdrafts (Note 22)	(7.7)	(8.0)
Net cash and cash equivalents as reported in the consolidated cash flows statement	**139.3**	**145.4**

Note 20 Share capital

SHARE CAPITAL

The total number of shares comprising the share capital was 109,096,410 at December 31, 2009 (108,600,755 in 2008). All shares have a par value of €0.12 and are fully paid up.

CAPITAL INCREASE

Following the exercise of 495,655 stock options, the Group carried out a capital increase resulting in a total increase of €4 million in the share premium.

TREASURY SHARES

At December 31, 2009, the Group owned 777,517 of its own shares. The carrying amount of these shares was deducted from equity.

Note 21 Share-based payment

The Group has set up four types of equity-settled compensation plans:

- stock option plans;
- stock ownership plans at preferential terms;
- free share plans;
- stock appreciation rights.

STOCK OPTION PLANS

Description

Stock options are granted to senior managers and other selected employees. All of the Group's stock option plans entitle their holders to subscribe for newly issued shares on exercise of their options. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Options are conditional on the employee having completed three or five years' service depending on the plan. They are valid for eight years after the grant date.

The exercise price of the options is set at the grant date and may not be changed, except for the February and July 2006 plans whose initial exercise price is subject to an increase at a rate of 8.5% per year applied on an accrual basis until the date when the options are exercised by the beneficiary.

Pursuant to a decision of the Board of Directors on July 3, 2009, the Group awarded 266,500 stock options to three corporate officers and certain employees. The options granted may be exercised at a fixed price of €34.98. The award is conditional on the employee having completed three years' service, and on achieving a performance target based on adjusted operating profit for 2009. The options are valid for eight years after the grant date.

The average fair value of options granted during the year was €11.25 per option (2008: €15.25).

Movements in stock options (based on equivalent numbers of shares)

	Weighted average exercise price of options *(share equivalents)*	Number of options *(share equivalents)*	Average residual life of outstanding options
At December 31, 2007	**14.36**	**3,553,100**	**5.9 years**
Options granted during the year	38.35	137,400	7.5 years
Options canceled during the year	14.18	(235,500)	5.2 years
Options exercised during the year	8.03	(440,980)	2.1 years
At December 31, 2008	**15.25**	**3,014,020**	**5.3 years**
Options granted during the year	34.98	266,500	7.5 years
Options canceled during the year	17.52	(117,700)	4.4 years
Options exercised during the year	8.30	(487,983)	1.1 years
AT DECEMBER 31, 2009	**18.40**	**2,674,837**	**5.3 YEARS**

Of the total number of outstanding options, 201,637 were exercisable at December 31, 2009 (end-2008: 695,620 options).

Overview of stock options outstanding at year-end

Start date of the plan	Expiration date	Exercise price (in € per share)	Number of options (share equivalents) 2009	2008
12/11/2001 Plan	12/11/2009	6.19	-	120,000
12/17/2002 Plan	12/17/2010	7.49	31,037	160,320
07/25/2003 Plan	07/25/2011	9.58	161,600	386,300
11/15/2004 Plan	11/15/2012	12.09	9,000	29,000
02/01/2006 Plan	02/01/2014	15.17	1,343,500	1,420,000
07/12/2006 Plan	07/12/2014	17.30	137,000	137,000
01/31/2007 Plan	01/31/2015	17.30	600,500	624,000
06/09/2008 Plan	06/09/2016	38.35	129,000	137,400
07/03/2009 Plan	07/03/2017	34.98	263,200	-
Number of options at December 31, 2009			**2,674,837**	**3,014,020**

Measurement

The fair value of the options outstanding during the year was determined using the Black-Scholes option pricing model, except for the 2006 plans which were measured using the binomial model.

The fair value of options granted in 2009 was calculated based on the following assumptions:

- exercise price: €34.98;
- expected share volatility: 29% (2008: 35%), calculated based on the volatility of shares of listed companies in the same industry;
- dividend yield: 2.1% (2008: 1.6%);
- expected option life: 7 years (2008: 7 years);
- risk-free interest rate: 3.15% (2008: 4.8%), determined by reference to the yield on government bonds over the estimated life of the rights.

In 2009, the expense recognized by the Group in respect of stock options amounted to €1.6 million (2008: €1.0 million).

STOCK OWNERSHIP PLAN AT PREFERENTIAL TERMS

Description

On December 13, 2007, the Group set up an employee stock ownership plan pursuant to a decision of the Management Board. Within the scope of this plan, the Group's employees subscribed to 1,143,905 shares as part of a cash capital increase carried out for this purpose at a 20% discount on the IPO price. The shares are non-transferable for a period of five years.

Measurement

The fair value of employee services received in exchange for the 20% discount granted on the IPO price is estimated at €1.87 per share based on the methodology described in Note 2.22.

The main valuation assumptions used were as follows:

- share price at the listing date: €37.75;
- subscription price: €30.20;
- discount corresponding to risks and liquidity requirements: 15.05%.

No expense was recognized in 2009 or 2008 for stock purchases at preferential terms.

FREE SHARE GRANTS

Description

Pursuant to a decision of the Management Board on December 13, 2007, the Group granted free shares:

- to certain Group employees, subject to completing a minimum of two or four years' service depending on the plan;
- to Group management, subject to completing a minimum period of service and to meeting performance criteria based on 2007 and 2008 earnings.

The shares have a non-transferability period of four or five years from the grant date depending on the plan.

On December 13, 2009, the Company awarded management 144,750 Bureau Veritas shares resulting from the full transfer of Winvest 7's assets *(transmission universelle de patrimoine)* under the December 13, 2007 plan.

On July 3, 2009, the Group awarded free shares to three corporate officers and certain employees, pursuant to a decision of the Board of Directors. Employees must have completed three years' service in France or four years' service outside France to be eligible for the free share plan. Eligibility for free shares also depends on meeting a series of performance targets based on adjusted operating profit for 2009. Shares granted in France are subject to a non-transferability period of two years.

Overview of free share plans outstanding at year-end:

Grant date	Expiration date	Number of shares
12/13/2007 Plan (employees)	12/13/2011	77,648
06/09/2008 Plan	06/09/2013	141,500
06/09/2008 Plan	-	247,500
09/22/2006 Plan (management)	09/22/2013	55,000
07/03/2009 Plan	07/03/2014	354,300
Number of shares at December 31, 2009		**875,948**

Measurement

The weighted average fair value of free shares granted in 2009 comes out at €28.07 per share (2008: €33.61).

The following main assumptions were used to value the free shares granted in 2009:

- share price at the grant date;
- dividend yield: 2.1% (2008: 1.6%);
- discount corresponding to risks and liquidity requirements: 23% (2008: 14%).

In 2009, the expense recognized by the Group in respect of free share grants totaled €5.0 million (2008: €5.9 million).

STOCK APPRECIATION RIGHTS

Description

On December 13, 2007, stock appreciation rights were awarded to certain Group employees pursuant to a decision of the Management Board.

These rights are not subject to any vesting conditions. They are valid for a maximum term of six years from the grant date and may be exercised early should the employees concerned leave the Group. The exercise price is set at the grant date and may not be subsequently modified.

Overview of stock appreciation rights outstanding at year-end:

Start date of plan	Expiration date	Exercise price *(in € per share)*	Number of options *(share equivalents)*	
			2009	2008
12/13/2007 Plan	12/12/2013	30.20	62,054	70,119

Measurement

The fair value of these instruments was estimated at €13.35 per right under the Black-Scholes option pricing model (2008: €9.81 per right).

The main valuation assumptions used were as follows:

- share price at year-end;
- dividends vested over the term applicable to the rights;
- expected share volatility: 35% (2008: 35%);
- risk-free interest rate: 1.74% (2008: 3.17%), determined by reference to the yield on government bonds over the estimated life of the rights.

At December 31, 2009, the debt recognized by the Group in respect of stock appreciation rights amounted to €0.8 million (2008: €0.7 million). The increase in the debt was recognized in operating expenses for €0.1 million (2008: operating income of €0.9 million).

To hedge its exposure to changes in the price of BVSA shares, the Group entered into a futures contract in February 2008 to buy 78,310 BVSA shares in exchange for payment of a €0.5 million premium. This premium is included in "Current financial assets" and measured at fair value at the end of the reporting period. The gain or loss arising on the remeasurement to fair value is taken to operating income and expense, and represented income of €0.4 million in 2009 (2008: expense of €0.5 million).

Note 22 Financial liabilities

	Total	Due within 1 year	Due between 1 and 2 years	Due between 2 and 5 years	Due beyond 5 years
At December 31, 2008					
Bank borrowings (long-term portion)	973.2	-	67.6	649.2	256.4
Other non-current financial liabilities	5.4	-	2.2	3.2	-
Non-current financial liabilities	**978.6**	**-**	**69.8**	**652.4**	**256.4**
Bank borrowings (short-term portion)	79.9	79.9			
Bank overdrafts	8.0	8.0			
Other current financial liabilities	15.4	15.4			
Total current financial liabilities	**103.3**	**103.3**			
At December 31, 2009					
Bank borrowings (long-term portion)	740.8	-	66.6	419.2	255.0
Other non-current financial liabilities	1.9	-	1.9	-	-
Non-current financial liabilities	**742.7**	**-**	**68.5**	**419.2**	**255.0**
Bank borrowings (short-term portion)	77.8	77.8			
Bank overdrafts	7.7	7.7			
Other current financial liabilities	10.1	10.1			
Total current financial liabilities	**95.6**	**95.6**			
Estimated interest payable on bank borrowings	**203.5**	**24.4**	**29.0**	**67.5**	**79.6**
Impact of cash flow hedges (principal and interest)	**17.1**	**13.6**	**8.0**	**6.6**	**(11.1)**

The year-on-year decrease in financial liabilities at December 31, 2009 mainly reflects the slowdown in the Group's acquisition program in 2009, and the ability of the Group to generate cash flows and swiftly pay down debt.

In calculating interest, the maturity of the revolving facility granted as part of the syndicated loan was taken as its contractual maturity, i.e. May 2013 for 95% of the debt and May 2012 for the remaining 5%. The interest calculated also takes into account the impact of interest rate and currency hedges.

SYNDICATED LOAN AGREEMENT

The Group's main source of financing is a syndicated loan taken out in May 2006. The loan comprises a US$ 560 million amortizable tranche maturing in May 2013 and a €550 million revolving facility, 5% of which matures in May 2012 and 95% in May 2013.

Drawdowns on both tranches of this syndicated credit line totaled €382.9 million at December 31, 2009. The amortizable tranche had been fully drawn down, while €378 million remained available under the revolving facility.

CLUB DEAL 2007 LOAN AGREEMENT

In October 2007, the Group set up a five-year loan for €150 million. The terms and conditions of the "Club Deal 2007" agreement are similar to those of the 2006 syndicated loan, except for the spread table.

US PRIVATE PLACEMENT

In July 2008, the Group completed a US Private Placement ("USPP") maturing in July 2018 and July 2020, to diversify its sources of financing and extend the maturity of its debt. The placement was subscribed by investors and comprises four tranches redeemable at maturity in US dollars and Pounds sterling.

COVENANTS

The syndicated credit line and "Club Deal 2007" agreement include the following financial covenants:

- the interest cover ratio (EBITDA divided by net financial expense) must be greater than 5.5;
- the leverage ratio (consolidated net debt divided by EBITDA) must be less than 3.

This ratio is calculated on a trailing 12-month basis, twice yearly (June 30 and December 31).

The same covenants feature in the USPP agreement. However, the leverage ratio must be less than 3.25.

The Group complied with all such covenants at June 30, 2009 and December 31, 2009.

CURRENCY RISK

Short-and long-term bank borrowings can be analyzed as follows by currency:

Currency	2009	2008
US dollar (USD)	84.8	262.0
Euro (EUR)	692.5	740.2
Pound sterling (GBP)	27.0	35.7
Other currencies	14.3	15.3
Total	**818.6**	**1,053.1**

The USPP debt including tranches in Pounds sterling and US dollars has been converted into euros using a currency swap and is therefore included on the "EUR" line. A portion of the USD debt under the amortizable tranche of the syndicated credit facility has also been converted into euros and is included on the "EUR" line.

INTEREST RATE RISK

To manage its interest rate risk and protect itself mainly against rising interest rates, the Group seeks to achieve a balanced fixed-rate/variable-rate mix for its debt.

At December 31, 2009 and 2008, gross debt can be analyzed as follows:

	2009	2008
Fixed rate	263.0	257.3
Variable rate	555.6	795.8
Total	**818.6**	**1,053.1**

The reference interest rates for variable-rate debt depend on the drawdown currency (Euribor for euro debt, USD Libor for debt in US dollars, and Libor GBP for debt in Pounds sterling).

The contractual repricing dates for virtually all variable-rate borrowings are within six months.

The interest rates applicable to the Group's bank borrowings and the margin at December 31, 2009 and 2008 are detailed below:

Currency	2009	2008
US dollar (USD)	0.59%	2.65%
Euro (EUR)	0.95%	3.58%
Pound sterling (GBP)	0.84%	4.41%

Effective interest rates approximate nominal rates for all tranches of the Group's borrowings except the USD tranche of the syndicated loan, for which the effective interest rate was 1.47% at December 31, 2009 (2.11% at December 31, 2008).

Analyses of sensitivity to changes in interest and exchange rates as defined by IFRS 7 are provided in Note 30 – Additional financial instrument disclosures.

Note 23 Pension plans and other long-term employee benefits

The Group's defined benefit plans cover the following:

- pension schemes, primarily comprising plans that have been closed to new entrants for several years. The Group's pension schemes are generally unfunded – except for a very limited number that are funded through payments to insurance companies – and are valued based on periodic actuarial calculations;
- termination benefits; and
- long-service awards.

The related obligations recorded in the balance sheet were as follows:

	2009	2008
Present value of defined benefit obligations	**123.0**	**101.8**
o/w pension benefits	73.5	57.3
o/w termination benefits	36.2	32.7
o/w long-service awards	13.3	11.8
Fair value of plan assets	**(35.0)**	**(23.3)**
Deficit/(surplus)	**88.0**	**78.5**

Income statement charge by type of benefit:

	2009	2008
Pension benefits	(6.2)	(3.3)
Termination benefits	(6.1)	(6.2)
Long-service awards	(2.5)	(2.0)
Total	**(14.8)**	**(11.5)**

PENSION BENEFITS

The amounts recognized in the balance sheet in respect of pension benefit obligations were determined as follows:

	2009	2008
Present value of funded obligations	40.9	30.5
Fair value of plan assets	(35.0)	(23.3)
Deficit/(surplus) on funded obligations	**5.9**	**7.2**
Present value of unfunded obligations	32.6	26.9
Liability recognized in the balance sheet	**38.5**	**34.1**

The amounts recognized in the income statement were as follows:

	2009	2008
Current service cost, included in operating profit	**(2.9)**	**(1.8)**
Interest cost	(4.6)	(3.3)
Expected return on plan assets	1.6	1.8
TOTAL INCLUDED IN FINANCIAL EXPENSE	**(3.0)**	**(1.5)**

The actual return on plan assets was €6.7 million in 2009 vs. a negative €4.7 million in 2008.

Movements in the related benefit obligation were as follows:

	2009	2008
At January 1	**57.2**	**66.0**
Current service cost	2.9	1.8
Interest cost	4.6	3.3
Actuarial losses/(gains)	5.8	(10.2)
Exchange differences	0.9	(2.9)
Benefits paid	(2.4)	(2.0)
Liabilities assumed in a business combination and other movements	4.5	1.3
AT DECEMBER 31	**73.5**	**57.2**

Movements in the fair value of plan assets were as follows:

	2009	2008
At January 1	**26.7**	**29.6**
Expected return on pension plan assets	1.6	1.8
Actuarial (losses)/gains	2.8	(5.1)
Exchange differences	0.4	(2.1)
Employer contributions	2.8	2.5
Benefits paid	-	-
Other movements	0.7	-
AT DECEMBER 31	**35.0**	**26.7**

Plan assets break down as follows by type of financial instrument:

	2009		2008	
Equity instruments	7.1	20%	6.2	23%
Debt instruments	20.2	58%	17.5	66%
Other	7.7	22%	3.0	11%
TOTAL	**35.0**	**100%**	**26.7**	**100%**

The expected return on plan assets was determined by considering the expected returns on the assets underlying the current investment policy. Expected yields on fixed-interest investments are based on gross redemption yields at the end of the reporting period. Expected returns on equity and property investments reflect long-term actual rates of return experienced in the respective markets.

The main actuarial assumptions used were as follows:

	2009	2008
Discount rate	5.4%	6.2%
Expected return on plan assets	6.0%	6.2%
Estimated increase in future salary levels	2.3%	3.1%
Estimated increase in future pension benefit levels	2.2%	2.5%

Assumptions concerning future mortality rates are based on published statistics and historical data for each geographical region. INSEE 2002 tables are used for benefit obligations in France.

The discount rate represents the yield on investment-grade corporate bonds, and is the average of the rates used by the five countries with the largest obligations for the Group. At December 31, 2009, the benefit obligation relating to France, representing the Group's most significant obligation, totaled €26.1 million (end-2008: €24.7 million). The 5.3% discount rate used for France is based on the yield on IBOXX Euro Corporate AA 10-year bonds.

TERMINATION BENEFITS

The Group's obligations for termination benefits generally relate to lump-sum payments made to employees on retirement. However, in certain countries these obligations also include termination benefits payable to employees who are not retiring. These benefits are covered by unfunded plans.

Movements in the related benefit obligation were as follows:

	2009	2008
At January 1	**32.7**	**30.9**
Current service cost	3.7	5.2
Interest cost	1.9	1.4
Actuarial losses/(gains)	2.6	0.4
Exchange differences	-	(0.1)
Benefits paid	(7.2)	(5.5)
Liabilities assumed in a business combination and other movements	2.0	0.8
Curtailments and settlements	0.4	(0.4)
AT DECEMBER 31	**36.2**	**32.7**

The main actuarial assumptions used were as follows:

	2009	2008
Discount rate	5.4%	6.2%
Estimated increase in future salary levels	2.3%	3.1%

The discount rate represents the yield on investment-grade corporate bonds, and is the average of the rates used by the five countries with the largest obligations for the Group. At December 31, 2009, the benefit obligation relating to France, representing the Group's most significant obligation, totaled €25.5 million (end-2008: €23.2 million). The 5.3% discount rate used for France is based on the yield on IBOXX Euro Corporate AA 10-year bonds.

LONG-SERVICE AWARDS

Movements in the Group's obligation relating to long-service awards were as follows:

	2009	2008
At January 1	**11.8**	**10.6**
Current service cost	1.7	1.7
Interest cost	0.6	0.5
Exchange differences	0.2	(0.2)
Benefits paid	(0.6)	(0.7)
Other movements	(0.4)	(0.1)
AT DECEMBER 31	**13.3**	**11.8**

The discount rate represents the yield on investment-grade corporate bonds, and is the average of the rates used by the five countries with the largest obligations for the Group. At December 31, 2009, the benefit obligation relating to France, representing the Group's most significant obligation, totaled €11.1 million (end-2008: €9.7 million). The 4.75% discount rate used for France is based on the yield on IBOXX Euro Corporate AA 7-year bonds.

ACTUARIAL GAINS AND LOSSES

	2009	2008
Cumulative actuarial (gains)/losses recognized in equity	(4.6)	1.0
Actuarial (gains)/losses recognized in equity during the year	**(5.6)**	**(1.3)**
o/w arising from:		
Experience adjustments	(2.4)	(5.8)
Changes in actuarial assumptions	(6.7)	(4.6)
Changes in return on plan assets	3.5	1.3

DEFINED CONTRIBUTION PLANS

Payments made under defined contribution plans in 2009 totaled €46.6 million (2008: €51.2 million).

Note 24 Provisions for other liabilities and charges

	Provisions for contract-related disputes	Other provisions for liabilities	Total
At December 31, 2007	**56.9**	**16.6**	**73.5**
Additions	9.9	14.8	24.7
Unused amounts reversed	(4.4)	(4.8)	(9.2)
Used during the year	(1.2)	(3.9)	(5.1)
Acquisitions of subsidiaries	0.1	0.2	0.3
Unwinding of discount	1.8	-	1.8
Exchange differences	(0.1)	(1.1)	(1.2)
Other	0.3	2.8	3.1
At December 31, 2008	**63.3**	**24.6**	**87.9**
Additions	13.5	21.6	35.1
Unused amounts reversed	(7.2)	(8.0)	(15.2)
Used during the year	(2.2)	(6.6)	(8.8)
Acquisitions of subsidiaries	2.8	-	2.8
Unwinding of discount	0.1	-	0.1
Exchange differences	(0.1)	1.0	0.9
Other	(0.1)	0.1	-
AT DECEMBER 31, 2009	**70.1**	**32.7**	**102.8**

Changes in provisions for other liabilities and charges result from changes in estimates and the emergence of new risks, which are not material taken individually.

Bureau Veritas and its subsidiaries are involved in various disputes and legal action arising in the ordinary course of business in connection with the services they provide. The majority of such claims are covered by business-specific insurance. The timing of the related future cash outflows is uncertain as it will depend on developments in legal proceedings in progress, including appeals. The Group considers that most of the cash outflows relating to such disputes will occur more than one year after the end of the reporting period.

Provisions for other liabilities and charges recorded in the balance sheet at December 31, 2009 take into account the risks associated with claims regarding Terminal 2E at Paris Roissy Charles de Gaulle airport. Based on available information, its counsels' estimates, and the insurance coverage in place and amounts currently provisioned, the Group does not believe this dispute will have a material impact on its consolidated financial statements for the coming years.

Bureau Veritas Gozetim Hizmetleri Ltd Sirketi (BVT) and Turkey-based company Aymet are parties to a dispute before the Ankara Commercial Court relating to the construction of a hotel complex and shopping center, in respect of which said parties entered into an agreement in 2003. Aymet initiated proceedings in 2008 and is claiming US$ 63 million in damages from BVT for alleged negligence in the inspection and supervision of the project. The Company and its counsel consider that there are no legal or contractual grounds for Aymet's claims. Based on the information available at the end of the reporting period, the Company believes that this dispute should not have a material adverse impact on its consolidated financial statements.

There are no other government, administrative, legal or arbitration proceedings or investigations (including any proceedings of which the Company is aware that are pending or with which the Group is threatened) that could have, or have had over the last 12 months, a material impact on the Group's financial position or profitability.

Note 25 Trade and other payables

	2009	2008
Due beyond one year	**-**	**-**
Due within one year	**632.8**	**584.3**
Trade payables	179.9	167.1
Prepaid income	94.4	95.5
Accrued taxes and payroll costs	334.7	298.4
Other	23.8	23.3
Total	**632.8**	**584.3**

Prepaid income primarily corresponds to amounts invoiced on contracts in progress for services that have not yet been performed.

Note 26 Non-current assets and liabilities held for sale

In 2008, this caption concerned a vehicle leasing subsidiary of the ECA group acquired at the end of 2007 solely for the purpose of resale.

The former ECA group subsidiary was sold on April 2, 2009, generating a disposal gain of €0.4 million. This amount is shown on the "Profit from discontinued operations and operations held for sale" line of the income statement.

As part of its business streamlining strategy, the Group has identified assets and liabilities which it intends to sell within the next 12 months. No reclassifications were made affecting the relevant balance sheet captions at December 31, 2009.

	2009	2008
Assets held for sale		
Property, plant and equipment	-	14.6
Trade and other receivables	-	6.0
Total	**-**	**20.6**
Liabilities held for sale		
Provision for other liabilities and charges	-	1.5
Non-current financial liabilities	-	6.4
Current financial liabilities	-	11.9
Trade and other payables	-	3.7
Total	**-**	**23.5**

Note 27 Earnings per share

BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year.

	2009	2008
Profit attributable to owners of the Company *(€ thousands)*	252,721	217,175
Weighted average number of ordinary shares in issue *(thousands)*	108,041	107,426
Basic earnings per share *(in euros)*	**2.34**	**2.02**

Profit attributable to operations in the process of sale is not material and does not alter earnings per share figures.

DILUTED EARNINGS PER SHARE

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to reflect conversion of dilutive potential ordinary shares.

The Company has two categories of dilutive potential ordinary shares: stock options and free shares.

For stock options, a calculation is made in order to determine the number of shares that could have been issued based on the exercise price and the fair value of the rights attached to the outstanding stock options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the stock options.

Free share grants are potential ordinary shares whose issue is contingent on beneficiaries completing a minimum period of service as well as meeting a series of performance criteria. Free shares that could have been issued had the vesting period ended on December 31, 2009 were taken into account to calculate diluted earnings per share.

	2009	2008
Profit attributable to owners of the Company *(€ thousands)*	252,721	217,175
Weighted average number of ordinary shares in issue *(thousands)*	108,041	107,426
Adjustment: stock options *(thousands)*	1,710	1,516
Weighted average number of ordinary shares for diluted earnings per share *(thousands)*	109,751	108,942
Diluted earnings per share *(in euros)*	**2.30**	**1.99**

Note 28 Dividend per share

On June 16, 2009, the Group paid out dividends to eligible shareholders in respect of the 2008 financial year. The dividend payout totaled €77.5 million, corresponding to a dividend per share of €0.72 (2008: €0.60).

Note 29 Off balance sheet commitments

Commitments given by the Group primarily include guarantees and operating lease commitments.

GUARANTEES GIVEN

Guarantees given break down as follows by maturity:

	Total	Due within 1 year	Due between 1 and 5 years	Due beyond 5 years
At December 31, 2009	**116.8**	**47.0**	**64.2**	**5.6**
At December 31, 2008	98.5	36.6	49.0	12.9

Guarantees given include bank guarantees and parent company guarantees.

- Bank guarantees: these include bid and performance bonds. Bid bonds cover their beneficiaries in the event that a commercial offering is withdrawn, a contract is not signed, or requested guarantees are not provided. Performance bonds provide purchasers with a guarantee that Bureau Veritas will perform its contractual obligations as agreed. They usually represent a percentage of the contract price – generally around 10%.
- Parent company guarantees: these mainly correspond to (i) guarantees given by the parent company to financial institutions to cover bank guarantees granted by these financial institutions in connection with the Group's commercial operations, and (ii) guarantees relating to lease payments, under which the parent company undertakes to make the lease payments to the lessor in the event that the subsidiary concerned defaults.

At December 31, 2009 and 2008, the Group considered that the risk of a cash outflow on these guarantees was low. Accordingly, no provisions were recorded.

GUARANTEES RECEIVED

In connection with its acquisition of ECA in October 2007, Bureau Veritas International received guarantees totaling €7 million expiring in less than five years.

OPERATING LEASES: COMMITMENTS AND RECOGNIZED LEASE CHARGES

The Group leases offices, laboratories and equipment under both non-cancelable and cancelable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights.

Recognized lease charges can be analyzed as follows:

	2009	2008
Operating lease charges	**97.0**	**92.8**
o/w property leases	82.8	76.9
o/w equipment leases	14.2	15.9

Future aggregate minimum lease payments under non-cancelable operating leases relating to property (excluding rental service charges) are as follows:

	2009	2008
Future minimum lease payments	**189.1**	**293.4**
Due within 1 year	55.1	66.8
Due between 1 and 5 years	93.5	149.3
Due beyond 5 years	40.5	77.3

PLEDGES

	Type	Inception	Expiration date	Amount of assets pledged (a)	Total amount in balance sheet (b)	Corresponding % (a)/(b)
At December 31, 2009						
Intangible assets	-	-	-	-	-	-
Property, plant and equipment	-	-	-	-	-	-
Other non-current financial assets	Pledge	-	-	9.9	31.2	31.7%
Total assets pledged				**9.9**	**2,298.1**	**0.4%**
At December 31, 2008						
Intangible assets	-	-	-	-	-	-
Property, plant and equipment	-	-	-	-	-	-
Other non-current financial assets	Pledge	-	-	9.9	28.6	34.6%
Total assets pledged				**9.9**	**2,288.8**	**0.4%**

Long-term investments have been pledged in an amount of €9.9 million.

None of the Group's intangible assets or property, plant and equipment had been pledged at either December 31, 2009 or 2008.

Marketable securities including certain non-monetary mutual funds (SICAV) and some other non-current financial assets have been pledged by the Group. These pledged assets represented a total carrying amount of €9.9 million at December 31, 2009.

Note 30 Additional financial instrument disclosures

The table below presents the carrying amount, valuation method and fair value of financial instruments classified in each IAS 39 category at the end of each reporting period:

	IAS 39 category	Carrying amount	IAS 39 measurement method				Fair value
			Amortized cost	Cost	Fair value through equity	Fair value through profit or loss	
At December 31, 2009							
Financial assets							
Investments in non-consolidated companies	FVPL	0.4	-	-	-	0.4	0.4
Other non-current financial assets	HTM	31.2	31.2	-	-	-	31.2
Trade and other receivables	LR	772.8	772.8	-	-	-	772.8
Current financial assets	LR	4.5	4.5	-	-	-	4.5
Current financial assets	FVPL	3.4	-	-	-	3.4	3.4
Derivative financial instruments	FVPL/FVE	13.8	-	-	13.2	1.0	14.2
Cash and cash equivalents	FVPL	147.0	-	-	-	147.0	147.0
Financial liabilities							
Bank borrowings	AC	818.6	818.6	-	-	-	877.0
Bank overdrafts	FVPL	7.7	-	-	-	7.7	7.7
Other non-current financial liabilities	AC	1.9	1.9	-	-	-	1.9
Trade and other payables	AC	632.7	632.7	-	-	-	632.7
Total current financial liabilities	AC	10.1	10.1	-	-	-	10.1
Derivative financial instruments	FVPL/FVE	42.6	-	-	24.2	19.7	43.9
At December 31, 2008							
Financial assets							
Investments in non-consolidated companies	FVPL	2.0	-	-	-	2.0	2.0
Other non-current financial assets	HTM	28.6	28.6	-	-	-	28.6
Trade and other receivables	LR	776.0	776.0	-	-	-	776.0
Current financial assets	LR	4.2	4.2	-	-	-	4.2
Current financial assets	FVPL	11.0	-	-	-	11.0	11.0
Derivative financial instruments	FVPL/FVE	40.0	-	-	36.8	3.2	40.0
Cash and cash equivalents	FVPL	153.4	-	-	-	153.4	153.4
Financial liabilities							
Bank borrowings	AC	1,053.1	1,053.1	-	-	-	1,155.8
Bank overdrafts	FVPL	8.0	-	-	-	8.0	8.0
Other non-current financial liabilities	AC	5.4	5.4	-	-	-	5.4
Trade and other payables	AC	584.3	584.3	-	-	-	584.3
Total current financial liabilities	AC	15.3	15.3	-	-	-	15.3
Derivative financial instruments	FVPL/FVE	18.3	-	-	10.9	7.4	18.3

Note: The following abbreviations are used to represent IAS 39 financial instrument categories:

- HTM for held-to-maturity assets;
- LR for loans and receivables;
- FVPL for instruments at fair value through profit or loss;
- FVE for instruments at fair value through equity; and
- AC for debt measured at amortized cost.

With the exception of interbank borrowings and debt, the Group considers that the carrying amount of the financial instruments reported on the balance sheet approximates their fair value. Measurement of these instruments at fair value requires the Group to use valuation techniques that draw on observable market inputs (level 2 of the fair value hierarchy). In the case of the 2008 USPP for example, fair value is based on a comparison between the fixed rate due over the remaining term and the yield curve for US and UK funds over the same period.

The nature of the gains and losses arising on each financial instrument category can be analyzed as follows:

		Interest	Adjustments for				Net gains/ (losses) in 2009	Net gains/ (losses) in 2008
			Fair value	Amortized cost	Exchange differences	Impairment		
Held-to-maturity assets	HTM	-	-	-	-	-	-	-
Loans and receivables	LR	-	-	-	(14.1)	(12.8)	(26.9)	(1.0)
Financial assets at fair value through profit or loss	FVPL	-	(0.4)	-	(0.5)	-	(0.9)	(14.6)
Debt carried at amortized cost	AC	(44.5)	-	(0.5)	4.0	-	(41.0)	(53.6)
Total		**(44.5)**	**(0.4)**	**(0.5)**	**(10.6)**	**(12.8)**	**(68.8)**	**(69.2)**

SENSITIVITY ANALYSIS

Due to the international scope of its operations, the Group is exposed to currency risk on its use of several different currencies.

Operational risk

In general, hedges arise naturally with the matching of income and expenses in most countries in which the Group operates, since services are provided locally. The Group's exposure to currency risk arising on transactions carried out in foreign currencies is therefore relatively low.

Translation risk

In 2009, almost half of the Group's revenue was generated in currencies other than the euro, including 15% in US dollars, 4% in Pounds sterling, 6% in Hong Kong dollars and 5% in Australian dollars. Taken individually, other currencies do not represent more than 5% of the Group's revenue. The Group's evolving currency mix reflects the fast-paced development of its activities outside the euro zone, particularly in US dollars and other dollar-linked currencies.

As the Group's presentation currency is the euro, it must convert into euros any assets, liabilities, income and expenses denominated in other currencies at the time of preparing its financial statements. The results of the Group's foreign currency operations are consolidated in its income statement after being converted into euros using the average exchange rate for the period. Assets and liabilities are converted at the closing exchange rate. As a result, changes in the value of the euro against other currencies affect the corresponding amounts in the consolidated financial statements, even if the value of the items concerned remains unchanged in their original currencies.

The impact of a 1% rise or fall in the euro against a number of different currencies is described below:

- a 1% change in the value of the euro against the US dollar would have had an impact of 0.15% on consolidated revenue and 0.17% on operating profit for 2009;
- a 1% change in the value of the euro against the Hong Kong dollar would have had an impact of 0.06% on consolidated revenue and 0.12% on operating profit for 2009;
- a 1% change in the value of the euro against the Pound sterling would have had an impact of 0.04% on consolidated revenue and 0.01% on operating profit for 2009;
- a 1% change in the value of the euro against the Australian dollar would have had an impact of 0.05% on consolidated revenue and 0.02% on operating profit for 2009.

Financial currency risk

The syndicated loan set up in May 2006 is a multi-currency facility which enables subsidiaries to borrow in local currencies. If it deems appropriate, the Group may hedge certain commitments by matching financing costs with operating income in the currencies concerned.

When financing arrangements are set up in a currency other than the country's functional currency, the Group takes out currency hedges to protect itself against the impact of currency risk on its income statement.

The table below shows the results of the sensitivity analysis for financial instruments exposed to currency risk on the Group's main foreign currencies (euros, US dollars and Pounds sterling) at December 31, 2009:

	Non-functional currency		
	USD	*EUR*	*GBP*
Financial liabilities	(588.1)	(32.9)	(98.0)
Financial assets	303.4	27.7	30.0
Net position (assets - liabilities) before hedging	**(284.7)**	**(5.2)**	**(67.9)**
Interest rate hedges	300.1	-	70.9
NET POSITION (ASSETS - LIABILITIES) AFTER HEDGING	**15.4**	**(5.2)**	**3.0**
Impact of a 1% rise in exchange rates			
On equity	11.2	-	6.5
On net profit before income tax	(1.0)	(0.1)	-
Impact of a 1% fall in exchange rates			
On equity	(14.6)	-	(7.2)
On net profit before income tax	1.0	0.1	-

The Group is exposed to currency risk inherent to financial instruments denominated in foreign currencies (i.e., currencies other than the functional currency of each Group entity). The sensitivity analysis presented below shows the impact that a significant change in the value of the euro, US dollar and Pound sterling would have on earnings in a non-functional currency. The analysis for the US dollar does not include entities whose functional currency is strongly correlated to the US dollar, for example Group entities based in Hong Kong. Liabilities denominated in a currency other than the functional currency of the entity, for which a hedge has been taken out converting the liability to the functional currency, have not been included in the analysis. The impact of a 1% change in exchange rates on hedges is shown in the table above. Financial instruments denominated in foreign currencies which are included in the sensitivity analysis relate to key monetary balance sheet items and in particular, current and non-current financial assets, trade and other receivables, cash and cash equivalents, current and non-current financial liabilities, current liabilities, and trade and other payables.

Interest rate risk

The Group's interest rate risk arises primarily from assets and liabilities bearing interest at variable rates. The Group seeks to limit its exposure to a rise in interest rates through the use of swaps and collars.

The Group monitors its interest rate exposure on a monthly basis. It continually analyses the level of hedges put in place and ensures that they are appropriate for the related underlying exposure. The Group's policy is to prevent more than 60% of its consolidated net debt being exposed to a rise in interest rates over a long period (more than six months). The Group may therefore enter into other swaps, collars or similar instruments for this purpose. No financial instruments are contracted for speculative purposes.

The table below shows the maturity of fixed- and variable-rate financial assets and liabilities at December 31, 2009:

	< 1 year	1 to 5 years	> 5 years	Total
Fixed-rate bank borrowings	(2.9)	(5.1)	(255.0)	(263.0)
Variable-rate bank borrowings	(74.9)	(480.7)	-	(555.6)
Bank overdrafts	(7.7)	-	-	(7.7)
TOTAL FINANCIAL LIABILITIES	**(85.5)**	**(485.8)**	**(255.0)**	**(826.3)**
TOTAL FINANCIAL ASSETS	**147.0**			**147.0**
Net position (assets-liabilities) before hedging	61.5	(485.8)	(255.0)	(679.3)
Interest rate hedges	127.8	250.0	-	377.8
Variable-rate net position (assets-liabilities) before hedging	192.2	(230.7)	-	(38.5)
Impact of a 1% rise in interest rates				
On equity				4.5
On net profit before tax				0.8
Impact of a 1% drop in interest rates				
On equity				(4.0)
On net profit before tax				(1.0)

At December 31, 2009, the Group considers that a 1% rise in short-term interest rates across all currencies would lead to an increase of around €0.4 million in interest payable.

Debts maturing after five years, representing a total amount of €255 million, are at fixed rates. The overall notional amount of hedging contracts whose fair value is recognized in the balance sheet is €377.8 million, and includes interest rate hedges of US dollar and euro debt maturing in less than five years. Details of the maturity of interest rate hedges are provided in Note 17 – Derivative financial instruments.

To hedge its euro-denominated debt, the Group has entered into swaps and collars for a total notional amount of €350 million. These instruments enable the Group to fix the interest rate on this €350 million notional amount.

To hedge its debt in US dollars, the Group has entered into a swap contract for US$ 40 million at December 31, 2009.

Taking account of these hedging instruments and of the Group's fixed-rate debt, 78% of consolidated gross debt was at a fixed interest rate at end-2009.

Note 31 Related-party transactions

Parties related to the Company are its majority shareholder Wendel as well as executive corporate officers, the Chairman and Chief Executive Officer and the Executive Officers.

Amounts recognized with respect to compensation paid in France (fixed and variable portions) and long-term compensation plans (stock option and free share grants) are shown below:

	2009	2008
Wages and salaries	2.4	1.6
Stock options	0.2	-
Free share grants	0.7	4.2
Total expense for the year	**3.4**	**5.8**

The amounts in the above table reflect the fair value for accounting purposes of options and shares in accordance with IFRS. Consequently, they do not represent the actual amounts that may be paid if any stock options are exercised or any free shares vest. Readers are reminded that stock option awards and free share grants are subject to a number of performance conditions and also require a minimum period of service.

Shares are measured at fair value as calculated under the Black-Scholes model rather than based on the compensation effectively received. The performance share awards are subject to presence and performance conditions, except for the plan decided on September 22, 2008 which requires a minimum period of service of three years.

Executive corporate officers held a total of 210,000 stock options at December 31, 2009 (170,000 at December 31, 2008), with an average exercise price of €11.25 (end-2008: €7.99).

The number of free shares granted to executive corporate officers amounted to 95,000 at December 31, 2009 and 205,000 at December 31, 2008.

Note 32 Events after the balance sheet date

The resolutions to be submitted for approval at the ordinary shareholders' meeting of June 1, 2010 include a recommended dividend payout of €0.84 per share in respect of 2009.

Note 33 Summary of options and exemptions selected by the Group at the time of its transition to IFRS

The IFRS financial information for 2004 was based on an opening IFRS balance sheet prepared in accordance with IFRS 1, First-time Adoption of International Financial Reporting Standards at January 1, 2004, the date of the Group's transition to IFRS.

IFRS 1 provides first-time adopters of IFRS with a number of exemptions from full retrospective application of IFRS at the transition date. The Group consequently made the following policy choices for the preparation of its balance sheet at January 1, 2004:

- business combinations: the Group elected not to restate business combinations carried out prior to the IFRS transition date.
- employee benefits: all unamortized actuarial gains and losses arising on employee benefit obligations were recognized in a reserve account at the IFRS transition date.
- currency translation adjustments: at the IFRS transition date, the Group transferred to consolidated reserves all cumulative currency translation adjustments arising on the translation of the financial statements of its foreign subsidiaries.
- share-based payment: the Group elected to apply IFRS 2 to stock options issued after November 7, 2002 which had not yet fully vested at January 1, 2005.

The Group has applied IAS 32 and IAS 39 since January 1, 2004.

Note 34 Scope of consolidation

FULLY CONSOLIDATED COMPANIES AT DECEMBER 31, 2009

Type : Subsidiary (S) ; Branch (B) ; GIE (G).

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
Algeria	BV Algeria	S	100.00	100.00	100.00	100.00
Andorra	ECA Internacional Andorra	S	66.00	56.35	66.00	56.35
Andorra	Pirineu Payma	S	55.30	55.30	55.30	55.30
Andorra	ECA OCT Andorra	S	100.00	72.75	100.00	72.75
Andorra	Gimnot	S	100.00	70.75	100.00	70.75
Andorra	ECA Inspeccio i control	S	59.33	59.33	59.33	59.33
Andorra	ECA ITV	S	100.00	72.00	100.00	72.00
Angola	BV Angola	S	100.00	100.00	100.00	100.00
Argentina	BIVAC Argentina	S	100.00	100.00	100.00	100.00
Argentina	BV Argentina	S	100.00	100.00	100.00	100.00
Argentina	BVQI Argentina	S	100.00	100.00	100.00	100.00
Argentina	Servicios Internacionales Cesmec SA	S	100.00	100.00	100.00	100.00
Australia	Bureau Veritas Australia Pty Ltd	S	100.00	100.00	100.00	100.00
Australia	Bureau Veritas HSE	S	100.00	100.00	100.00	100.00
Australia	Bureau Veritas Asset Integrity & Reliability Services Australia	S	100.00	100.00	100.00	100.00
Australia	IRC Asset Optimization	S	100.00	100.00	100.00	100.00
Australia	CCI Holdings	S	100.00	100.00	100.00	100.00
Australia	Bureau Veritas International Trade	S	100.00	100.00	100.00	100.00
Australia	Carbon Consulting International	S	100.00	100.00	100.00	100.00
Australia	Bureau Veritas Asset Integrity & Reliability Services	S	100.00	100.00	100.00	100.00
Australia	Amdel	S	100.00	100.00	100.00	100.00
Australia	Amdel Holdings	S	100.00	100.00	100.00	100.00
Australia	Amdel Holdings Finance	S	100.00	100.00	100.00	100.00
Australia	IML	S	100.00	100.00	100.00	100.00
Australia	Ultra Trace	S	100.00	100.00	100.00	100.00
Australia	LabMark	S	100.00	100.00	100.00	100.00
Austria	BV SA - Austria	B	100.00	100.00	100.00	100.00
Austria	BV Austria	S	100.00	100.00	100.00	100.00
Austria	Bureau Veritas Certification Austria (formerly Zertiefizierung Bau)	S	100.00	100.00	100.00	100.00
Azerbaidjan	BV Azeri	S	100.00	100.00	100.00	100.00
Bahrein	BV SA - Bahrein	B	100.00	100.00	100.00	100.00
Bangladesh	BIVAC Bangladesh	S	100.00	100.00	100.00	100.00
Bangladesh	BVCPS Bangladesh	S	96.00	96.00	96.00	96.00
Bangladesh	BV Bangladesh Private Ltd	S	100.00	100.00	100.00	100.00
Belarus	BV Belarus Ltd	S	100.00	100.00	100.00	100.00

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
Belgium	BV SA - Belgium	B	100.00	100.00	100.00	100.00
Belgium	BV Marine Belgium & Luxembourg	S	100.00	100.00	100.00	100.00
Belgium	BV Certification Belgium	S	100.00	100.00	100.00	100.00
Belgium	AIBV	S	100.00	100.00	100.00	100.00
Benin	BV Bénin	S	100.00	100.00	100.00	100.00
Brazil	BV do Brasil	S	96.40	96.40	96.40	96.40
Brazil	BVQI do Brasil	S	100.00	100.00	100.00	100.00
Brazil	Tecnitas do Brasil	S	99.99	96.40	99.99	96.40
Brazil	MTL Engenharia	S	100.00	100.00	100.00	100.00
Brazil	Analytical solutions	S	100.00	98.16	100.00	98.16
Brunei	BV SA - Brunei	B	100.00	100.00	100.00	100.00
Bulgaria	BV Varna	S	100.00	100.00	100.00	100.00
Cameroon	BV Douala	S	100.00	100.00	100.00	100.00
Canada	BV Canada	S	100.00	100.00	100.00	100.00
Canada	ECA Vérification de Qualité	S	100.00	100.00	100.00	100.00
Canada	BV Certification Canada (formerly AQSR Canada Inc)	S	100.00	100.00	100.00	100.00
Canada	BV Ontario	S	100.00	100.00	100.00	100.00
Chad	BV Tchad	S	100.00	100.00	100.00	100.00
Chile	BV Chile	S	100.00	100.00	100.00	100.00
Chile	BVQI Chile	S	100.00	100.00	100.00	100.00
Chile	BV Chile Capacitacion Ltda	S	100.00	100.00	100.00	100.00
Chile	ECA Chile Formacion	S	100.00	100.00	99.90	99.90
Chile	ECA Control y Asesoramiento (formerly ECA Chile)	S	100.00	100.00	99.97	99.97
Chile	Cesmec Capacitacion	S	100.00	100.00	100.00	100.00
Chile	Cesmec Chile	S	100.00	100.00	100.00	100.00
Chile	Geoanalitica	S	100.00	100.00	100.00	100.00
Chile	Panamerica de leasing	S	100.00	100.00	100.00	100.00
China	BV Consulting Shangai	S	100.00	100.00	100.00	100.00
China	BVCPS Hong Kong	S	100.00	100.00	100.00	100.00
China	BVCPS Shangaï (formerly MTL Shangai)	S	85.00	85.00	60.00	60.00
China	LCIE China	S	100.00	100.00	100.00	100.00
China	BV SA - Hong Kong	B	100.00	100.00	100.00	100.00
China	BV Certification China (formerly Falide International Quality Assessment)	S	100.00	100.00	100.00	100.00
China	BV Certification Hong Kong	S	100.00	100.00	100.00	100.00
China	Tecnitas Far East	S	100.00	100.00	100.00	100.00
China	Bureau Veritas Hong Kong	S	100.00	100.00	100.00	100.00
China	Bivac Shangai	S	100.00	100.00	100.00	100.00
China	Guangzhou BVCPS	S	100.00	100.00	100.00	100.00
China	Safety Technology Holding	S	79.00	79.00	51.00	51.00
China	BV Bosun -Safety Technology	S	90.00	71.10	90.00	45.90

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
China	BVCPS HK (mainly Taiwan branch)	S	100.00	100.00	100.00	100.00
China	BV Shenzen	S	80.00	80.00	60.00	60.00
China	NDT Technology Holding	S	50.00	50.00	50.00	50.00
China	BV-Fairweather Inspection & Consultants	S	100.00	50.00	100.00	50.00
China	Bureau Veritas Marine China	S	100.00	100.00	-	-
China	ADT Shangai	S	100.00	100.00	-	-
Colombia	BV Colombia	S	100.00	100.00	100.00	100.00
Colombia	BVQI Colombia	S	100.00	100.00	100.00	100.00
Colombia	ECA Colombia	S	99.80	99.80	99.80	99.80
Congo	BV Congo	S	100.00	100.00	100.00	100.00
Congo	Bivac Congo	S	100.00	100.00	100.00	100.00
Croatia	BV Croatia	S	100.00	100.00	100.00	100.00
Cuba	BV SA - Cuba	B	100.00	100.00	100.00	100.00
Czech Republic	BV Czech Republic	S	100.00	100.00	100.00	100.00
Czech Republic	BV Certification Czech Republic	S	100.00	100.00	100.00	100.00
Denmark	BV SA - Denmark	B	100.00	100.00	100.00	100.00
Denmark	BV Certification Denmark	S	100.00	100.00	100.00	100.00
Denmark	Chemtox Trotters	S	100.00	100.00	100.00	100.00
Ecuador	BV Ecuador	S	100.00	100.00	100.00	100.00
Egypt	BV SA - Egypt	B	100.00	100.00	100.00	100.00
Egypt	BV Egypt	S	90.00	90.00	90.00	90.00
Equatorial Guinea	BV Equatorial Guinea	B	100.00	100.00	100.00	100.00
Estonia	BV Estonia	S	100.00	100.00	100.00	100.00
Finland	BV SA - Finland	B	100.00	100.00	100.00	100.00
France	BV SA – France	B	100.00	100.00	100.00	100.00
France	BV International	S	100.00	100.00	100.00	100.00
France	BV France	S	100.00	100.00	100.00	100.00
France	BVCPS France	S	100.00	100.00	100.00	100.00
France	Bivac International	S	100.00	100.00	100.00	100.00
France	BV Certification France	S	100.00	100.00	100.00	100.00
France	BV Certification Holding	S	100.00	100.00	100.00	100.00
France	CEP Industrie	S	100.00	100.00	100.00	100.00
France	Sedhyca	S	100.00	100.00	100.00	100.00
France	Tecnitas	S	100.00	100.00	100.00	100.00
France	LCIE France	S	100.00	100.00	100.00	100.00
France	Qualité France	S	98.85	98.85	98.85	98.85
France	Transcable	S	100.00	100.00	100.00	100.00
France	BV SA Mayotte	B	100.00	100.00	100.00	100.00
France	SSICOOR	S	100.00	100.00	100.00	100.00
France	ECS	S	100.00	100.00	100.00	100.00
France	Arcalia	S	100.00	88.33	50.33	50.33
France	Coreste	S	99.60	99.60	99.60	99.60

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
France	Ecalis	S	100.00	100.00	100.00	100.00
France	Bureau Veritas Laboratoires	S	100.00	100.00	100.00	100.00
France	CODDE	S	100.00	100.00	80.00	80.00
France	Bureau Veritas Opérations France	S	100.00	100.00	100.00	100.00
France	Payma Cotas France	S	100.00	100.00	-	-
France	GIE Sécurité Aviation Civile- France	G	90.00	90.00	45.00	45.00
Gabon	BV Gabon	S	100.00	100.00	100.00	100.00
Germany	BV SA - Germany	B	100.00	100.00	100.00	100.00
Germany	BV Certification Germany	S	100.00	100.00	100.00	100.00
Germany	IPM	S	100.00	100.00	100.00	100.00
Germany	BV Germany Holding GmbH	S	100.00	100.00	100.00	100.00
Germany	Bureau Veritas Industry Services	S	100.00	100.00	100.00	100.00
Germany	BVCPS Germany	S	100.00	100.00	100.00	100.00
Germany	One Tüv	S	67.00	67.00	67.00	67.00
Germany	BV E&E PS (formerly Innova)	S	100.00	100.00	100.00	100.00
Germany	BV Brandschutz Services (formerly Ziller Ass)	S	100.00	100.00	100.00	100.00
Ghana	BIVAC Ghana	S	100.00	100.00	100.00	100.00
Greece	BV SA - Greece	B	100.00	100.00	100.00	100.00
Greece	BV Certification Hellas	S	100.00	100.00	100.00	100.00
Guatemala	BVCPS Guatemala	S	100.00	100.00	100.00	100.00
Guinea	BIVAC Guinea	S	100.00	100.00	100.00	100.00
Guinea	BV Guinea	S	100.00	100.00	100.00	100.00
Hungary	BV Hungary	S	100.00	100.00	100.00	100.00
India	BV SA - India	B	100.00	100.00	100.00	100.00
India	BVIS – India	S	96.90	96.90	96.90	96.90
India	BV Certification India	S	100.00	100.00	100.00	100.00
India	BVCPS India Ltd	S	100.00	100.00	100.00	100.00
India	Bureau Veritas India	S	100.00	100.00	100.00	100.00
Indonesia	BV Indonesia	S	100.00	100.00	100.00	100.00
Indonesia	BVCPS Indonesia	S	85.00	85.00	85.00	85.00
Iran	BV SA - Iran	B	100.00	100.00	100.00	100.00
Ireland	BV SA - Ireland	B	100.00	100.00	100.00	100.00
Ireland	BV Ireland Ltd	S	100.00	100.00	100.00	100.00
Italy	BV Italia	S	100.00	100.00	100.00	100.00
Italy	BV Italia Holding spa (formerly BVQI Italie)	S	100.00	100.00	100.00	100.00
Italy	Nexta	S	100.00	100.00	100.00	100.00
Italy	BV Sciro	S	100.00	100.00	100.00	100.00
Ivory Coast	BV Côte d'Ivoire	S	100.00	100.00	100.00	100.00
Ivory Coast	Bivac Scan CI	S	100.00	99.99	100.00	99.99
Ivory Coast	Bureau Veritas Mineral Laboratories	S	100.00	100.00	-	-
Japan	BV SA - Japon	B	100.00	100.00	100.00	100.00

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
Japan	BV Japan	S	100.00	100.00	100.00	100.00
Japan	Nihon Testing	S	100.00	100.00	100.00	100.00
Japan	Bureau Veritas Human Tech	S	100.00	100.00	100.00	100.00
Kazakhstan	BVI Ltd Kazakhstan	B	100.00	100.00	100.00	100.00
Kazakhstan	BV Kazakhstan Industrial Services LLP	S	60.00	60.00	60.00	60.00
Kazakhstan	BV Kazakhstan	S	100.00	100.00	100.00	100.00
Kenya	BV Kenya	S	99.90	99.90	99.90	99.90
Kuwait	BV SA – Koweit	B	100.00	100.00	100.00	100.00
Latvia	Bureau Veritas Latvia	S	100.00	100.00	100.00	100.00
Lebanon	BV Lebanon	S	100.00	100.00	100.00	100.00
Lithuania	BV Lithuania	S	100.00	100.00	100.00	100.00
Luxembourg	Soprefira	S	100.00	100.00	100.00	100.00
Luxembourg	BV Luxembourg	S	100.00	100.00	100.00	100.00
Malaysia	BV Malaysia	S	49.00	49.00	49.00	49.00
Malaysia	BV Certification Malaysia (formerly BVQI Malaysia)	S	100.00	100.00	100.00	100.00
Mali	BV Mali	S	100.00	100.00	100.00	100.00
Malta	BV SA - Malta	B	100.00	100.00	100.00	100.00
Mauritania	BV SA - Mauritania	B	100.00	100.00	100.00	100.00
Mauritius	BV SA - Mauritius	B	100.00	100.00	100.00	100.00
Mexico	BV Mexicana	S	100.00	100.00	100.00	100.00
Mexico	BVCPS Mexico	S	100.00	100.00	100.00	100.00
Mexico	BVQI Mexico	S	100.00	100.00	100.00	100.00
Mexico	AQSR de RL de CV	S	100.00	100.00	100.00	100.00
Mexico	ECA Mexico	S	99.85	99.85	99.85	99.85
Monaco	BV Monaco	S	99.96	99.96	99.96	99.96
Morocco	BV SA - Morocco	B	100.00	100.00	100.00	100.00
Morocco	BV Morocco (formerly BV Certification Maroc)	S	100.00	100.00	100.00	100.00
Mozambique	BV SA - Mozambique	B	100.00	100.00	100.00	100.00
Mozambique	Bureau Veritas Controle	S	100.00	100.00	100.00	100.00
Namibia	Bureau Veritas Namibie	S	100.00	100.00	100.00	100.00
Netherlands	BV SA - Netherlands	B	100.00	100.00	100.00	100.00
Netherlands	BIVAC Rotterdam	S	100.00	100.00	100.00	100.00
Netherlands	BIVAC World market	S	100.00	100.00	100.00	100.00
Netherlands	BV Certification Netherlands	S	100.00	100.00	100.00	100.00
Netherlands	Bureau Veritas Metingen, Inspecties & Validities BV	S	100.00	100.00	100.00	100.00
Netherlands	Nagtglas Versteeg Inspecties BV	S	100.00	100.00	100.00	100.00
Netherlands	Risk Control BV	S	100.00	100.00	100.00	100.00
Netherlands	DASS BV	S	100.00	100.00	100.00	100.00
Netherlands	Inspecties Beheer BV	S	100.00	100.00	100.00	100.00
Netherlands	BV Marine Netherlands	S	100.00	100.00	100.00	100.00

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
Netherlands	BV Nederland Holding	S	100.00	100.00	-	-
New Caledonia	BV SA - New Caledonia	B	100.00	100.00	100.00	100.00
New Zealand	BV New Zealand	S	100.00	100.00	100.00	100.00
New Zealand	Amdel Holdings	S	100.00	100.00	100.00	100.00
New Zealand	New Zealand Laboratory Services	S	100.00	100.00	100.00	100.00
Nigeria	BV Nigeria	S	60.00	60.00	60.00	60.00
Norway	BV SA - Norway	B	100.00	100.00	100.00	100.00
Norway	BV Norway (formerly Chemtox -Norge AS)	S	100.00	100.00	100.00	100.00
Oman	BV SA - Oman	B	100.00	100.00	100.00	100.00
Pakistan	BVCPS Pakistan	S	80.00	80.00	80.00	80.00
Pakistan	BV Pakistan	S	100.00	100.00	100.00	100.00
Panama	BV Panama	S	100.00	100.00	100.00	100.00
Paraguay	BIVAC Paraguay	S	100.00	100.00	100.00	100.00
Peru	BV Peru	S	100.00	100.00	100.00	100.00
Peru	BIVAC Peru	S	100.00	100.00	100.00	100.00
Peru	Cesmec Peru	S	100.00	100.00	100.00	100.00
Philippines	BV SA - Philippines	B	100.00	100.00	100.00	100.00
Poland	BV Poland	S	100.00	100.00	100.00	100.00
Poland	BV Certification Poland	S	100.00	100.00	100.00	100.00
Portugal	BV SA - Portugal	B	100.00	100.00	100.00	100.00
Portugal	BV Certification Portugal	S	100.00	100.00	100.00	100.00
Portugal	Rinave Registro Int'l Naval	S	100.00	100.00	100.00	100.00
Portugal	Rinave Consultadorio y Servicios	S	100.00	100.00	100.00	100.00
Portugal	Rinave Qualidade y Seguranca	S	100.00	100.00	100.00	100.00
Portugal	ECA Totalinspe	S	100.00	100.00	100.00	100.00
Portugal	Infoloures	S	55.00	33.00	55.00	33.00
Portugal	BV Paymacotas Portugal (formerly EIFC)	S	100.00	60.00	100.00	60.00
Portugal	BIVAC Iberica	S	100.00	100.00	100.00	100.00
Qatar	BV SA - Qatar	B	100.00	100.00	100.00	100.00
Romania	BV Romania CTRL	S	100.00	100.00	100.00	100.00
Russia	BV Russia	S	100.00	100.00	100.00	100.00
Russia	Bureau Veritas Certification Russia	S	100.00	100.00	100.00	100.00
Saudi Arabia	BV SA - Saudi Arabia	B	100.00	100.00	100.00	100.00
Saudi Arabia	BV SATS	S	60.00	60.00	60.00	60.00
Senegal	BV - Senegal	S	100.00	100.00	100.00	100.00
Serbia	Bureau Veritas DOO	S	100.00	100.00	100.00	100.00
Singapore	BV SA - Singapore	B	100.00	100.00	100.00	100.00
Singapore	BVCPS Singapore	S	100.00	100.00	100.00	100.00
Singapore	BV Certification Singapore (formerly BVQI Singapore)	S	100.00	100.00	100.00	100.00
Singapore	Tecnitas	B	100.00	100.00	100.00	100.00
Slovakia	BV Slovakia	S	100.00	100.00	100.00	100.00

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
Slovakia	BV Certification Slovakia	S	100.00	100.00	100.00	100.00
Slovenia	BV SA - Slovenia	B	100.00	100.00	100.00	100.00
Slovenia	Bureau Veritas DOO	S	100.00	100.00	100.00	100.00
South Africa	BV SA - South Africa	B	100.00	100.00	100.00	100.00
South Africa	BV South Africa	S	70.00	70.00	70.00	70.00
South Korea	BV SA - South Korea	B	100.00	100.00	100.00	100.00
South Korea	BV Certification Korea (formerly BVQI Korea)	S	100.00	100.00	100.00	100.00
Spain	BV SA - Spain	B	100.00	100.00	100.00	100.00
Spain	IPM Spain	S	100.00	100.00	100.00	100.00
Spain	BV Espanol	S	99.92	99.92	99.32	99.32
Spain	BV Certification Spain	S	100.00	100.00	100.00	100.00
Spain	ECA Entidad Colaborada De La Administración, SAU	S	100.00	100.00	100.00	100.00
Spain	ECA Preven SAU	S	100.00	100.00	100.00	100.00
Spain	Activa, Innovación Y Servicios, SAU	S	100.00	100.00	100.00	100.00
Spain	Idt Docuteca, SA	S	100.00	100.00	100.00	100.00
Spain	Servi Control SL	S	100.00	100.00	100.00	100.00
Spain	Geopayma SAU	S	100.00	100.00	100.00	100.00
Spain	Payject Xxi SA	S	55.00	55.00	55.00	55.00
Spain	Payma Cotas SAU	S	100.00	100.00	100.00	100.00
Spain	BV Comercio Internacional (formerly ECA Control Engineering International SA)	S	100.00	100.00	100.00	100.00
Spain	Instituto De La Calidad, SAU	S	100.00	100.00	100.00	100.00
Spain	BV Formacion (formerly ECA Instituto De Tecnología Y Formación, SA)	S	95.00	95.00	95.00	95.00
Spain	Prevenout	S	65.00	65.00	65.00	65.00
Spain	A77 Servicios Y Contratas, S.L.	S	100.00	100.00	100.00	100.00
Spain	Aceplus, Servicios Integrales, SAU	S	100.00	100.00	100.00	100.00
Spain	ECA Global'S Investments,Heritage And Assets, SLU	S	100.00	100.00	100.00	100.00
Spain	Gimnot Innovación Y Servicios, SAU	S	100.00	100.00	100.00	100.00
Spain	BV Inversiones SA (formerly Inversiones Y Patrimonios De ECA Global, SA)	S	100.00	100.00	100.00	100.00
Sri Lanka	BVCPS Lanka	S	100.00	100.00	100.00	100.00
Sri Lanka	BV Lanka ltd	S	100.00	100.00	100.00	100.00
Sweden	BV SA - Sweden	B	100.00	100.00	100.00	100.00
Sweden	BV Certification Sweden	S	100.00	100.00	100.00	100.00
Sweden	Chemtox Sverige	S	100.00	100.00	100.00	100.00
Switzerland	Bivac Switzerland	S	100.00	100.00	100.00	100.00
Switzerland	BV Certification Switzerland	S	100.00	100.00	100.00	100.00
Tahiti	BV SA - Tahiti	B	100.00	100.00	100.00	100.00
Taiwan	BV SA - Taiwan	B	100.00	100.00	100.00	100.00
Taiwan	BV Certification Taiwan	S	100.00	100.00	100.00	100.00

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
Taiwan	BV Taiwan	S	100.00	100.00	100.00	100.00
Taiwan	Advance Data Technology	S	99.10	99.10	99.10	99.10
Thailand	BV Thailand	S	49.00	49.00	49.00	49.00
Thailand	BV Certification Thailand	S	49.00	49.00	49.00	49.00
Thailand	BVCPS Thailand	S	100.00	100.00	100.00	100.00
Togo	BV Togo	S	100.00	100.00	100.00	100.00
Tunisia	BV SA - Tunisie	B	100.00	100.00	100.00	100.00
Tunisia	BV SA - MST - Tunisia	B	100.00	100.00	100.00	100.00
Tunisia	STCV - Tunisia	S	49.98	49.98	49.98	49.98
Turkey	BV Gozetim Hizmetleri	S	100.00	100.00	100.00	100.00
Turkey	BVCPS Turkey	S	100.00	100.00	100.00	100.00
Ukraine	BV Ukraine	S	100.00	100.00	100.00	100.00
Ukraine	BV Certification Ukraine	S	100.00	100.00	100.00	100.00
Ukraine	CCI Ukraine	S	100.00	100.00	100.00	100.00
United Arab Emirates	BV SA - Abu Dhabi	B	100.00	100.00	100.00	100.00
United Arab Emirates	BV SA - Dubai	B	100.00	100.00	100.00	100.00
United Kingdom	BV SA - United Kingdom	B	100.00	100.00	100.00	100.00
United Kingdom	BV Certification Ltd - UK	S	100.00	100.00	100.00	100.00
United Kingdom	BV Certification Holding	B	100.00	100.00	100.00	100.00
United Kingdom	BV Inspection UK	S	100.00	100.00	100.00	100.00
United Kingdom	BV UK Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	Weeks Technical Services	S	100.00	100.00	100.00	100.00
United Kingdom	Bureau Veritas Consulting	S	100.00	100.00	100.00	100.00
United Kingdom	Bureau Veritas Laboratories Limited	S	100.00	100.00	100.00	100.00
United Kingdom	Pavement Technologies Limited	S	75.00	75.00	75.00	75.00
United Kingdom	Bureau Veritas Consumer Products Services UKLtd	S	100.00	100.00	100.00	100.00
United Kingdom	LJ Church Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	Technicare	S	100.00	100.00	100.00	100.00
United Kingdom	Tenpleth UK	S	100.00	100.00	100.00	100.00
United Kingdom	Casella Consulting Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	BV HS&E	S	100.00	100.00	100.00	100.00
United Kingdom	Winton	S	100.00	100.00	100.00	100.00
United Kingdom	Casella Science & Environment	S	100.00	100.00	100.00	100.00
United Kingdom	Casella Analytic	S	100.00	100.00	100.00	100.00
United Kingdom	BV B&I Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	Winton Holding	S	100.00	100.00	100.00	100.00
United Kingdom	Merchandise Testing Laboratories Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	X Reference Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	Bureau Veritas Consumer Products Services Holding UK Ltd	S	100.00	100.00	100.00	100.00

Country	Company	Type	2009		2008	
			% control	% interest	% control	% interest
United Kingdom	BV UK Holding Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	JMD Group Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	JMD Fabrication Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	JMD International Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	JMD Software Solutions Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	JMD Rotordynamics Ltd	S	100.00	100.00	100.00	100.00
United Kingdom	JM Dynamics Ltd	S	100.00	100.00	100.00	100.00
United States	BVHI – USA	S	100.00	100.00	100.00	100.00
United States	BV Certification North America	S	100.00	100.00	100.00	100.00
United States	BVCPS Inc	S	100.00	100.00	100.00	100.00
United States	BV Marine Inc	S	100.00	100.00	100.00	100.00
United States	US Laboratories Inc	S	100.00	100.00	100.00	100.00
United States	Bureau Veritas North America	S	100.00	100.00	100.00	100.00
United States	Bivac North America	S	100.00	100.00	100.00	100.00
United States	One Cis Insurance	S	100.00	100.00	100.00	100.00
United States	Curtis Strauss	S	100.00	100.00	100.00	100.00
United States	NEIS	S	100.00	100.00	100.00	100.00
Venezuela	BV Venezuela	S	100.00	100.00	100.00	100.00
Venezuela	BVQI Venezuela	S	100.00	100.00	100.00	100.00
Venezuela	AQSR de Suramerica	S	100.00	100.00	100.00	100.00
Vietnam	BV Vietnam	S	100.00	100.00	100.00	100.00
Vietnam	BV Certification Vietnam (formerly BVQI Vietnam)	S	100.00	100.00	100.00	100.00
Vietnam	BV Consumer Product Services Vietnam Ltd	S	100.00	100.00	100.00	100.00
Vietnam	BV CPS Vietnam (formerly Kotiti)	S	100.00	100.00	100.00	100.00

COMPANIES ACCOUNTED FOR BY THE EQUITY METHOD

		2009		2008	
		% control	% interest	% control	% interest
France	ATSI - France	49.92	49.92	49.92	49.92
United Kingdom	BV EM & I Limited	50.00	50.00	50.00	50.00

4.3. Statutory Auditors' report on the consolidated financial statements

(Year ended December 31, 2009)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended December 31, 2009, on:

- the audit of the accompanying consolidated financial statements of Bureau Veritas SA;
- 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 consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group at December 31, 2009 and of the results of its operations for the year then ended in accordance with the International Financial Reporting Standards as adopted by the European Union.

II - JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Article L.823-9 of the French Commercial Code *(Code de commerce)* relating to the justification of our assessments, we bring to your attention the following matters:

Your Company tests goodwill for impairment annually, and also assesses whether there is an indication that intangible assets may be impaired, in accordance with the methods described in Notes 2.6, 2.9 and 9 to the consolidated financial statements. The estimates made during the preparation of the financial statements are uncertain by nature and this year were performed within a context presenting particular difficulties in assessing the economic outlook. Our work consisted in examining the methods used to implement these impairment tests as well as the related cash flow forecasts and assumptions, reviewing the resulting calculations, and verifying that the disclosures in the notes to the consolidated financial statements are 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 presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Neuilly-sur-Seine and Paris, April 12, 2010

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

5

2009 Statutory financial statements

5.1. Bureau Veritas SA statutory financial statements

Balance sheet at December 31

(in thousands of euros)	Notes	Gross value	Depr., amort. and impair.	2009 net	2008 net
Assets					
Intangible assets	1	67,403	(20,595)	46,808	35,025
Property, plant and equipment	1	83,132	(50,079)	33,053	32,529
Long-term investments	2	1,526,981	(41,549)	1,485,432	1,360,999
Total non-current assets		**1,677,516**	**(112,223)**	**1,565,293**	**1,428,553**
Work-in-progress		33,479	-	33,479	36,092
Trade receivables	4	239,965	(6,972)	232,993	245,753
Other receivables	4	333,350	(4,328)	329,022	238,224
Marketable securities	4	7,753	-	7,753	51,906
Cash at bank and on hand		29,648	-	29,648	24,137
Total current assets		**644,195**	**(11,300)**	**632,895**	**596,112**
Accrual accounts					
Prepaid expenses	4	10,345	-	10,345	9,583
Currency translation losses		21,900	-	21,900	38,146
TOTAL ASSETS		**2,353,956**	**(123,523)**	**2,230,433**	**2,072,394**
Equity and liabilities					
Share capital				13,091	13,032
Share premium				116,029	112,039
Reserves and retained earnings				426,895	422,573
Profit for the year				104,052	80,436
Regulated provisions				2,384	2,483
Total equity	**3**			**662,451**	**630,563**
Provisions for other liabilities and charges	**5**			**147,595**	**146,597**
Payables					
Bank borrowings	4			798,837	764,585
Trade payables	4			67,379	75,421
Other payables	4			461,832	384,271
Accrual accounts					
Prepaid income	4			51,345	49,087
Currency translation gains				40,994	21,870
TOTAL EQUITY AND LIABILITIES				**2,230,433**	**2,072,394**

Income statement

(in thousands of euros)	Notes	2009	2008
Revenue	7	869,666	830,608
Other income		158,237	152,167
Total operating income		**1,027,903**	**982,775**
Operating expenses			
Supplies		(628)	(808)
Other purchases and external charges		(303,241)	(276,397)
Taxes other than on income		(26,048)	(26,462)
Wages and salaries		(353,149)	(347,272)
Payroll taxes		(144,752)	(141,320)
Depreciation, amortization and impairment			
Depreciation and amortization of non-current assets		*(10,159)*	*(8,596)*
Change in provisions on operating items		*(687)*	*(1,825)*
Other expenses		(43,182)	(49,674)
Operating profit		**146,057**	**130,421**
Net financial income/(expense)	8	11,300	(16,520)
Profit from ordinary operations before income tax		**157,357**	**113,901**
Net exceptional expense	9	(30,652)	(21,674)
Income tax expense	10	(22,653)	(11,791)
PROFIT FOR THE YEAR		**104,052**	**80,436**

Statement of cash flows

(in thousands of euros)	2009	2008
Cash flow from operations	125,626	136,651
Change in working capital	58,571	(28,261)
Net cash from operating activities	**184,197**	**108,390**
Capital expenditure	(17,725)	(21,088)
Acquisitions of equity interests	(141,139)	(605,109)
Sales of equity interests	27	900
Sales of non-current assets	970	96
Change in loans and other financial assets	696	(808)
Net cash used in investing activities	**(157,171)**	**(626,009)**
Capital increase	4,048	3,540
Purchases of treasury shares, net	(4,193)	(200)
Dividends paid [(a)]	(77,629)	(64,332)
Net cash used in financing activities	**(77,774)**	**(60,992)**
Decrease (increase) in net debt	**(50,748)**	**(578,611)**
Decrease (increase) in gross debt	*(14,199)*	*(592,057)*
Increase (decrease) in cash and cash equivalents	*(36,549)*	*13,446*
Cash and cash equivalents at beginning of year	72,386	58,940
Cash and cash equivalents at end of year	**35,837**	**72,386**

(a) Dividends paid include the related transaction expenses amounting to €0.1 million.

5.2. Notes to the statutory financial statements

Summary of significant accounting policies

The balance sheet and income statement are prepared in accordance with the French Commercial Code (*Code du commerce*), French chart of accounts and French generally accepted accounting principles as defined by Regulation CRC 99-03.

The financial statements are prepared based on the going concern, consistency of accounting methods and accrual basis principles.

The Company is organized as a head office with a number of branches based within and outside France. The branches are fairly autonomous with regard to financial and managerial matters. Each entity keeps its own accounts, which are linked to the head office accounting system via an intercompany account.

Financial statements of foreign branches are translated using the closing rate method: assets and liabilities are translated at the year-end exchange rate, while income statement items are translated at the average exchange rate for the year. All resulting currency translation differences are recognized directly in equity.

MEASUREMENT METHODS

Non-current assets

Non-current assets are carried at historical cost, in particular assets located outside France. The exchange rate applied to the currency in which the assets were purchased is the rate prevailing at the acquisition date.

Intangible assets

Software developed in-house is capitalized in accordance with the benchmark treatment. The cost of production for own use includes all costs directly attributable to analyzing, programming, testing and documenting software specific to Bureau Veritas' activities.

Software is amortized over its estimated useful life, which does not currently exceed seven years.

Property, plant and equipment

Depreciation is provided according to the straight-line or declining balance method, depending on the asset concerned. The following useful lives generally apply:

Buildings	20 to 25 years
Fixtures and fittings, machinery and equipment:	
• Fixtures and fittings	10 years
• Machinery and equipment	5 to 10 years
Other property, plant and equipment:	
• Vehicles	4 to 5 years
• Office equipment	5 to 10 years
• IT equipment	3 to 5 years
• Furniture	10 years

Long-term investments

Equity investments are carried in the balance sheet at acquisition cost or subscription price.

Subsidiaries and affiliates are generally measured based on the Company's share in their net book assets, adjusted where appropriate for items with an economic value that are not recorded in the accounting books.

A provision for impairment is booked for any difference between the value in use and gross value of the investments.

Current assets

Work-in-progress

Work-in-progress is measured using the percentage-of-completion method. Short-term contracts whose value is not material continue to be valued using the completed contract method.

An impairment provision is booked when net realizable value falls below book value. In this case, work-in-progress is reported directly on a net basis.

The provision is calculated for each contract based on the projected margin as revised at year-end. Losses on completion are recognized on any onerous contracts.

Trade receivables

Provisions for impairment of trade receivables are booked to cover any risks of non-collection that may arise. Provisions are based on a case-by-case analysis of receivables, except for non-material amounts for which statistical provisions are calculated based on collection experience.

At December 31, 2009, the provision was booked based on the same criteria as those used at end-2008:

- customers in liquidation are fully provided for,
- while customers subject to legal proceedings are provided for at a rate of 50%.

Accrual accounts

Prepaid expenses

This caption includes operating expenses recognized in 2009 but relating to subsequent reporting periods.

Currency translation losses

This item represents translation losses on foreign currency credit notes, receivables and payables.

Since there are no corresponding hedging instruments, translation losses are covered by a provision for the same amount in liabilities.

Foreign currency borrowings hedged by designated currency swaps and those hedged by current accounts with subsidiaries in the same currencies with broadly similar maturities are treated as aggregate currency exposures. The provision recognized is limited to the amount by which unrealized translation losses exceed unrealized translation gains.

Equity and liabilities

Currency translation reserves

The functional currency of independent foreign entities is used as their measurement currency. As a result, historical cost data is expressed in foreign currency. The closing rate method is therefore used to translate the financial statements of foreign branches.

Accordingly:

- balance sheet items (except for the intercompany account) are translated at the year-end exchange rate;
- income statement items are translated at the average exchange rate for the year;
- the intercompany account continues to be carried at a historical exchange rate.

Pensions and other employee benefit obligations

The Company has adopted the benchmark treatment for pensions and other employee benefit obligations and recognizes all such obligations in the balance sheet. Actuarial gains and losses resulting from changes in assumptions or in the valuation of assets are recognized in full in the income statement.

Provisions for other liabilities and charges

Provisions for other liabilities and charges are recognized when the Company considers that at the end of the reporting period it has a present legal obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The costs which the Company ultimately incurs may exceed the amounts booked to provisions for claims and disputes due to a variety of factors such as the uncertain nature of the outcome of the dispute. Provisions for claims and disputes whose outcome will only be known in the long term are measured at the present value of the expenditures expected to be required to settle the obligation concerned, using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized in "Other financial expense" in the income statement.

Derivative financial instruments

A provision is booked in liabilities if any derivative financial instruments traded over-the-counter that do not meet the criteria for hedge accounting have a negative market value.

Accrual accounts

Currency translation gains

This account includes gains on the translation of the Company's foreign currency credit notes, receivables and payables at December 31.

Prepaid income

This account represents the portion of contract billing in excess of the percentage-of-completion (see note concerning revenue below).

INCOME STATEMENT

Presentation method

The income statement is presented in list format. Income and expense items are classified to successively show operating, financial and exceptional pre-tax and post-tax amounts.

Revenue and other income

Revenue is the value (excluding VAT) of services provided by the branches in the ordinary course of their business, after elimination of intra-company transactions.

Revenue is recognized on a percentage-of-completion basis. Short-term contracts whose value is not material are valued using the completed contract method.

Other income includes mainly royalties and expenses rebilled to customers and other Group entities.

Other operating income and expense

All other income and expense relating to the Company, head office, French and foreign branches are reported in this caption by type. Income and expense is recognized according to the local regulations in the countries in which the Group's branches are located. Depreciation and amortization are calculated using the usual methods (see non-current assets). Additions to provisions reflect amounts booked to cover a decline in value of external customer accounts and other operating provisions.

Financial income and expense

This caption includes:

- movements in provisions resulting from additions to and reversals from the merger deficit included in goodwill and the equity investments of certain subsidiaries;
- interest paid on borrowings and interest received on loans granted to Bureau Veritas SA subsidiaries, together with investment income;
- exchange differences on foreign currency loans and borrowings, and on operating transactions.

Exceptional income and expense

Exceptional income includes recoveries of receivables previously written off, insurance refunds and proceeds from sales of non-current assets and Bureau Veritas SA shares.

Exceptional expense includes miscellaneous penalties paid and the net book values of (i) non-current assets sold or decommissioned and (ii) Bureau Veritas SA shares.

Consolidation

Bureau Veritas SA is the parent and consolidating company of the Bureau Veritas Group, and is itself fully consolidated by the Wendel group.

Bureau Veritas SA is the head of a tax consolidation group set up pursuant to Articles 223 et seq. of the French General Tax Code *(Code général des impôts)*.

Significant events in 2009

- Change in shareholding structure: on March 5, 2009, the Wendel group sold 11 million shares as part of a private placement with accelerated bookbuilding. This transaction reduced then Wendel's interest in Bureau Veritas SA to 51.8%.
- Adoption of a new management structure based on a Board of Directors: at the Annual General Meeting of June 3, 2009, the shareholders of Bureau Veritas adopted a change in the Company's management structure, with a Board of Directors replacing the previous two-tier Supervisory Board/Management Board structure. The Company's bylaws were amended accordingly.
- Dividends: pursuant to the resolutions adopted by the June 3, 2009 Annual General Meeting, on June 16, 2009 the Company paid eligible shareholders a dividend of €0.72 per share in respect of 2008. This represented a total amount of €77.6 million, including related financial expenses of €0.1 million.
- Contingent liabilities: European Commission Inspection.

  Like all other European IACS-member ship classification firms, on January 29 and 30, 2008, at its headquarters, Bureau Veritas underwent an inspection by the European Commission aimed at identifying any agreements, decisions and/or restrictive business practices involving the Company, the IACS or other IACS members, infringing Articles 81/82 of the EU Treaty (now Articles 101 and 102 of the Treaty on the Functioning of the European Union) and Articles 53 and/or 54 of the EEE Agreement regarding the ship classification services sector.

  On October 14, 2009, the European Commission terminated these proceedings, after having accepted the commitments made by the Company, the IACS and the other IACS members but without finding the Company, the IACS or the other IACS members liable or ordering them to pay any related fines or penalties. The commitments made by the Company, the IACS and the other IACS members are legally binding for a period of five years ending in October 2014.

  There are no other government, administrative, legal or arbitration proceedings or investigations (including any proceedings of which Bureau Veritas is aware that are pending or that could implicate the Company) that could have, or have had over the last 12 months, a material impact on the Company's financial position or profitability.
- USD loan granted by RBS: in February 2009, the USD amortizable loans taken out with RBS by the subsidiaries BVHI and BVHK were transferred to Bureau Veritas SA for US$ 155.1 million and US$ 213.8 million, respectively. These loans are repayable in installments through to May 2013, and totaled US$ 120.6 million and US$ 166.3 million, respectively, at year-end 2009. The USD currency risk on the loan transferred by BVHK is hedged by a euro currency swap, while the loan transferred by BVHI is hedged by the debit balance of current accounts held in USD with Group subsidiaries. The remeasurement of these loans at December 31, 2009 generated currency translation gains, which were recognized in the Company's balance sheet. The remeasurement of the debit balance of the current accounts held with subsidiaries in USD generated currency translation losses. A provision was booked to cover the difference between these losses and the currency translation gains on the BVHI loan (€4 million).
- In July 2009, the Company set up a master agreement with a US investor concerning a multi-currency facility for US$ 225 million, able to be drawn down at any time over a period of three years. No drawdowns have been made to date.

Note 1 Non-current assets

NON-CURRENT ASSETS – GROSS VALUES

(in thousands of euros)	Jan. 1, 2009	Increases	Decreases	Reclassifications and other movements	Currency translation differences	Dec. 31, 2009
Goodwill	17,232	144	(2,931)	-	9	14,454
Other intangible assets	42,939	4,763	(508)	5,749	6	52,949
Intangible assets	**60,171**	**4,907**	**(3,439)**	**5,749**	**15**	**67,403**
Land	17	-	-	-	-	17
Buildings	262	-	-	-	-	262
Fixtures and fittings	17,496	1,939	(879)	-	(3)	18,553
Machinery and equipment	24,482	3,169	(545)	-	3	27,109
Vehicles	2,718	338	(259)	-	23	2,820
Furniture and office equipment	13,866	756	(315)	-	15	14,322
IT equipment	17,322	2,798	(2,432)	-	76	17,764
Construction in progress	2,880	5,164	-	(5,759)	-	2,285
Property, plant and equipment	**79,043**	**14,164**	**(4,430)**	**(5,759)**	**114**	**83,132**
Investments in subsidiaries and affiliates	1,386,302	140,173	(19,381)	(1,338)	-	1,505,756
Investments in non-consolidated companies	116	61	(4)	-	-	173
Deposits, guarantees and receivables	8,045	956	(2,910)	-	118	6,209
Treasury shares	17,837	24,240	(27,234)	-	-	14,843
Long-term investments	**1,412,300**	**165,430**	**(49,529)**	**(1,338)**	**118**	**1,526,981**
TOTAL	**1,551,514**	**184,501**	**(57,398)**	**(1,348)**	**247**	**1,677,516**

In 2009, Bureau Veritas SA subscribed to the capital increase carried out by its subsidiary Bureau Veritas International in an amount of €131,666,282.

At the time of its initial public offering in October 2007, Bureau Veritas acquired the entire share capital of Winvest 7, a company controlled by the Wendel group and key Bureau Veritas executives. Winvest 7's only assets were its shares in Bureau Veritas SA..

Winvest 7 was dissolved without liquidation in December 2007, as a result of which Bureau Veritas SA obtained its own shares via a full asset transfer *(transmission universelle de patrimoine)*. This transaction gave rise to a merger deficit which was included in goodwill. The treasury shares repurchased were reported in long-term investments.

In 2009, a portion of these treasury shares were allocated to free share plans. The portion of the corresponding merger deficit included in goodwill was reversed through income.

DEPRECIATION, AMORTIZATION AND PROVISIONS FOR IMPAIRMENT OF NON-CURRENT ASSETS

	Jan. 1, 2009	Increases	Decreases	Reclassifications and other movements	Currency translation differences	Dec. 31, 2009
Goodwill	(9,097)		7,204			(1,893)
Other intangible assets	(16,049)	(3,109)	490	(35)	1	(18,702)
Intangible assets	**(25,146)**	**(3,109)**	**7,694**	**(35)**	**1**	**(20,595)**
Land						
Buildings	(119)	(8)				(127)
Fixtures and fittings	(6,697)	(1,482)	507		4	(7,668)
Machinery and equipment	(16,436)	(2,516)	434		1	(18,517)
Vehicles	(1,914)	(400)	224		(9)	(2,099)
Furniture and office equipment	(7,890)	(1,106)	286		(8)	(8,718)
IT equipment	(13,458)	(1,803)	2,368		(57)	(12,950)
Construction in progress						
Property, plant and equipment	**(46,514)**	**(7,315)**	**3,819**		**(69)**	**(50,079)**
Investments in subsidiaries and affiliates	(51,134)	(292)	10,041			(41,385)
Investments in non-consolidated companies	(103)			(61)		(164)
Deposits, guarantees and receivables						
Treasury shares	(64)		64			
Long-term investments	**(51,301)**	**(292)**	**10,105**	**(61)**		**(41,549)**
TOTAL	**(122,961)**	**(10,716)**	**21,618**	**(96)**	**(68)**	**(112,222)**

Following the rise in the Bureau Veritas SA share price, and the award of 144,750 Bureau Veritas SA shares to two corporate officers as part of the December 13, 2007 free share plan, at December 31, 2009, the Company wrote back the goodwill impairment provision by an amount of €7.2 million. This goodwill initially arose on the Winvest 7 asset transfer ("TUP"), comprising Bureau Veritas SA shares as the only asset.

The book value of goodwill is based on the average share price in December 2009.

Note 2 Investments in subsidiaries and affiliates

DETAILED INFORMATION ABOUT SUBSIDIARIES AND AFFILIATES WHOSE BOOK VALUE EXCEEDS 1% OF THE REPORTING COMPANY'S CAPITAL

	Share capital in foreign currency	Retained earnings in foreign currency	Average exchange rate		% interest
			Currency	2009	
BV International	843,677	523,968	EUR	1.000	100.00%
BVHI – USA	1	69,437	USD	0.717	100.00%
BV France	14,797	71,406	EUR	1.000	100.00%
BVCPS Singapore	100	684	SGD	0.494	100.00%
Bureau Veritas DOO	122	1,643	EUR	1.000	100.00%
BV Czech Republic	5,482	61,427	CZK	0.038	100.00%
BV Côte d'Ivoire	1,482,140	679,557	XOF	0.002	100.00%
ECS	262	1,112	EUR	1.000	100.00%
BVCPS Indonesia	2,665	83	IDR	0.069	100.00%
Rinave Registro Int'l Naval	250	450	EUR	1.000	100.00%
BVCPS France	143	487	EUR	1.000	100.00%
BV Gabon	919,280	515,496	XAF	0.002	100.00%
BV – Senegal	840,400	106,965	XOF	0.002	100.00%
BV Consulting China	6,673	13,692	CNY	0.105	100.00%
BV Venezuela	389	2,890	VEF	0.334	100.00%
BV Douala	431,050	125,142	XAF	0.002	100.00%
Merchandise Testing Lab Ltd	-	259	GBP	1.122	100.00%
BV Slovakia	416	(140)	EUR	1.000	100.00%
BV Vietnam	4,025	(582)	VND	0.040	100.00%
BV Bivac Switzerland	200	103	CHF	0.662	100.00%
BV Poland	248	3,499	PLN	0.231	100.00%
BVCPS India Ltd	10,844	128,796	INR	0.015	99.99%
BVCPS Thailand	4,000	5,228	THB	0.021	99.99%
BV Chile	665,120	287,315	CLP	0.001	99.98%
Soprefira	1,262	17,787	EUR	1.000	99.98%
BV Mexicana	25,785	2,756	MXN	0.053	99.96%
BV Colombia	1,542,236	1,738,108	COP	0.000	99.96%
BVCPS Turkey	975	(431)	TRY	0.462	99.94%
BV Lebanon	752,000	250,667	LBP	0.000	99.84%
BV Argentina	3,200	2,083	ARS	0.190	98.00%
BVCPS Bangladesh	10	67,951	BDT	0.010	98.00%
BVIS – India	1,933	(61,448)	INR	0.015	96.90%
BV do Brasil	1,042	14,667	BRL	0.361	96.40%
BV Gozetim Hizmetleri	2,241	6,402	TRY	0.462	94.17%
BV Japan	300,000	110,274	JPY	0.008	87.25%
BV Nigeria	40,000	448,070	NGN	0.005	60.00%
Affiliates (10% to 50%-owned by the Company)					
STCV - Tunisia	1,800	1,083	TND	0.532	49.88%
BV Inversiones, SA	7,222	118,746	EUR	1.000	42.92%
One Tüv	54	(366)	EUR	1.000	33.33%

Carrying amount of shares held		Loans and advances granted to consolidated subsidiaries and other companies	Guarantees and endorsements given by the Company	Last published revenue	Last published profit/(loss)	Dividends received by the Company during the year
Gross	Net					
1,270,571	1,270,571	3,279	-	-	95,721	-
74,346	51,939	148,934	-	-	3,862	-
73,971	73,971	-	-	-	3,601	1,662
13,408	858	-	-	5,006	469	566
4,086	3,769	-	232	4,948	297	204
2,692	2,692	-	9	5,625	528	107
2,260	2,260	-	91	8,218	1,656	765
2,065	1,683	-	-	2,149	310	338
1,901	1,351	-	-	3,803	1,084	-
1,578	659	1,440	31	1,270	(40)	136
1,496	808	-	-	4,087	160	-
1,376	1,376	-	-	3,647	487	244
1,281	1,281	-	21	2,985	489	700
867	867	-	60	23,852	2,593	3,982
782	782	-	-	2,927	177	-
657	657	-	4	1,019	168	79
453	292	-	-	-	-	-
326	307	-	-	542	31	-
273	273	-	211	2,939	273	239
198	150	-	17	754	(11)	33
152	152	-	7	6,841	1,972	1,124
4,652	4,652	-	2	9,007	2,695	890
169	169	13	-	798	39	33
1,109	1,109	-	378	10,137	560	141
1,262	1,262	-	-	-	2,560	-
2,061	1,807	-	1,667	10,211	301	207
809	809	-	-	4,492	476	305
642	642	432	-	2,756	391	-
446	446	-	276	1,669	241	433
3,426	2,573	-	2,658	26,047	1,752	1,420
675	675	-	-	6,637	2,936	2,865
219	219	-	27	990	1,472	-
841	841	-	1,686	65,514	7,645	6,015
185	185	-	229	22,070	4,385	4,284
1,950	1,950	-	-	42,520	4,685	3,658
507	507	-	-	3,227	477	-
230	230	-	40	3,078	527	113
27,618	27,618	43,954	-	43	(11,187)	-
143	143	-	-	4,571	646	195

GENERAL INFORMATION ABOUT OTHER SUBSIDIARIES AND AFFILIATES

	Share capital in foreign currency	Retained earnings in foreign currency	Average exchange rate		% interest
			Currency	2009	
BV Austria	296	(245)	EUR	1.000	100.00%
BV Guinea	803,590	(2,747,583)	GNF	0.000	100.00%
BV Mali	10,000	(1,693,132)	XOF	0.002	100.00%
BV CPS Vietnam Ltd	2,388	7,978	VND	0.040	100.00%
Bureau Veritas Latvia	175	7	LVL	1.417	100.00%
BV Congo	69,980	1,710,192	XAF	0.002	100.00%
BV Hungary	8,600	34,467	HUF	0.004	100.00%
IPM Spain	61	(526)	EUR	1.000	100.00%
BV Azeri	74	55	AZN	0.890	100.00%
BV Kazakhstan	11,100	234,725	KZT	0.005	100.00%
BV Ecuador	3	143	USD	0.717	100.00%
Bureau Veritas Marine China	7,588	-	CNY	0.105	100.00%
BV Russia	1,500	4,681	RUB	0.023	100.00%
BV Panama	50	634	PAB	0.717	100.00%
BV Varna	85	152	BGN	0.511	100.00%
BV Lithuania	150	115	LTL	0.290	100.00%
BV Romania CTRL	48	1,603	RON	0.236	100.00%
BV Inspection Malaysia	-	-	MYR	0.204	100.00%
BV Chad	10,000	(287,613)	XAF	0.002	100.00%
BV Estonia	233	266	EEK	0.064	100.00%
BV New Zealand	1	94	NZD	0.452	100.00%
BV Croatia	54	1,777	HRK	0.136	100.00%
Bureau Veritas D.O.O.	315	6,396	RSD	0.011	100.00%
BV Togo	1,000	(186,082)	XOF	0.002	100.00%
BV Benin	1,000	153,196	XOF	0.002	100.00%
BV Metingen, Insp & Validit BV	3,195	2,015	EUR	1.000	100.00%
Operendi SAS	-	-	EUR	1.000	100.00%
BV Moravia	-	-	CZK	0.038	100.00%
ANALAB PRAHA, Spol s.r.o.	-	-	CZK	0.038	100.00%
BV Marine Netherlands	18	9	EUR	1.000	100.00%
BV Bangladesh Private Ltd	5,500	14,910	BDT	0.010	99.99%
BV Lanka Ltd	5,000	6,309	LKR	0.006	99.99%
BV Monaco	150	19	EUR	1.000	99.92%
BV Marine Belgium & Luxembourg	62	85	EUR	1.000	99.92%
BV Luxembourg	31	36	EUR	1.000	99.90%
BV Kenya	2,000	13,541	KES	0.009	99.90%
BV Angola	1,980	414,259	AOA	0.009	99.83%
BV Algeria	500	4,662	DZD	0.010	99.80%
BVCPS Mexico	6,100	4,086	MXN	0.053	99.34%

Carrying amount of shares held		Loans and advances granted to consolidated subsidiaries and other companies	Guarantees and endorsements given by the Company	Last published revenue	Last published profit/(loss)	Dividends received by the Company during the year
Gross	Net					
961	59	70	5	608	14	-
763	-	352	-	201	(230)	-
149	-	-	-	9,191	(1,537)	-
127	127	257	-	4,463	419	-
111	111	-	-	1,771	180	-
107	107	-	-	6,251	775	621
92	92	-	-	2,647	155	169
61	-	-	-	175	(41)	-
60	60	-	-	430	34	-
59	-	2,210	-	1,438	(1,371)	-
55	55	-	168	1,690	137	161
54	54	-	-	46,958	15,273	-
47	47	-	-	5,996	208	382
47	47	-	-	733	306	216
45	45	-	3	2,025	522	626
30	30	-	-	2,489	396	463
28	28	-	1	3,446	962	968
23	-	-	-	-	-	-
15	-	377	-	-	(8)	-
15	15	-	-	1,589	253	262
8	8	172	-	1,514	68	-
8	8	-	28	4,767	1,098	767
4	4	-	-	627	212	317
2	-	275	-	-	(4)	-
2	2	67	-	533	186	-
-	-	8,681	142	5,835	(458)	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	6	17,920	7	-
88	88	-	4	433	67	47
47	47	-	-	210	68	33
79	79	-	-	648	(122)	574
61	61	-	62	7,429	1,329	908
31	31	-	-	380	130	379
19	19	-	-	1,251	271	191
73	73	1,522	-	40,184	(12,479)	-
5	5	445	3	1,284	261	-
68	68	-	-	2,028	566	425

	Share capital in foreign currency	Retained earnings in foreign currency	Average exchange rate		% interest
			Currency	2009	
BV Peru	237	609	PEN	0.239	99.04%
BV Indonesia	943	6,448	IDR	0.069	99.00%
Bureau Veritas India	500	177,061	INR	0.015	99.00%
BV Pakistan	2,000	6,869	PKR	0.009	99.00%
BV Ukraine	45	773	UAH	0.092	99.00%
BV Belarus Ltd	43,060	73,685	BYR	0.000	99.00%
BV Chile Capacitacion Ltda	954	185	CLP	0.001	99.00%
Bureau Veritas Controle	1,300	-	MZN	0.026	90.00%
BV Egypt	100	26,123	EGP	0.129	90.00%
BV SATS	2,000	(20,769)	SAR	0.191	60.00%
Affiliates (10% to 50% - owned by the Company)					
ATSI - France	80	528	EUR	1.000	49.92%
BV Thailand	4,000	(11,574)	THB	0.021	49.00%
BV Malaysia	350	22,237	MYR	0.204	49.00%
BV Italy	3,576	(3,913)	EUR	1.000	14.54%
Bivac International	5,337	1,249	EUR	1.000	0.01%
Other	-	-	EUR		
TOTAL					

Carrying amount of shares held		Loans and advances granted to consolidated subsidiaries and other companies	Guarantees and endorsements given by the Company	Last published revenue	Last published profit/(loss)	Dividends received by the Company during the year
Gross	Net					
64	64	-	689	9,527	859	601
100	100	342	-	4,185	330	652
49	49	-	333	11,461	1,159	707
25	25	-	11	1,287	215	-
21	21	-	-	3,952	734	353
15	15	-	-	347	64	24
1	1	78	3	1,008	360	172
38	38	326	-	-	23	-
22	22	-	38	4,377	927	-
266		8,125	19	1,546	(1,146)	-
38	38	-	-	-	29	41
63	63	-	3	5,021	998	2,140
18	18	-	61	8,821	977	-
9	9	2,636	-	46,721	2,536	-
-	-	-	-	-	21,004	-
-	-	-	-	-	-	16
1,505,756	**1,464,370**	**223,988**	**9,225**	**569,772**	**171,141**	**42,954**

Note 3 Shareholders' equity

SHARE CAPITAL

At December 31, 2009, share capital was composed of 109,096,410 shares with a par value of €0.12 each.

Movements in share capital during the year are shown below:

In number of shares	2009	2008
At January 1	108,600,755	116,159,775
Capital reduction	-	(8,000,000)
Exercise of stock options	495,655	440,980
At December 31	**109,096,410**	**108,600,755**

MOVEMENTS IN EQUITY IN 2009

Share capital at January 1, 2009	**13,032**
Share capital on exercise of options	59
Share capital at December 31, 2009	**13,091**
Share premium at January 1, 2009	112,039
Share premium on exercise of options	3,990
Share premium at December 31, 2009	**116,029**
Reserves at January 1, 2009	422,573
Retained earnings (2008 profit)	80,436
Dividend distribution (AGM of 06/16/2009) [(a)]	(77,630)
Currency translation differences	1,516
Reserves at December 31, 2009	**426,895**
2009 profit	**104,052**
Regulated provisions in 2009 (accelerated tax depreciation)	**2,384**
Total equity at December 31, 2009	**662,451**

(a) Dividends paid include the related finance costs amounting to €0.1 million.

BREAKDOWN OF EQUITY AT DECEMBER 31, 2009

Share capital	**13,091**
Share premium	**116,029**
Retained earnings	210,970
Legal reserve	1,711
Other reserves	214,214
Profit for the year	**104,052**
Regulated provisions	**2,384**
Total equity at December 31, 2009	**662,451**

Note 4 Receivables and payables

ANALYSIS OF RECEIVABLES

	Gross	1 year or less	More than 1 year
Trade receivables	239,965	239,965	-
Social security and other social taxes	607	607	-
Income tax	4,906	4,906	-
Other taxes, duties and similar levies	8,025	8,025	-
Joint ventures and economic interest groupings (EIG)	5,127	5,127	-
Receivable from Group and associated companies	311,272	311,272	-
Miscellaneous debtors	3,413	3,413	-
Marketable securities	7,753	7,753	-
Prepaid expenses	10,345	10,345	-
Total receivables	**591,413**	**591,413**	**0**

ANALYSIS OF PAYABLES

	Gross	1 year or less	Between 1 and 5 years	Beyond 5 years
Bank borrowings	785,794	59,358	471,425	255,011
Miscellaneous borrowings	13,043	13,043	-	-
Trade payables	67,379	67,379	-	-
Payable to employees	103,315	103,315	-	-
Social security and other social taxes	27,095	27,095	-	-
Value added tax	40,951	40,951	-	-
Other taxes, duties and similar levies	10,221	10,221	-	-
Payable to Group and associated companies	269,736	269,736	-	-
Other payables	10,514	10,514	-	-
Prepaid income	51,345	51,345	-	-
Total payables	**1,379,394**	**652,957**	**471,425**	**255,011**

Note 5 Provisions

A PROVISIONS FOR IMPAIRMENT OF ASSETS

	2009	2008
Long-term investments	41,549	51,301
Inventories and work-in-progress	-	-
Trade receivables	6,972	5,319
Other receivables	4,328	3,935
Provisions for impairment of assets	**52,849**	**60,555**

B REGULATED PROVISIONS CARRIED IN LIABILITIES

	2009	2008
Regulated provisions	**2,384**	**2,483**

Regulated provisions comprise accelerated tax amortization recognized on capitalized software costs and on acquisition fees for shares acquired since 2007.

C PROVISIONS FOR OTHER LIABILITIES AND CHARGES

	2009	2008
Pensions and other employee benefits	70,864	64,150
Contract-related disputes	34,671	37,240
Provision for exchange losses	8,340	17,869
Other contingencies	31,948	25,861
Losses on completion	1,772	1,477
Provisions for other liabilities and charges	**147,595**	**146,597**

The provision for termination benefits and other employee benefits takes into account a discount rate based on the yield on IBOXX Euro Corporate AA 10-year bonds. The discount rate used for France was 5.30% at end-2009 and 6% at end-2008. The increase in the provision in 2009 can chiefly be explained by this decrease in the discount rate.

Movements during the year are shown below:

	2009	2008
At January 1	**146,597**	**108,668**
Additions	42,900	62,747
Reversals (utilized provisions)	(31,296)	(13,475)
Reversals (surplus provisions)	(11,041)	(10,940)
Other movements	435	(403)
AT DECEMBER 31	**147,595**	**147,597**

Bureau Veritas and its subsidiaries are involved in various disputes and legal action arising in the ordinary course of business in connection with the services they provide. The majority of such claims are covered by business-specific insurance. The timing of the related future cash outflows is uncertain as it will depend on developments in legal proceedings in progress, including appeals. The Company considers that most of the cash outflows relating to such disputes will occur more than one year after the end of the reporting period.

Provisions for other liabilities and charges recorded in the balance sheet at December 31, 2009 take into account the risks associated with claims regarding Terminal 2E at Paris Roissy Charles de Gaulle airport.

Based on available information, its counsels' estimates, and insurance coverage in place, the Company does not believe this dispute will have a material impact on its statutory financial statements.

Note 6 Commitments

A GUARANTEES GIVEN

	2009	2008
Commitments given	**76,696**	**676,243**
Bank guarantees on contracts	15,700	12,422
Miscellaneous Bank guarantees	16,273	4,989
Parent company guarantees	44,723	43,716
Joint and several guarantee on Group loan	-	615,116

B DERIVATIVE FINANCIAL INSTRUMENTS

In the first-half of 2005, the Company set up a variable-rate syndicated loan and a number of interest rate swaps to hedge a portion of the interest rate risk arising on its USD-denominated debt (variable-rate lender/fixed-rate borrower swaps and collars). Further similar hedging arrangements were set up at the end of 2006 and in the first half of 2007 to protect the Company against interest rate risk arising on its euro-denominated debt. In 2008, the Company entered into other interest rate hedges. These include an interest rate cap to protect against rising interest rates that also allow the Group to benefit from favorable interest rate trends.

Certain interest rate hedges such as the cancelable swap contract, do not meet the criteria for hedge accounting.

The interest rate derivatives in place at year-end 2009 were as follows:

Interest rate derivatives	Maturity	Notional amount	Fair value of derivative asset
Swap	01/31/2010	EUR 50 million	(0.4)
Swap	02/22/2010	USD 40 million	(0.2)
Swap	06/28/2010	EUR 50 million	(1.0)
Swap	01/30/2011	EUR 50 million	(1.8)
Swap	05/30/2011	EUR 50 million	(1.7)
Collar	06/15/2012	EUR 50 million	(3.3)
Swap	04/22/2013	EUR 50 million	(6.0)
Swap	06/27/2013	EUR 50 million	(2.5)
Total at December 31, 2009			**(16.8)**

A currency hedge has been contracted swapping for euros (i) the Company's USPP debt in US dollars and Pounds sterling, and (ii) part of the amortizable USD tranche of the 2006 syndicated loan.

The currency derivatives in place at year-end 2009 were as follows:

Currency derivatives	Maturity	Notional amount	Fair value of derivative asset
	05/22/2013	USD 166 million	(15.8)
	07/16/2018	GBP 23 million	(3.8)
	07/16/2018	USD 155 million	7.9
	07/16/2020	GBP 40 million	(7.3)
	07/16/2020	USD 111 million	5.7
Total at December 31, 2009			**(13.4)**

Note 7 Analysis of revenue by industry and geographic area

INDUSTRY ANALYSIS

	2009	2008 [a]
Marine	183,938	181,832
Industry	94,704	83,187
Inspection & In-Service Verification	214,153	198,160
Health, Safety & Environment	66,068	67,460
Construction	206,701	220,689
Certification	64,795	45,699
Consumer Products	652	2,595
Government Services & International Trade	38,655	30,986
TOTAL	**869,666**	**830,608**

(a) The breakdown of revenue by business segment in the published 2008 statutory financial statements has been restated to provide a meaningful comparison with segment information for 2009.

GEOGRAPHIC ANALYSIS

	2009	2008
France	625,200	621,466
EMEA	174,865	156,141
Americas	380	376
Asia/Pacific	69,221	52,625
TOTAL	**869,666**	**830,608**

The EMEA region includes Europe (excluding France), Africa and the Middle East.

Bureau Veritas SA invoices its French and foreign branches for fees. These invoices were recognized in other income and expenses.

Note 8 Financial income and expense

	2009	2008
Financial income		
Investment income	42,954	27,463
Income from other marketable securities and receivables on non-current assets	537	1,241
Other interest income	5,574	25,749
Reversals of provisions	35,309	8,836
Exchange gains	61,255	52,377
Total	**145,629**	**115,666**
Financial expense		
Additions to provisions	(15,311)	(21,902)
Interest expense	(40,648)	(46,435)
Exchange losses	(78,370)	(63,849)
Total	**(134,329)**	**(132,186)**
NET FINANCIAL INCOME/(EXPENSE)	**11,300**	**(16,520)**

Exchange gains and losses chiefly reflect the impact of financing arrangements for Bureau Veritas SA subsidiaries.

Note 9 Exceptional items

	2009	2008
Exceptional income		
On management transactions	513	566
On capital transactions	998	997
Reversals of provisions	2,510	1,424
Total	**4,021**	**2,987**
Exceptional expense		
On management transactions	(5,926)	(1,340)
On capital transactions	(20,022)	(5,403)
Additions to provisions	(8,725)	(17,918)
Total	**(34,673)**	**(24,661)**
NET EXCEPTIONAL EXPENSE	**(30,652)**	**(21,674)**

Note 10 Income tax

BREAKDOWN OF CURRENT AND EXCEPTIONAL INCOME TAX

	2009		2008	
	Amount before income tax	Income tax	Amount before income tax	Income tax
Profit from ordinary operations	157,357	(29,744)	113,901	(11,892)
Net exceptional expense	(30,652)	7,091	(21,674)	101

The Company was subject to a tax audit for the 2005 and 2006 fiscal years. The appropriate provisions have been booked accordingly.

The deferred income tax position at December 31 was as follows:

	2009	2008
Deferred tax assets	45,608	66,368
Deferred tax liabilities	(309)	(21,646)
Net deferred tax assets	**45,299**	**44,722**

Deferred taxes at December 31, 2009 are presented after offsetting deferred tax assets and deferred tax liabilities relating to the same tax entity. At December 31, 2008, this offsetting would have led to deferred tax assets totaling €45,047 thousand and deferred tax liabilities of €325 thousand.

At end-2009, deferred taxes related mainly to provisions for pensions and other employee benefits, financial instruments, non-deductible accrued charges, and provisions for contract-related disputes. At end-2008, deferred income taxes arose mainly on provisions for pensions and other employee benefits, tax loss carryforwards, provisions for contract-related disputes, and financial instruments.

Note 11 Executive compensation

(in millions of euros)	2009	2008
Compensation	6.7	5.9

Compensation includes amounts paid to members of governing bodies (Supervisory Board up to June 3, 2009 and subsequently Board of Directors and Executive Committee) in respect of their different activities within the Company, as well as attendance fees and remuneration for assignments approved by the Supervisory Board.

Note 12 Share-based payment

The Company has set up two types of equity-settled compensation plans:

- stock option plans;
- free share plans.

STOCK OPTION PLANS

Description

Stock options are granted to the Company's senior managers and other selected employees. All stock option plans entitle their holders to subscribe for newly issued shares on exercise of their options. The Company has no legal or constructive obligation to repurchase or settle the options in cash.

Options are conditional on the employee having completed three or five years' service depending on the plan. They are valid for eight years after the grant date.

The exercise price of the options is set at the grant date and may not be changed, except for the February and July 2006 plans whose initial exercise price is subject to an increase at a rate of 8.5% per year applied on an accrual basis until the date when the options are exercised by the beneficiary.

Under all plans set up after that date, each option is exercisable for one share.

Pursuant to a decision of the Board of Directors on July 3, 2009, the Group awarded 192,000 stock options to three corporate officers and certain employees. The options granted may be exercised at a fixed price of €34.98. This plan will result in the issuance of new shares when the options are exercised. The Company has no legal or constructive obligation to repurchase or settle the options in cash. The award is conditional on the employee having completed three years' service, and on achieving a performance target based on adjusted operating profit for 2009. The options are valid for eight years after the grant date.

In 2009, 23,200 options were canceled (25,000 in 2008).

Since all plans give rise to new share issues, no expense has been recognized.

Overview of stock options outstanding at year-end:

Start date of plan	Expiration date	Exercise price	Number of options *(share equivalents)*		Contribution basis
		€ per share	to be issued		€ per option
			2009	2008	
12/11/2001 Plan	12/11/2009	6.19	0	80,000	
12/17/2002 Plan	12/17/2010	7.49	3,037	3,037	
07/25/2003 Plan	07/25/2011	9.58	102,100	102,100	
11/15/2004 Plan	11/15/2012	12.09	0	0	
02/01/2006 Plan	02/01/2014	15.17	488,000	500,500	
07/12/2006 Plan	07/12/2016	17.3	0	0	
01/31/2007 Plan	01/31/2017	17.3	252,000	255,500	
06/09/2008 Plan	06/09/2016	38.35	85,800	89,700	0.95
07/03/2009 Plan	07/03/2017	34.98	188,700		0.86
Number of options at December 31, 2009			**1,119,637**	**1,030,837**	

FREE SHARE GRANTS

Description

Pursuant to a decision of the Management Board, on December 13, 2007 the Company granted free shares:

- to certain employees, subject to completing a minimum of two or four years' service depending on the plan;
- to management, subject to completing a minimum period of service and to meeting performance criteria based on 2007 and 2008 earnings.

The shares have a non-transferability period of four or five years from the grant date depending on the plan.

On December 13, 2009, the Company awarded management 144,750 Bureau Veritas shares resulting from the full transfer of Winvest 7's assets ("TUP") under the December 13, 2007 plan. This represents a total of €2.5 million in Bureau Veritas shares and €1.4 million relating to the merger deficit included in goodwill.

Pursuant to a decision of the Management Board, on June 9, 2008 the Company granted free shares to certain employees. The award is conditional on the employee having completed three years' service, and on achieving a performance target based on adjusted operating profit for 2008. The shares are subject to a non-transferability period of two years.

Pursuant to a decision of the Management Board, on September 22, 2008 the Company granted free shares to one of its senior managers. The award was subject to a minimum of three years' service for the manager followed by a non-transferability period of two years.

Pursuant to a decision of the Board of Directors, on July 3, 2009 the Group awarded free shares to three corporate officers and certain employees. The award is conditional on the employee having completed three years' service, and on achieving a performance target based on adjusted operating profit for 2009. The shares are subject to a non-transferability period of two years.

In the case of each outstanding plan, the type of shares to be allocated has not yet been defined. However, the Company may opt for a settlement in existing shares, given that this type of operation is tax-deductible. The expense recognized by the Company in respect of free share grants totaled €2.8 million in 2009 (2008: €0.7 million). At December 31, 2009, the corresponding liability amounted to €3.5 million (end-2008: €0.7 million).

Overview of free share plans outstanding at year-end:

Start date of plan	Expiration date	Number of shares to be issued		Contribution basis € per share
		2009	2008	
12/13/2007 Plan (management)	12/13/2012	-	144,750	
06/09/2008 Plan (employees)	06/09/2013	138,100	138,600	3.11
09/22/2008 Plan (management)	09/22/2013	55,000	55,000	3.15
07/03/2009 Plan (employees)	07/03/2014	154,550	-	2.48
Number of shares at December 31, 2009		**347,650**	**338,350**	

Note 13 Employees

	2009	2008
Employees	8,467	8,536

Note 14 Statutory training entitlement

	2009	2008
Cumulative training hours outstanding at December 31	568,493	482,150
Number of training hours used during the year	3,431	2,181

Note 15 Related parties

Bureau Veritas SA is the parent and consolidating company of the Bureau Veritas Group. Amounts payable to and receivable from other Group companies, together with financial income and expense, are shown below:

	2009	2008
Assets		
Trade receivables	50,763	41,185
Other receivables	1,607	2,326
Loans	311,264	226,004
Liabilities		
Borrowings	269,047	208,384
Trade payables	16,893	26,771
Other payables	985	1,021
Income statement		
Financial income	45,759	52,092
Financial expense	(1,035)	(6,802)
Net exceptional expense	(19,363)	(1,841)

Note 16 Fees paid to Statutory Auditors

	2009	
	PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Statutory audit	580	349
Legal, tax, labor-related services	263	11
Due diligence	0	0
Fees paid Statutory Auditors	**843**	**360**

Fees paid to Statutory Auditors do not comprise the fees recognized by the foreign branches of Bureau Veritas SA at December 31, 2009.

5.3. Statutory Auditors' report on the financial statements

(Year ended December 31, 2009)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. The Statutory Auditors' report includes information specifically required by French law in such reports, whether modified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the Auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended December 31, 2009, on:

- the audit of the accompanying financial statements of Bureau Veritas SA;
- the justification of our assessments;
- the specific verifications and information required by law.

These 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 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 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 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 financial statements give a true and fair view of the assets and liabilities and financial position of the Company at December 31, 2009, and of the results of its operations for the year then ended in accordance with French accounting principles.

II - JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Article L. 823-9 of the French Commercial Code *(Code de commerce)* relating to the justification of our assessments, we bring to your attention the following matters:

As described in the notes to the financial statements ("Long-term investments"), your Company sets aside provisions for impairment of its investments based on value in use and by reference to the specific characteristics of each investee. The estimates made during the preparation of the financial statements to determine these provisions, which are uncertain by nature, were performed within a context presenting particular difficulties in assessing the economic outlook. As part of our assessment of the significant estimates made to prepare the financial statements, we examined the relevance of the methods used by the Company based on information available as of the date hereof and verified the calculations used to determine provisions for impairment of investments. We also verified that the disclosures in the notes to the financial statements are appropriate.

These assessments were made in the context of our audit of the 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 INFORMATION

In accordance with professional standards applicable in France, we have also performed the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code relating to remuneration and benefits received by corporate officers and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlling it or controlled by it. Based on this work, we attest to the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of shareholders and reciprocal shareholdings has been properly disclosed in the management report.

Neuilly-sur-Seine and Paris, April 12, 2010

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

6

Information on the Company and the Capital

6.1 General information

Company name

Bureau Veritas – Registre International de Classification de Navires et d'Aéronefs

Registered office

67/71 Boulevard du Château – 92200 Neuilly-sur-Seine – France

Tel.: 33 (0)1 55 24 70 00 – Fax: 33 (0)1 55 24 70 01

Registration place and number

Bureau Veritas is registered with the Nanterre Trade and Companies Register *(Registre du commerce et des sociétés)* under number 775 690 621 RCS Nanterre. The Company's APE code, which identifies the type of business it carries out, is 7120B. It corresponds to the business of technical analyses, trials and inspections.

Date of incorporation and term

The Company was incorporated on April 2 and 9, 1868, by Maître Delaunay, notary in Paris. Its incorporation will expire, unless wound up or extended by an Extraordinary Shareholders' Meeting in accordance with the law and its by-laws, on December 31, 2080.

Legal form and applicable legislation

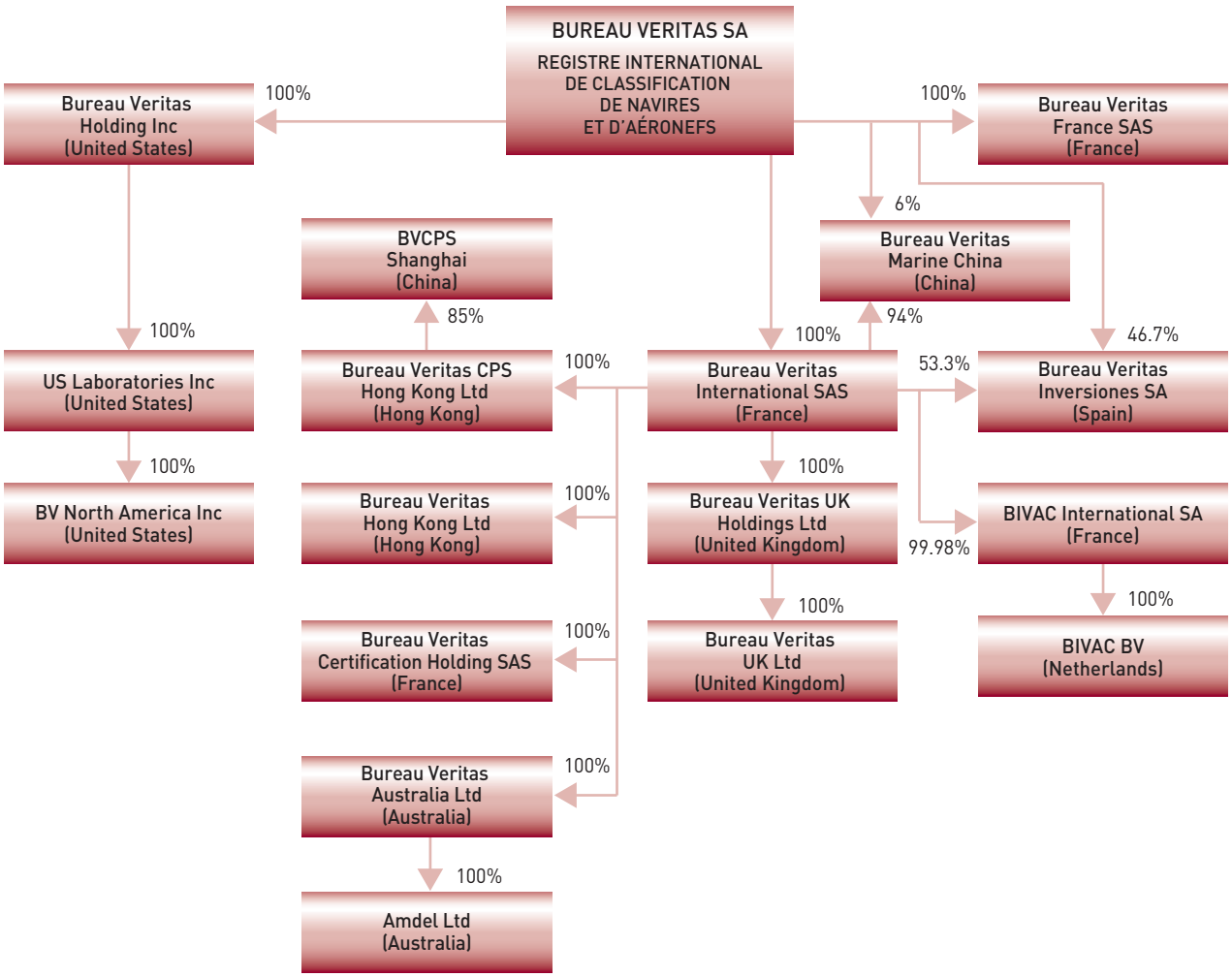
The Company is a Public Limited Company under French law with a Board of Directors and is subject to the provisions of Book II of the French Commercial Code applicable to commercial companies and to any other legal provisions applicable to commercial companies and its by-laws.

Accounting period

January 1 to December 31 each year.

6.2. Organizational structure

Group structure as of December 31, 2009



6.3. Subsidiaries and other equity participations

6.3.1. Principal subsidiaries

The Group is made up of Bureau Veritas SA and its branches and subsidiaries. At the head of the Group, Bureau Veritas SA owns holdings in the principal subsidiaries in France and elsewhere. Apart from its activity as a holding company, it also carries out its own economic activity consisting of the activities in France of all the Group's businesses (with the exception of the Consumer Products business) represented by branches in France and elsewhere.

Bureau Veritas SA recorded revenue of €869.7 million in 2009 (this amount relates to the revenue recorded in the corporate accounts of Bureau Veritas SA).

The main cash flows between Bureau Veritas and its consolidated subsidiaries are related to the brand royalties and technical royalties, centralized cash management and invoicing of relevant amounts for insurance coverage. The main cash flows between Bureau Veritas and its subsidiaries are also presented in the special reports of the Statutory Auditors in relation to related-party agreements, which are set out in the Related-party transactions section of this chapter.

A description of the Group's seventeen principal direct and indirect subsidiaries is provided below. Most of these are holding companies grouping together the Group's businesses in each country. A description of the business activities of the operational subsidiaries is also provided. A list of the Group's subsidiaries is included in the Note "Scope of consolidation" to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

The principal subsidiaries have been selected according to the following criteria:

- net book value of shares of at least €50 million;
- the subsidiary represents at least 5% of the share capital, the revenue, the total assets or the net profit at consolidated Group level.

BUREAU VERITAS INTERNATIONAL SAS (FRANCE)

Bureau Veritas International SAS is a French simplified limited liability company *(société par actions simplifiée)*, headquartered in France at 67/71, Boulevard du Château, 92200 Neuilly-sur-Seine. The company was formed in March 1977 under the name "LCT" *("le Contrôle Technique")* and is a holding company that holds certain foreign subsidiaries. It is a fully owned subsidiary of Bureau Veritas SA.

BUREAU VERITAS FRANCE SAS (FRANCE)

Bureau Veritas France SAS is a French simplified limited liability company *(société par actions simplifiée)*, headquartered in France at 67/71, Boulevard du Château, 92200 Neuilly-sur-Seine. The company was formed in May 1981 under the name "PKB Scania France". Bureau Veritas France SAS is a fully owned subsidiary of Bureau Veritas SA and is a holding company that holds the principal subsidiaries in France.

BUREAU VERITAS CERTIFICATION HOLDING SAS (FRANCE)

Bureau Veritas Certification Holding SAS is a French simplified limited liability company *(société par actions simplifiée)*, headquartered in France at 67/71, Boulevard du Château, 92200 Neuilly-sur-Seine. The company was formed in March 1994. Bureau Veritas Certification Holding SAS is a fully owned subsidiary of Bureau Veritas International SAS and holds most of the subsidiaries of the Certification business.

BUREAU VERITAS HONG KONG LTD (HONG KONG)

Bureau Veritas Hong Kong Ltd is a Chinese company formed in October 2004 and headquartered at 1/F Pacific Trade Centre – 2 Kai Hing Road, Kowloon Bay – Hong Kong. Bureau Veritas Hong Kong Ltd is a fully owned subsidiary of Bureau Veritas International SAS and holds certain subsidiaries in Asia. Apart from its activity as a holding company, Bureau Veritas Hong Kong Ltd carries out operational activities which produced external revenue of 1,587 million Hong Kong dollars (€146.8 million) in 2009.

BUREAU VERITAS UK HOLDINGS LTD (UNITED KINGDOM)

Bureau Veritas UK Holdings Ltd is a British holding company formed in November 2005 and headquartered at Tower Bridge Court, 224-226 Tower Bridge Road, London, SE1 2TX, United Kingdom. Bureau Veritas UK Holdings Ltd, formerly called "Bureau Veritas UK Ltd", is a fully owned subsidiary of Bureau Veritas International SAS and holds the Group's operational interests in the United Kingdom.

BUREAU VERITAS UK LTD (UNITED KINGDOM)

Bureau Veritas UK Ltd is a British company formed in October 1983 and headquartered at Tower Bridge Court, 224-226 Tower Bridge Road, London, SE1 2TX, United Kingdom. Bureau Veritas UK Ltd, formerly called «Plant Safety Ltd», then "Bureau Veritas Inspection Ltd", is a fully owned subsidiary of Bureau Veritas UK Holdings Ltd. Its principal business is inspection and in-service verification and it recorded external revenue of £78.8 million (€88.5 million) in 2009.

BUREAU VERITAS HOLDING INC (UNITED STATES)

Bureau Veritas Holding Inc is an American company formed in June 1988 and headquartered at 666 Fifth Avenue, #2139, New York, NY 10103, United States. Bureau Veritas Holding Inc is a fully owned holding company of Bureau Veritas SA, the principal object of which is to hold interests in subsidiaries in North America.

US LABORATORIES INC (UNITED STATES)

US Laboratories Inc is an American holding company formed in October 1993 and headquartered at 11860 W. State Road 84, Suite 1, Fort Lauderdale, FL 33325, United States. US Laboratories is a fully owned subsidiary of Bureau Veritas Holding Inc. Its principal activity is to hold the Group's interests in North America in the fields of construction and health, safety and the environment (HSE).

BUREAU VERITAS NORTH AMERICA INC (UNITED STATES)

Bureau Veritas North America Inc is an American company headquartered in Florida at 11860 W. State Road 84, Suite 1, Fort Lauderdale, FL 33325, United States. It is a fully owned subsidiary of US Laboratories Inc. Its principal activities are, on the one hand, in the field of health, safety and the environment and, on the other, in the field of construction. It recorded external revenue of 143.7 million US dollars (€103.1 million) in 2009.

BIVAC INTERNATIONAL SA (FRANCE)

BIVAC International SA is a French Limited Liability Company *(société anonyme)* headquartered at 67/71, Boulevard du Château, 92200 Neuilly-sur-Seine, France. BIVAC International was formed in March 1991 as a holding company and headquarters for the GSIT business. BIVAC International is a 99.98%-owned subsidiary of Bureau Veritas International SAS.

BIVAC BV (NETHERLANDS)

BIVAC BV is a Dutch limited company formed in September 1984 and headquartered at De Witte Keizer, 3e verdieping Vissersdijk 223-241, 3011 GW Rotterdam, Netherlands. BIVAC BV is a fully owned subsidiary of BIVAC International SA. Its principal business is the administrative management of the government services activities of the GSIT business and it recorded external revenue of €56.7 million in 2009.

BUREAU VERITAS CPS HONG KONG LTD (CHINA, HONG KONG)

Bureau Veritas CPS Hong Kong Ltd is a Chinese company formed in November 1985 and headquartered at Vanta Industrial Centre, 21-23 Tai Lin Pai Road, Kwai Chung New Territories, Hong Kong. Bureau Veritas Hong Kong Ltd is a fully owned subsidiary of Bureau Veritas International SAS. Its principal business is to provide services through the Consumer Products business.

BVCPS SHANGHAI (CHINA)

BVCPS Shanghai (formerly MTL Shanghai) is a Chinese company formed in 1996 and headquartered at No. 168, Guanghua Road, Zhuanqiao Town, Minhang, Shanghai 201108, China. BVCPS Shanghai is an 85%-owned subsidiary of Bureau Veritas CPS Hong Kong Ltd. Its principal business is to provide services through the Consumer Products business and it recorded external revenue of ¥390.8 million (€41.0 million) in 2009.

BUREAU VERITAS MARINE CHINA (CHINA)

Bureau Veritas Marine China is a Chinese company formed in 2009 and headquartered at 108 A, Interlayer 6-6, no. 29, JianGuo Zhong Road, Lu Wan District, Shanghai. Bureau Veritas Marine China is a 94%-owned subsidiary of Bureau Veritas International SAS (France) and a 6%-owned subsidiary of Bureau Veritas SA (France). Its principal business is to provide services through the Marine business and it recorded external revenue of 354.9 million yuans (€37.2 million) in 2009.

BUREAU VERITAS AUSTRALIA LTD (AUSTRALIA)

BV Australia is an Australian company formed in 1999 and headquartered at Unit 3, 435 Williamstown Road, Port Melbourne, VIC3207, Australia. It is a holding company for all of the Bureau Veritas Group's businesses in Australia. It is fully owned by Bureau Veritas International SAS. Its principal business is to provide services associated with certification and assessment of compliance of industrial processes and it recorded revenue of AU$6.0 million (€3.4 million) in 2009.

AMDEL LTD (AUSTRALIA)

Amdel Ltd is an Australian company formed in 1987 and headquartered at Unit 3, 435 Williamstown Road, Port Melbourne, VIC3207, Australia. The company is fully owned by Amdel Holdings Finance Ltd, the holding company of the Amdel Group acquired in its entirety by Bureau Veritas Australia Ltd in May 2008. The principal business of Amdel Ltd is to provide mineral testing services and it recorded revenue of AU$130.6 million (€73.7 million) in 2009.

BUREAU VERITAS INVERSIONES SA (SPAIN)

Bureau Veritas Inversiones SA, formerly called "Inversiones y Patrimonios de ECA Global SA", is the parent company of the ECA Group acquired by Bureau Veritas in October 2007. Formed in 2003, its registered office is at c/Terre, 11-19, 08017 Barcelona, Spain. Bureau Veritas Inversiones SA is jointly owned by Bureau Veritas International SAS (53.3%) and Bureau Veritas SA (46.7%). It is a holding company and holds the ECA Group's operational interests.

6.3.2. Recent acquisitions and divestitures

ACQUISITIONS

Only acquisitions completed during the 2009 financial year whose acquisition price was at least €10 million are described in detail. The prices for these acquisitions include earn-outs and any costs and fees associated with these acquisitions.

The Group did not make any acquisitions exceeding the €10 million threshold during the 2009 financial year.

Acquisitions made in 2009 and falling below this threshold are presented in Note 10 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

DIVESTITURES

In 2009, the Group began a process of rationalizing its business portfolio with the aim of separating off various marginal businesses inherited from acquisitions made in previous years (cf. section entitled 2009 activity and results in Chapter 3 of the Management Report of this Registration Document). The following transfers were made during the 2009 financial year:

- CMT (Construction Material Testing) by the Construction business in the United Kingdom;
- a Spanish car hire company;
- an activity part of the HSE business in the United Kingdom; and
- an activity part of the Industry business in the United States in 2009.

Overall, these transfers carried out in 2009 were worth €15.5 million.

Transfers carried out in 2009 are presented in Note 10 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

6.4. Intra-group contracts

Because the Group's financial policy is to centralize cash surplus, subsidiaries must place surplus with the Company. If needed, they can take out loans from the Company. Unless agreed with the Company, subsidiaries must not place cash with or borrow from any other entity.

Intra-group loans are governed by cash management agreements between the Company and each French and non-French subsidiary.

6.5. Industrial franchise, brand royalty and know-how licensing contracts

Since 2007, there has been a single contract for the Marine, Industry & Infrastructure, International Trade and Consumer Products activities carried out by the subsidiaries of Bureau Veritas SA and, since 2009, for the Certification business:

- industrial franchise contract: this contract is to provide remuneration for using Bureau Veritas industrial property and know-how; invoicing is done on the basis, firstly, of 3% of the third-party revenue of each subsidiary for access to the industrial property rights and, secondly, on the basis of a percentage of third-party revenue, which varies depending on the activity for the portion relating to payment for the services provided by head office.

For the other subsidiaries, namely the Bureau Veritas CPS subsidiaries, there are still two types of contract:

- brand royalty contract: this contract is to provide remuneration for using the Bureau Veritas name: invoicing is based on 3% of the third-party revenue of each subsidiary, unless exempted; and
- know-how licensing contract: this contract is to provide remuneration for using Bureau Veritas know-how. Invoicing is based on a percentage of third-party revenue which varies depending on the activity.

6.6. Share capital and voting rights

6.6.1. Share capital

CHANGE IN SHARE CAPITAL DURING THE FINANCIAL YEAR ENDED DECEMBER 31, 2009

As of December 31, 2008, the capital was €13,032,090.60 and was divided into 108,600,755 shares with a par value of €0.12 each.

The company's share capital changed over the course of the 2009 financial year as a result of:

- the creation of 7,672 shares to be issued as free shares; and
- the creation of 487,983 shares following the exercising of options to subscribe for Company shares in 2009.

As of December 31, 2009, the capital was €13,091,569.20 and was divided into 109,096,410 shares with a par value of €0.12 each. The increase in capital resulting from the exercising of share subscription options in 2009 was noted by the Board of Directors at its meeting of February 3, 2010.

As of December 31, 2009, the total number of theoretical voting rights amounted to 169,899,466 and the number of exercisable voting rights amounted to 169,119,554.

Table summarizing delegations of authority by the Shareholders' meeting to the Board of directors (article L. 225-100, paragraph 7 of the French Commercial Code)

Nature of the authorization given to the Board of Directors	Date of the Ordinary Shareholders' Meeting («OSM») or Extraordinary Shareholders' Meeting («ESM»)	Duration of the authorization and expiry	Limit	Uses
Authorization given to the Board of Directors to buy back shares	OGM of June 3, 2009 (36th resolution)	18 months, in other words until December 2, 2010	Maximum purchase price of €75 Limit of 10% of share capital	Extension of the liquidity agreement implemented in February 2008
Delegation of authority to the Board of Directors to issue ordinary shares and/or securities giving immediate and/or future access to senior notes, mantaining preferential subscription rights [(a) (b)]	OGM of June 3, 2009 (12th resolution)	26 months, in other words until August 2, 2011	Maximum nominal amount of capital increases: €2 million	Not used
Delegation of authority to the Board of Directors to issue, by public offering or by private investment, ordinary shares and/or securities giving immediate and/or future access to ordinary shares or senior notes, cancelling preferential subscription rights [(a) (b)]	OGM of June 3, 2009 (13th resolution)	26 months, in other words until August 2, 2011	Maximum nominal amount of capital increases: €1 million	Not used
Delegation of competence to the Board of Directors to increase, in the event of excess demand, the issued amount, with or without preferential subscription rights [(a) (b)]	OGM of June 3, 2009 (14th resolution)	26 months, in other words until August 2, 2011	Limit of 15% of the initial issue	Not used
Authorization given to the Board of Directors to increase share capital by issuing ordinary shares and/or securities giving immediate and/or future access to ordinary shares, without preferential subscription rights for members of a corporate savings plan [(a) (b)]	OGM of June 3, 2009 (15th resolution)	26 months, in other words until August 2, 2011	The maximum amount of the capital increase that may be made under this resolution, combined with the 16th and 17th resolutions of the meeting of June 3, 2009 may not exceed 1% of the share capital.	Not used
Authorization given to the Board of Directors to grant free shares to employees of the Group's non-French subsidiaries and/or Corporate Officers of Group companies as part of an offering reserved for members of a corporate savings plan [(a) (b)]	OGM of June 3, 2009 (16th resolution)	38 months, in other words until August 2, 2012	Limit of 0.15% of share capital The maximum amount of the capital increase that may be made under this resolution, combined with the 15th and 17th resolutions of the meeting of June 3, 2009 may not exceed 1% of the share capital.	Not used

(a) The overall nominal amount of capital increases that may be made under the 12th, 13th, 14th, 15th, 16th, 17th, 19th and 20th resolutions may not exceed €2 million.

(b) The overall nominal amount of capital increases that may be made under the 12th, 13th, 14th, 15th, 16th, 17th, 19th and 20th resolutions may not exceed €3.5 million.

Nature of the authorization given to the Board of Directors	Date of the Ordinary Shareholders' Meeting («OSM») or Extraordinary Shareholders' Meeting («ESM»)	Duration of the authorization and expiry	Limit	Uses
Delegation of authority to the Board of Directors to increase share capital, without preferential subscription rights, reserved for categories of beneficiaries [(a) (b)]	OGM of June 3, 2009 (17th resolution)	18 months, in other words until December 2, 2010	The maximum amount of the capital increase that may be made under this resolution, combined with the 15th and 16th resolutions of the meeting of June 3, 2009 may not exceed 1% of the share capital.	Not used
Delegation of authority to the Board of Directors to decide whether to increase the share capital of the Company by incorporation of bonuses, reserves, benefits and any other sum for which capitalization would be allowed [(b)]	OGM of June 3, 2009 (18th resolution)	26 months, in other words until August 2, 2011	Limit of €1.5 million	Not used
Delegation of authority to the Board of Directors to decide whether to issue ordinary shares and/or securities giving immediate and/or future access to ordinary shares in remuneration of contributions in kind made to the Company [(a) (b)]	OGM of June 3, 2009 (19th resolution)	26 months, in other words until August 2, 2011	Limit of 10% of the capital on the day of the decision of the Board of Directors	Not used
Delegation of authority to the Board of Directors to increase the share capital of the Company by issuing ordinary shares and/or securities giving immediate and/or future access to ordinary shares in remuneration of contributions shares made in a public exchange offering initiated by the Company [(a) (b)]	OGM of June 3, 2009 (20th resolution)	26 months, in other words until August 2, 2011	Maximum nominal amount of capital increases: €1 million	Not used
Authorization given to the Board of Directors to reduce the share capital by cancelling all or some of the Company's shares acquired under any share buyback program	OGM of June 3, 2009 (21st resolution)	18 months, in other words until December 2, 2010	Limit of 10% of capital	Not used
Authorization given to the Board of Directors to grant options to subcribe for or purchase Company share	EGM of June 18, 2007 (24th resolution) Reiterated for the Board of Directors at the OGM of June 3, 2009 (22nd resolution)	38 months, in other words until August 17, 2010	Limit of 2% of the share capital, combined with the 25th resolution of the meeting of June 18, 2007, reiterated at the OGM of June 3, 2009 (23rd resolution)	Delegated authority partially used in June 2008 and July 2009 with the allotment of 403,900 options. Common limit used of 1,487,340 shares
Authorization given to the Board of Directors to grant free shares to a certain category of employees and Corporate Officers at the Company and its subsidiaries	EGM of June 18, 2007 (25th resolution) Reiterated for the Board of Directors at the OGM of June 3, 2009 (23rd resolution)	38 months, in other words until August 17, 2010	Limit of 2% of the share capital, combined with the 24th resolution of the meeting of June 18, 2007, reiterated at the OGM of June 3, 2009 (22nd resolution)	Delegated authority partially used in December 2007, June and September 2008 and July 2009 with the allotment of 1,083,440 shares. Common limit used of 1,487,340 shares.

6.6.2. Securities not representing corporate capital

As of December 31, 2009, the Company had not issued any securities that do not represent corporate capital.

6.6.3. Acquisition by the Company of its own shares

The following sections contain details of the information to be provided in accordance with Article L.225-211 of the French Commercial Code and describe, in accordance with the provisions of Article 241-3 III of the general regulations of the *Autorité des marchés financiers* (AMF), the share buyback program subject to approval by the Annual Shareholders' Meeting to be held on June 1, 2010.

TRANSFER AND BUYBACK OF COMPANY SHARES DURING THE 2009 FINANCIAL YEAR

During the 2009 financial year, the Company continued the liquidity agreement entrusted to Exane BNP Paribas on February 8, 2008. Under this liquidity agreement, 742,157 shares were purchased at an average price of €32.66 and 777,358 shares were sold at an average price of €32.82.

Apart from this liquidity agreement, the Company did not buy back any shares during the 2009 financial year.

On December 14, 2009, the Company granted, by taking from its treasury shares, 144,750 free shares under the plan of December 13, 2007.

On December 31, 2009, the Company held a total of 777,517 shares (including the 71,267 shares appearing in the liquidity agreement), representing around 0.71% of its share capital, with a book value of €27,910,601.11 and a par value of €93,302.04.

Of these 777,517 shares held by the Company on December 31, 2009, 71,267 shares are allocated to the liquidity agreement and the rest, that is to say 706,250 shares, are allocated to option schemes or other share allocations.

NEW SHARE BUYBACK PROGRAM TO BE PUT TO THE ANNUAL SHAREHOLDERS' MEETING APPROVING THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2009

A new share buyback program will be put to the next Annual Shareholders' Meeting of June 1, 2010 for approval.

In accordance with the provisions of European Regulation No. 2273/2003 of December 22, 2003 implementing Directive 2003/6/EC, and in accordance with the general regulations, instructions and communications of the AMF, the finer details of this program would be, subject to the approval of the Annual Shareholders' Meeting to be held on June 1, 2010, as follows:

- to ensure liquidity and manage the market for the shares via a financial services provider acting independently under a liquidity agreement that complies with the Code of Ethics recognized by the AMF;
- to implement any Company stock option plans under the provisions of Articles L.225-177 et seq. of the French Commercial Code, any share grants or transfers under any company or Group savings plan in accordance with the provisions of Articles L.3332-1 of the French Labor Code, any free share grants under the provisions of Articles L.225-197-1 et seq. of the French Commercial Code and any share grants under profit-sharing arrangements and to carry out any transaction necessary to cover these transactions, in the manner mandated by the market authorities and at times when the Board of Directors (or, if applicable, the Management Board) or the person having authority delegated by the Board of Directors acts;
- to retain and subsequently swap or use as consideration in acquisitions up to 5% of the Company's share capital;
- to hand over shares in the event of the exercise of rights stemming from securities giving rights to shares in the Company by any means, whether immediately or in the future; and
- to cancel all or some of the securities thus bought back.

This program would also be intended to enable the Company to operate in relation to any other object already authorized or that becomes authorized by the law or the regulations in force. In this case, the law requires that its shareholders be informed by communiqué.

Purchases of Company shares may relate to a number of shares, such as:

- the number of shares that the Company bought back during the buyback program would not exceed 10% of the shares constituting the capital of the Company, this percentage applying to a capital adjusted as a function of later transactions at the Annual General Meeting to be held on June 1, 2010, that is to say, by way of indication, a number of shares not exceeding 10,909,641; and
- the number of shares that the Company holds at any given time would not exceed 10% of the shares constituting the capital of the Company.

The maximum purchase price of the shares under this share buyback program shall be €75, subject to adjustments as part of changes to the capital.

The maximum amount allocated to implement the share buyback program is €818,223,075.

This new authorization would be granted for a period of eighteen months from the decision of the Shareholders' Meeting convened on June 1, 2010, in other words until November 30, 2011, and would replace the authorization granted by the Shareholders' Meeting of June 3, 2009.

6.6.4. Other securities giving access to corporate capital

The Company issued stock options, the main terms and conditions of which are set out in the section on Interests of Executive Corporate Officers, Directors and certain employees in Chapter 3 – Management Report of this Registration Document.

The Company also granted free shares, the main terms and conditions of which are set out in the section on Interests of Executive Corporate Officers, Directors and certain employees in Chapter 3 – Management Report as well as in Note 21 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

6.6.5. Conditions governing all acquisition rights or any obligations attached to corporate capital subscribed but not fully paid up

None.

6.6.6. Pledging

As of December 31, 2009 and to the knowledge of the Company, 469,190 shares of the Company (approximately 0.43% of the number of shares representing the Company's share capital), held by physical persons, were subject to security interests.

As indicated in Note 29 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statement of this Registration Document, securities like non-monetary mutual funds (SICAV) and other non current financial assets, have been pledged by the Group amounting to net booked value in an amount of €9.9 millions.at December 31, 2009 (of which €3.2 millions of securities in its subsidiary Soprefira).

6.6.7. Changes in the share capital

The table below sets forth changes in the Company's share capital since 2005.

	2009	2008	2007	2006	2005
Capital at the beginning of the financial year	**13,032,090**	**13,939,173**	**13,010,228**	**13,973,446**	**13,819,684**
Number of shares cancelled during the financial year	-	8,000,000	8,818,780 [b]	881,300	-
Number of shares issued during the financial year	495,655	440,980	16,559,985 [b]	78,619	128,135
By free allocation of shares	7,672	-	-	-	-
By the exercising of stock options	*487,983*	*440,980*	*1,348,350* [b]	*78,619*	*128,135*
By the exercising of share warrants	-	-	*8,951,000* [b]	-	-
By the issuing of new shares in respect of contributions in kind	-	-	*5,116,730* [b]	-	-
By the issuing of new shares in respect of share capital increases reserved for Company employees	-	-	*1,143,905* [b]	-	-
Capital at the end of the year [a]					
In euros	**13,091,569** [d]	**13,032,090** [c]	**13,939,173** [a]	**13,010,228**	**13,973,446**
In shares	**109,096,410**	**108,600,755**	**116,159,775**	**10,841,857**	**11,644,538**

(a) Share capital as recorded by the Management Board at its meeting on January 25, 2008 (excluding the options that were exercised after January 1, 2008).

(b) It should be noted that the information above was restated to take account of the 10-to-1 split in the nominal value of the Company's shares approved by the Combined Shareholders' Meeting on June 18, 2007, reducing it from €1.20 to €0.12.

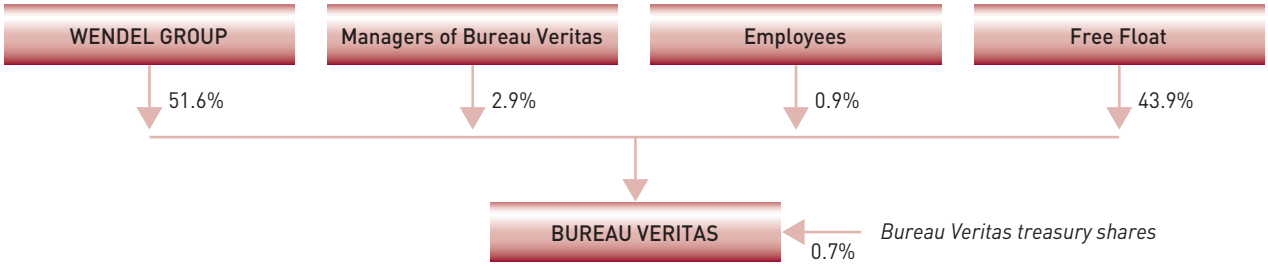
(c) Share capital as recorded by the Management Board at its meeting on January 9, 2009 (excluding the options that were exercised after January 1, 2009).

(d) Share capital as recorded by the Board of Directors at its meeting on February 3, 2010 (excluding the options that were exercised after January 1, 2010).

6.7. Major shareholders

6.7.1. Group structure

SIMPLIFIED STRUCTURE AS OF MARCH 31, 2010



PRINCIPAL DIRECT AND INDIRECT SHAREHOLDERS

Wendel is one of Europe's leading listed investment firms. The Group invests in France and abroad, in companies that are leaders in their businesses: Bureau Veritas, Legrand, Saint-Gobain, Materis, Deutsch, Stallergenes, Oranje-Nassau and Stahl. Wendel plays an active role as industry shareholder. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Led by Wendel-Participations, with nearly 35% of the capital, that forms holding of the 950 members of Wendel family.

Wendel is listed on Euronext Paris.

Wendel's annual report is available on the website of the *Autorité des marchés financiers* (www.amf-france.org) and can be downloaded from Wendel's website (www.wendelgroup.com).

On March 5, 2009, the Wendel Group announced that it had sold 11 million shares in Bureau Veritas through private placement.

Following the transaction, the Wendel Group remains the majority shareholder of Bureau Veritas, owning 52%.

In accordance with Article 28 of the Company's by-laws, a voting right worth twice that granted for other shares was allocated in respect of shares held by the company Wendel if said shares had been registered for two years. As of December 31, 2009, Wendel held 66.27% of the Company's theorical voting rights.

DISTRIBUTION OF THE SHARE CAPITAL AND VOTING RIGHTS

Shareholders	At March 31, 2010				At December 31, 2009			
	Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights	Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights
Wendel group	56,293,340	51.59%	112,586,680	66.61%	56,293,340	51.97%	112,586,680	66.57%
Free float [(b)(c)]	47,873,646	43.87%	48,532,839	28.71%	47,756,437	44.09%	48,466,241	28.66%
Employees under Group savings plan	993,299	0.91%	1,805,072	1.07%	1,009,432	0.93%	1,840,805	1.09%
▪ *o/w FCP BV Next*	*811,773*	-	-	-	*831,373*	-	-	-
Managers	3,188,799	2.92%	6,099,848	3.61%	3,257,289	3.01%	6,225,828	3.68%
Treasury shares	766,126	0.70%	-	-	779,912	0.71%	-	-
TOTAL	**109,115,210**	**100%**	**169,024,439**	**100%**	**109,096,410**	**100%**	**169,119,554**	**100%**

(a) Information provided in accordance with Article L.233-13 of the French Commercial Code.

(b) Calculated by difference.

(c) These sums include the shareholdings of the three institutional investors mentioned below.

Share transactions have been carried out by one of the Executives of the Group between December 31, 2009 and the date of this Registration Document and are presented in paragraph 3.9.2. Transactions carried out by Directors of this Registration Document.

Exceeding of thresholds

By letter of November 26, 2008, Lone Pine Capital LLC (2 Greenwich Plaza, Greenwich, CT 06830, United States), acting on behalf of funds it manages, declared that it had exceeded, on November 21, 2008, following an acquisition of shares in Bureau Veritas Registre International de classification de navires et d'aéronefs (Bureau Veritas), the 5% thresholds for capital and voting rights in Bureau Veritas, and that it held, on behalf of said funds, 6,036,159 Bureau Veritas shares representing as many voting rights, that is to say 5.57% of the capital and 5.55% of the voting rights in this company.

On February 12, 2010, Lone Pine Capital LLC informed the Company that it held 6.82% of company capital and 4.38% of the voting rights.

By letter of January 28, 2010, Lone Pine Capital LLC (2 Greenwich Plaza, Greenwich, CT 06830, United States), acting on behalf of funds it manages, declared that it had crossed below, on January 22, 2010, following a disposal of shares in Bureau Veritas *Registre International de classification de navires et d'aéronefs* (Bureau Veritas), the 5% threshold for voting rights in Bureau Veritas, and that it held, on behalf of said funds, 8,482,575 Bureau Veritas shares representing as many voting rights, that is to say 7.78% of the capital and 4.99% of the voting rights in this Company.

Two other institutional investors informed the Company that it had exceeded the statutory threshold of 2% of the Company's share capital.

Shareholder voting rights

Pursuant to the Company's by-laws as amended by the Shareholders' Meeting of June 18, 2007 and which came into force on October 23, 2007, double-voting rights are granted to all fully paid-up shares that are registered in the name of the same shareholder for a period of at least two years.

At December 31, 2008 [a]				At December 31, 2007			
Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights	Number of ordinary shares held	% of ordinary shares held	Number of exercisable voting rights	% of voting rights
67,293,340	61.96%	67,293,340	62.25%	67,293,340	57.93%	67,293,340	62.60%
35,349,633	32.55%	35,759,865	33.08%	34,121,760	29.38%	34,403,425	32.01%
1,075,618				1,143,405	0.98%		1.06%
889,983	*0.99%*	*1,075,618*	*1.00%*	*952,863*		*1,143,405*	
3,924,716	3.61%	3,967,216	3.67%	4,650,270	4.00%	4,650,270	4.33%
957,448	0.88%	-	-	8,951,000	7.71%	-	-
108,600,755	**100%**	**108,096,039**	**100%**	**116,159,775**	**100%**	**107,490,440**	**100%**

This double-voting right is deemed to be terminated for any share converted to bearer form or where title to it is transferred.

Nevertheless, the double-voting right will not be lost, and the holding period will be deemed to have continued, in the event of transfer from registered to bearer form as a result of inheritance, sharing of assets held in common between spouses or in vivo donations from a spouse or from immediate family members.

At December 31, 2009, 60,803,056 shares enjoyed double-voting rights out of the 109,096,410 shares in the share capital.

Control of the Company

At December 31, 2009, the Company was controlled directly and indirectly by Wendel, which held 51.60% of the capital and 66.27% of the voting rights.

The Group has implemented measures in order to avoid abusive control of the Company.

The Board of Directors thus ensures that at least one third of its members are independent. Independent members are selected from persons who are independent and without connection to the Company within the meaning of the Company's internal regulations. At the date of registration of this Registration document, Messrs. Patrick Buffet, Jérôme Charruau, Philippe Louis-Dreyfus and Aldo Cardoso are the independent members of the Board of Directors. The independent members of the Board of Directors are presented in the section entitled Corporate Officers and members of the Executive Committee in Chapter 2 – Corporate governance of this Registration Document.

In addition, the Company ensures that there are independent members of the Board of Directors on its specialist committees (see paragraph 2.2.2. Composition and conditions governing the préparation and organization of the work of the Board in Chapter 2 – Corporate governance of this Registration Document). The Audit and Risk Committee thus has two of the four independent members of the Board, one of whom is the Chairman of said Committee.

6.7.2. Agreements for a change in control

None.

6.8. Dividend policy

The Group has set itself the objective of paying an annual dividend representing approximately one third of its adjusted net profit for the year.

This objective does not, however, represent any commitment on the Group's part, as future dividends will depend on its business results and financial position.

The amount of the dividend that will be proposed to the Annual Shareholders' Meeting is set out in the section entitled Additional information concerning the Company in view of the approval of the 2009 financial statements in Chapter 3 – Management Report of this Registration Document.

6.9. Related-party transactions

6.9.1. Principal related-party transactions

A detailed description of the intra-group contracts and other related-party transactions is set forth in the section 6.4. Intra-group contracts of this chapter and in Note 31 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

6.9.2. Statutory Auditors' special report on related-party agreements and commitments

(Year ended December 31, 2009)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of Bureau Veritas SA, we hereby report to you on related party agreements and commitments.

At the Annual General Meeting of June 3, 2009 the shareholders of Bureau Veritas SA adopted a change in the Company's management structure, with a Board of Directors replacing the previous two-tier Supervisory Board/Management Board structure.

AGREEMENTS AND COMMITMENTS AUTHORIZED DURING 2009

In accordance with Articles L. 225-40 and L 225-88 of the French Commercial Code *(Code de commerce)*, we were informed of the following agreements and commitments authorized by your Board of Directors and Supervisory Board during 2009.

Our responsibility does not include identifying any undisclosed agreements or commitments. We are required to report to shareholders, based on the information provided, about the main terms and conditions of agreements and commitments that have been disclosed to us, without commenting on their relevance or substance. Under the provisions of Articles R. 225-31 and R. 225-58 of the French Commercial Code, it is the responsibility of shareholders to determine whether the agreements and commitments are appropriate and should be approved.

We performed our procedures in accordance with professional standards applicable in France. These standards require us to perform procedures to verify that the information given to us agrees with the underlying documents.

Comfort letter issued to Morton Insurance Company Ltd

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on February 9, 2009

In connection with the annual renewal of its professional civil liability insurance covering the Marine business, Bureau Veritas SA issued a comfort letter to its primary insurer, Morton Insurance Company Ltd, which is reinsured with Soprefira (a subsidiary of Bureau Veritas SA). The comfort letter is for a maximum amount of €5,000,000 per annum in the event of default by Soprefira.

François Tardan, Executive Officer since June 3, 2009, was a member of the Bureau Veritas Management Board at the time the agreement was signed, and is also a director of Soprefira.

AGREEMENTS AND COMMITMENTS AUTHORIZED IN PRIOR YEARS AND THAT REMAINED IN FORCE DURING THE YEAR

In accordance with the French Commercial Code, we were informed that the following agreements and commitments authorized in prior years remained in force during the year.

Amendment to the employment contract of Philippe Donche-Gay

Director concerned: Philippe Donche-Gay

Agreement authorized by the Supervisory Board on August 27, 2008

The Supervisory Board authorized modifications to the employment contract of Philippe Donche-Gay, relating in particular to compensation and benefits payable in the event of the termination of his employment contract, and authorized the Chairman of the Management Board to sign the related amendment.

In application of the provisions of French Law no. 2007-1223 of August 21, 2007 to stimulate employment and boost purchasing power (the "TEPA" law), on August 27, 2008 the Supervisory Board authorized the new undertaking made by your Company in favor of Philippe Donche-Gay.

Under the terms of his employment contract, as Chief Operating Officer, Philippe Donche-Gay will receive compensation in the event that his employment contract is terminated by the Company, except in the case of gross negligence, serious professional misconduct or *force majeure*.

The amount of the termination benefits is subject to a performance condition, defined as follows: *"Philippe Donche-Gay's contribution to Group results, as evidenced by an increase in Adjusted Net Attributable Profit of 10% to 15% between the penultimate and last financial year before termination of the Employment Contract:*

- *Increase of less than 10%: no Termination Benefit will be payable.*
- *Increase of more than 15%: the full Termination Benefit will be payable, provided that the other vesting conditions set out in the Employment Contract are met.*
- *Increase of between 10% and 15%: the amount of the Termination Benefit payable, provided that the other vesting conditions set out in the Employment Contract are met, will be calculated on a pro rata basis. For example, in the event of a 12.25% increase in Adjusted Net Attributable Profit, the amount of the Termination Benefit would be equal to [full Termination Benefit/5 x 2.25]."*

Philippe Donche-Gay, Executive Officer, since June 3, 2009, was a member of the Bureau Veritas Management Board at the time the agreement was signed.

Comfort letter issued to Morton Insurance Company Ltd

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on February 5, 2008

In connection with the annual renewal of its professional civil liability insurance covering the Marine business, Bureau Veritas SA issued a comfort letter to its primary insurer, Morton Insurance Company Ltd, which is reinsured with Soprefira (a subsidiary of Bureau Veritas SA). The comfort letter is for a maximum amount of €5,000,000 per annum in the event of default by Soprefira.

A new comfort letter was issued on February 9, 2009.

François Tardan, Executive Officer, since June 3, 2009, was a member of the Bureau Veritas Management Board at the time the agreement was signed, and is also a director of Soprefira.

Guarantee issued to AXA

Companies concerned: Bureau Veritas SA and Soprefira

Agreement authorized by the Supervisory Board on February 5, 2008

In connection with the annual renewal of its professional civil liability insurance under the Terre 2008 policy, Bureau Veritas SA issued a comfort letter to its primary insurer, AXA, which is reinsured with Soprefira (a subsidiary of Bureau Veritas SA). The comfort letter is for a maximum amount of €4,000,000 per annum in the event of default by Soprefira.

François Tardan, Executive Officer, since June 3, 2009, was a member of the Bureau Veritas Management Board at the time the agreement was signed, and is also a director of Soprefira.

Guarantee issued to Sabah Shell Petroleum Company Limited

Companies concerned: Bureau Veritas SA and Bureau Veritas Malaysia

Agreement authorized by the Supervisory Board on October 5, 2007

Bureau Veritas SA issued a parent company guarantee for an unlimited amount to Sabah Shell Petroleum Company Limited, a client of its Bureau Veritas Malaysia subsidiary. The guarantee relates to the commitments made by Bureau Veritas Malaysia as part of its tender bid for inspection and quality control services in the oil and gas field for an amount of USD 10 million.

François Tardan, Executive Officer, since June 3, 2009, was a member of the Bureau Veritas Management Board at the time the agreement was signed, and is also a member of the Board of Directors of Bureau Veritas Malaysia.

Approval of an underwriting agreement between Wendel Investissement and financial institutions as part of the stock market listing of Bureau Veritas

Companies concerned: Bureau Veritas SA and Wendel Investissement

Agreement authorized by the Supervisory Board on October 23, 2007

The Supervisory Board meeting of October 23, 2007 authorized the signing of an underwriting agreement between Wendel Investissement, Winvest 9 and certain managing shareholders of Bureau Veritas, and the joint lead arrangers and bookrunners. The agreement contained

certain commitments (in particular not to sell or issue Bureau Veritas shares for 180 days), statements and guarantees in favor of the joint lead arrangers and bookrunners.

Jean-Bernard Lafonta, Supervisory Board member until April 14, 2009, was Chairman of the Management Board of Wendel.

Ernest-Antoine Seillière, Board member since June 3, 2009, was a member of the Bureau Veritas Supervisory Board at the time the agreement was signed, and is also Chairman of the Supervisory Board of Wendel.

Wendel is also the main shareholder of Bureau Veritas SA.

Cash pooling agreement with Royal Bank of Scotland

Companies concerned: Bureau Veritas SA, Bureau Veritas Inspection Ltd and Bureau Veritas UK Holding Ltd

Agreement authorized by the Supervisory Board on July 12, 2006

As part of the "Unlimited Inter Company Composite Guarantee with Accession", Bureau Veritas (like the other parties to the cash pooling agreement) became guarantor for all sums due by the other parties to the agreement, and no longer only for the credit balance of its RBS account, as was previously the case.

The participating companies are:

- Bureau Veritas Certification Holding SAS (formerly BVQI Holding);
- Bureau Veritas Certification UK Ltd (formerly BVQI Ltd);
- Bureau Veritas UK Holding Ltd;
- Bureau Veritas Consulting Ltd (formerly Weeks Consulting Ltd);
- Bureau Veritas UK Ltd (formerly Bureau Veritas Inspection Ltd - formerly Plant Safety Ltd);
- Weeks Technical Services Ltd;
- Bureau Veritas Laboratories Ltd (formerly Weeks Laboratories Ltd);
- LJ Church Ltd;
- Casella Consulting Ltd, its subsidiaries and sub-subsidiaries;
- Casella Analytic Ltd, Casella Science & Environment Ltd;
- Winton Environmental Management Ltd;
- Bureau Veritas HS&E (formerly Stanger Ltd);
- Bureau Veritas B&I Ltd (formerly Stanger Environmental Analysis Ltd);
- Winton Holdings Ltd;
- Bureau Veritas Inspection UK Ltd (formerly Bureau Veritas UK Ltd).

François Tardan, Executive Officer, since June 3, 2009, was a member of the Bureau Veritas Management Board at the time the agreement was signed, and is also a member of the Board of Directors of Bureau Veritas Inspection UK Ltd and Bureau Veritas UK Ltd.

Neuilly-sur-Seine and Paris, April 12, 2010

The Statutory Auditors

PricewaterhouseCoopers Audit	Bellot Mullenbach & Associés
Jean-François Châtel	Pascal de Rocquigny

6.10. Articles of incorporation and by-laws

This section contains a summary of the main provisions of the by-laws. A copy of the by-laws is available from the registrar of the Nanterre Trade and Companies Register.

Corporate purpose (article 3 of the by-laws)

The Company has the following corporate purpose, which it may carry out in any country:

- classification, inspection, expert appraisal, as well as supervision of the construction and repair of vessels and aircrafts of all types and nationalities;
- inspections, audits, assessments, diagnoses, expert appraisals, measurements, analyses relative to the function, compliance, quality, hygiene, safety, environmental protection, production, performance and value of all materials, products, goods, equipment, structures, facilities, factories or organizations;
- all services, studies, methods, programs, technical assistance, consulting in the fields of industry, of sea, land or air transport, services and national or international trade;
- inspection of real property and civil engineering structures.

Except in the case of incompatibility with prevailing legislation, the Company may carry out all studies and research and accept expert appraisal or arbitration commissions in the fields related to its business.

The Company can publish any document, including sea and air regulations and registers, and can engage in any training activities related to the aforementioned activities.

More generally, the Company carries out any activity that may, directly or indirectly, in whole or in part, relate to its corporate purpose or further achievement of that purpose: in particular, this includes any industrial, commercial or financial transactions; any transaction related to real or movable property; the creation of subsidiaries; acquisitions of financial, technical or other interests in companies, associations or organizations whose purpose is related, in whole or in part, to the Company's corporate purpose.

Finally, the Company can carry out all transactions with a view to the direct or indirect use of the assets and rights owned by it, including the investment of corporate funds.

Organs of administration and general management (articles 14 to 21 of the by-laws)

A description of the functioning of the Company's Board of Directors is provided in Chapter 2 – Corporate governance of this Registration Document.

Shareholders' rights and duties (articles 8, 9 and 11 to 13 of the by-laws)

PAYMENT FOR SHARES

Shares subscribed in cash are issued and paid up according to the terms and conditions provided by law.

FORM OF SHARES

The shares of the Company are registered or bearer shares, according to the shareholder's preference, save and except when legislative or regulatory provisions require, in certain cases, the registered form.

The shares of the Company shall be recorded in a register, in compliance with the terms and conditions provided for by law.

TRANSFER AND TRANSMISSION OF SHARES

Shares are freely negotiable, unless legislative or regulatory provisions provide otherwise. Shares are transferred via account-to-account transfer in accordance with the terms and conditions provided for by law.

SHAREHOLDERS' RIGHTS AND OBLIGATIONS

Each share grants the right, via ownership of corporate capital and profit sharing, to a share proportional to the portion of capital that it represents.

Additionally, it grants the right to vote in and be represented at Shareholders' Meetings, in accordance with legal and statutory requirements.

Shareholders are liable for corporate liability only up to the limit of their contributions.

The rights and obligations follow the share regardless of who holds the share.

Ownership of a share implies ipso jure that its owner upholds the Articles of Incorporation and decisions made at Shareholders' Meetings.

Whenever ownership of several shares is required to exercise a right, in the case of exchange, consolidation or allotment of shares, or as a result of a capital increase or reduction, merger or other corporate transaction, the owners of single shares, or a number of shares falling below the required minimum, may not exercise these rights unless they personally group together, or, where appropriate, purchase or sell the shares as necessary.

INDIVISIBILITY OF SHARES – BARE OWNERSHIP - USUFRUCT

The shares are indivisible with regard to the Company.

Joint owners of joint shares are required to be represented before the Company by one chosen from amongst them or by a sole authorised agent. Should the joint owners fail to agree on the choice of that sole agent, the agent will be assigned by the presiding judge of the Tribunal de Commerce [commercial court], ruling in interlocutory proceedings at the request of the most diligent joint owner.

The voting right attached to the share belongs to the beneficial owner at Ordinary General Meetings and to the bare owner at Extraordinary General Meetings.

Changes in shareholder rights

Changes in the rights attached to shares are submitted to the requirements of law, unless the by-laws provide specific provisions.

Shareholders' Meetings (articles 23 to 30 of the by-laws)

The joint decisions of the shareholders are taken at General Meetings, which may be qualified as ordinary, extraordinary or special according to the nature of the decisions for which they are convened.

Every General Meeting duly held represents all shareholders.

The deliberations of General Meetings are binding on all shareholders, even those absent, dissenting or under disability.

CONVENING OF SHAREHOLDERS' MEETINGS (ARTICLE 24 OF THE BY-LAWS)

General Meetings shall be convened within the terms and conditions set forth by law.

General Meetings shall be held at the registered office or at any other location (including locations outside the département of the registered office) indicated in the notice of meeting.

AGENDA (ARTICLE 25 OF THE BY-LAWS)

The agenda for General Meetings shall be drawn up by the author of the notice of meeting.

The General Meeting cannot deliberate on an issue not included on the agenda, which cannot be modified in a second notice of meeting. The Meeting can, however, in all circumstances, remove one or several members of the Board of Directors and proceed to replace them.

ACCESS TO THE MEETINGS (ARTICLE 26 OF THE BY-LAWS)

All shareholders, regardless of the number of shares held, may attend general meetings in person or via proxy, within the terms and conditions provided for by law.

The right to attend general meetings is subject to shares having been registered three (3) work days prior to the general meeting at zero hour, Paris time zone, in either the registered shares accounts kept by the Company or the bearer accounts held by the authorized intermediary. In the case of shares in bearer form, entry of the shares shall be recognized by a participation certificate issued by the authorized intermediary.

Shareholders may only be represented by their spouse or another shareholder, in which case proof of proxy must be provided.

Any shareholder who wishes to vote by mail or proxy must, at three (3) days prior to the date of the General Meeting, submit a proxy, vote-by-mail form, or single document in their stead to the registered office or any other location indicated on the notice of meeting. The Board of Directors can, for any General Meeting, shorten this deadline via general measure benefiting all shareholders. Via ruling of the Board of Directors indicated in the notice of meeting, shareholders may, within the terms and conditions provided for by law and regulations, send their proxy and vote-by-mail form via telecommunications means (including via electronic means). In such cases, electronic signatures can take the form of a process fulfilling the requirements stipulated in the first sentence of the second clause of article 1316-4 of the Civil Code.

If the Board of Directors decides as such at the time the Meeting is convened, shareholders may also attend the General Meeting via videoconferencing or other telecommunications systems through which their identity can be verified, in which case they shall be considered present for calculation of the *quorum* and majority.

ATTENDANCE SHEET, BOARD, MINUTES (ARTICLE 27 OF THE BY-LAWS)

An attendance sheet containing the information stipulated by law shall be kept at each Meeting.

This attendance sheet, duly signed by the attending shareholders and their proxies and to which shall be appended the powers of attorney awarded to each proxy and, where applicable, the vote-by-mail forms, shall be certified accurate by the officers of the Meeting.

The meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman of the Board of Directors or by a member of the Board of Directors specially appointed for this purpose.

If the Meeting is convened by the auditor or auditors, by a legal proxy or by liquidators, the Meeting shall be chaired by the author of the notice of meeting.

In all cases, if the person authorised or appointed to chair the Meeting is absent, the Meeting shall elect its Chairman.

The duty of teller shall be performed by the two shareholders, attending and accepting the duty in their own name or represented by their proxies, with the largest number of shares.

The officers' board thus formed shall appoint a secretary, who may not be a shareholder.

The members of the officers' board have the duty of checking, certifying and signing the attendance sheet, ensuring that the discussions proceed properly, settling incidents during the meeting, checking the votes cast and guaranteeing the regularity thereof, and ensuring that the minutes are drawn up and signing them.

Minutes are drawn up and copies or extracts of the proceedings are issued and certified in application of the law.

QUORUM, VOTING, NUMBER OF VOTES (ARTICLE 28 OF THE BY-LAWS)

At Ordinary and Extraordinary General Meetings, the *quorum* shall be calculated on the basis of all the shares making up the registered capital, minus any shares that have had their voting rights suspended by virtue of legal provisions.

For voting by mail, only forms received by the Company before the Meeting is held, within the terms and conditions set by law, shall be taken into consideration for calculating the *quorum*.

At Ordinary and Extraordinary General Meetings, shareholders are entitled to the same number of votes as the number of shares they hold, with no limitation.

However, a voting right double that conferred on other shares, taking into consideration the proportion of the capital they represent, is assigned to all shares fully paid up, for which purpose nominative registration for at least two years in the name of the same shareholder shall be required.

Moreover, in the event the capital is increased via incorporation of reserves, profits or share premiums, the right to double voting shall be granted, upon issuance, for registered shares attributed free of charge to a shareholder having held former shares for which the shareholder enjoyed that right.

The double voting right is cancelled ipso jure for any share converted to a bearer share or subject to a transfer of ownership. Nevertheless, the term set above shall not be interrupted b, or shall keep the acquired rights, any transfer from registered share to bearer share as a result of *ab intestat* or testamentary inheritance of joint ownership amongst spouses, or of inter vivos gifts to spouses or relatives entitled to a part of an intestate estate. The same holds true in the event of a transfer of shares carrying double voting rights following a merger or division of a corporate shareholder. The merger or division of the Company shall have no effect on the double voting right, which can be exercised within the receiving company or companies, if the articles of association of those companies had instituted it as such.

The vote may take place and ballots may be cast, according to the decision of the officers' board of the Meeting, by a show of hands, by electronic means or by any telecommunication methods permitting the identification of the shareholders in accordance with the applicable regulatory terms.

ORDINARY GENERAL MEETING (ARTICLE 29 OF THE BY-LAWS)

The Ordinary General Meeting is that which is called upon to take any decisions that do not amend the Articles of Association.

It shall be held at least once a year, within the applicable legal and regulatory time periods, to deliberate on the corporate financial statements and, where applicable, on the consolidated financial statements for the preceding accounting period.

The Ordinary General Meeting, deliberating in accordance with the terms pertaining to *quorum* and majority as set forth in the governing provisions, exercises the powers granted it by law.

EXTRAORDINARY GENERAL MEETING (ARTICLE 30 OF THE BY-LAWS)

Only the Extraordinary General Meeting is authorised to amend the Articles of Association in all their provisions. It may not, however, increase the commitments of shareholders, excepting transactions resulting from an exchange or consolidation of shares, duly decided and performed.

The Extraordinary General Meeting, deliberating in accordance with the terms pertaining to *quorum* and majority set forth in the governing provisions, exercises the powers granted it by law.

Shareholders' right to information (article 31 of the by-laws)

All shareholders have the right to access the documents they require to be able to give their opinion with full knowledge of the facts and to make an informed judgement on the management and operation of the Company.

The nature of these documents and the conditions for sending them or making them available are determined by law.

Provisions of the by-laws which may have an impact on a change in control

No provision in the by-laws could, to the knowledge of the Company, have the effect of delaying, postponing or preventing a change in control of the Company.

Identification of the shareholders and thresholds (articles 10 and 11 of the by-laws)

SHAREHOLDERS' IDENTIFICATION (ARTICLE 10 OF THE BY-LAWS)

The Company shall inform itself of the make-up of its shares' ownership, in accordance with the terms and conditions provided for by law.

As such, the Company can make use of all legal provisions available for identifying the holders of shares conferring immediate or future voting rights in its Shareholders' Meetings.

Thus, the Company reserves the right, at any time and in accordance with the legal and regulatory terms and conditions in force and at its own cost, to request from the central depository retaining the account of issuance of its deeds information concerning the holders of securities conferring the immediate or future right to vote in the Company's Shareholders' Meetings, as well as the number of securities held by each shareholder and, where applicable, any restrictions that can be imposed on such securities.

Having followed the procedure described in the preceding paragraph and in view of the list provided by the central depository, the Company can also request, either through the central depository or directly, that individuals on the list whom the Company believes may be registered as agents for third parties provide information about the owners of the securities referred to in the preceding paragraph. These individuals are required, when acting as intermediaries, to disclose the identity of the holders of these securities.

If the securities are in registered form, the intermediary registered in accordance with the terms and conditions set forth by law is required to disclose the identity of the holders of these securities as well the number of securities held by each individual, upon simple request by the Company or its agent, which may be presented at any time.

For as long as the Company believes that certain shareholders whose identity has been disclosed are holding shares on account of third parties, the Company is entitled to ask those shareholders to disclose the identity of the holders of the securities in question, as well as the number of shares held by each.

At the close of identification procedures, and without prejudice to legal requirements relative to the disclosure of significant equity ownership, the Company can ask that any legal entity holding its shares and owning an interest in excess of 2.5% of the capital or voting rights disclose to the Company the identities of individuals who directly or indirectly own more than one third of that legal entity's capital or voting rights.

In the event of non-compliance with the aforementioned requirements, the shares or securities conferring immediate or future access to capital and for which these individuals have been recorded in the register shall be stripped of their voting rights for any subsequent Shareholders' Meeting, and until such time this identification requirement has been fulfilled, to which date payment of the corresponding dividend will also be deferred.

Moreover, in the event the registered individual knowingly disregards these obligations, the court of competent jurisdiction given the location of the Company's registered offices may, if petitioned by the Company or one or more of its shareholders holding at least 5% of the Company's capital, order total or partial suspension, for a period not to exceed five years, of the voting rights attached to the shares for which the Company had requested information, as well as suspension, for the same period of time, of the right to payment of the corresponding dividend.

THRESHOLDS (ARTICLE 11 OF THE BY-LAWS)

In addition to the legal obligation to notify the Company when thresholds provided for by law have been crossed, any natural or legal entity who, whether acting alone or in concert, should acquire, directly or indirectly as defined by law (and in Article L.233-9 of the French Commercial Code in particular), a number of shares equivalent to a fraction of capital or voting rights in excess of 2% must inform the Company of the number of shares and voting rights it owns, within 5 trading days of the date on which the threshold was reached, and must do so, regardless of the book entry date, via registered mail with return receipt addressed to the Company's registered office or by any equivalent means for shareholders or bearers residing outside France, with specification of the total number of equity shares and securities granting eventual access to equity and related voting rights that it owns as of the date on which the declaration is made. This declaration in relation to the crossing of a threshold also indicates whether the shares or related voting rights are or are not held on behalf of or jointly with other natural or legal entitys and additionally specifies the date on which the threshold was crossed. The declaration shall be repeated for each additional 1% fraction of capital or voting rights held, without limitation, including beyond the 5% threshold.

If not declared regularly in accordance with the terms and conditions stipulated above, shares exceeding the fraction that should have been otherwise declared shall be stripped of their voting rights in

Shareholders' Meetings from the moment one or more shareholders in possession of at least 5% of the Company's capital or voting rights make such a request, duly recorded in the minutes of the Shareholders' Meeting. The suspension of voting rights shall apply to all Shareholders' Meetings taking place up until expiration of a period of two years from the date on which the reporting requirement is fulfilled.

Any shareholder whose share in the capital and/or voting rights in the Company falls below any of the aforementioned thresholds is also required to notify the Company as such, within the same period of time and in the same manner, no matter the reason.

In calculating the aforementioned thresholds, the denominator must include consideration of the total number of shares that form the Company's capital and that carry voting rights, including those with their voting rights suspended, as published by the Company in accordance with the law (the Company being required to specify, in its publications, the total number of said shares carrying voting rights and the number of shares that have their voting rights suspended).

Changes to registered capital (article 7 of the by-laws)

The registered capital can be increased or decreased by any method or means authorised by law.

The Extraordinary General Meeting can also decide to proceed with a division of the par value of the shares or with consolidating them.

7

Additional information

7.1. Bureau Veritas and its shareholders

The Bureau Veritas share

Listing market	Euronext Paris, compartment A, eligible for the SRD
Initial public offering (IPO)	October 23, 2007 at €37.75 per share
Inclusion in the indices	SBF 80, SBF 120, SBF 250 CAC Mid 100, CAC Mid & Small DJ STOXX 600, DJ STOXX 600 Industrial Goods and Services Index
Codes	ISIN: FR 0006174348 Ticker: BVI Reuters: BVI.PA Bloomberg: BVI-FR
Number of outstanding shares at March 31, 2010	109,115,210
Number of exercisable voting rights at March 31, 2010	169,024,439
Stock market capitalization at March 31, 2010	€4,288 million

Dividend

A €0.84 dividend per share will be proposed to the Annual Shareholders' Meeting of June 1, 2010, representing a third of the adjusted earnings per share, up 17% on the previous financial year.

Share price performance since the IPO

Over the course of the 2009 financial year, the Bureau Veritas share price rose by 26.7%, outperforming the CAC 40 index (+22.3%). However, since its IPO in October 2007, the Bureau Veritas share price has suffered as a result of the general downturn in the markets. At March 31, 2010, the share price evolution was limited to 3.4% compared to its introduction price. However, the Bureau Veritas share outperformed the CAC 40 index, which fell of 30% over the same period.

On average, about 193,000 shares were exchanged each day in 2009, that is to say about €6 million.

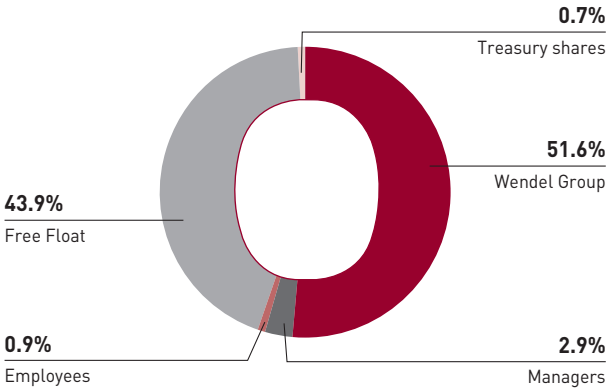
TRANSACTIONS SINCE JANUARY 2009

Period	Number of shares traded	Capital (in millions of euros)	Adjusted highs and lows (euros)	
			Low	High
January 2009	2,646,507	78.13	27.75	31.15
February 2009	3,696,856	108.07	27.11	31.50
March 2009	9,306,876	247.85	25.25	28.70
April 2009	4,750,542	141.49	28.30	31.34
May 2009	5,123,450	174.66	30.65	36.50
June 2009	6,794,767	237.85	32.41	37.50
July 2009	3,637,483	120.84	31.48	35.70
August 2009	3,308,575	110.61	31.75	35.83
September 2009	2,835,232	102.53	33.80	38.69
October 2009	2,655,589	101.33	36.34	40.03
November 2009	7,594,696	255.57	31.70	37.30
December 2009	3,354,191	116.36	33.10	36.76
January 2010	3,787,593	137.10	34.70	37.40
February 2010	3,939,303	140.28	34.10	37.50

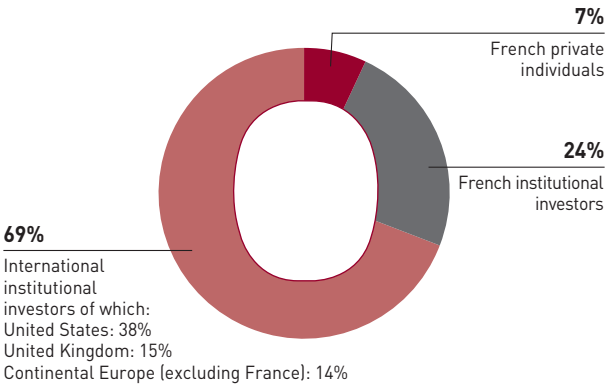
Source: NYSE Euronext.

Shareholder base

SHAREHOLDERS BASE AS OF MARCH 31, 2010



BREAKDOWN OF FREE FLOAT [(a)]



(a) Estimate at January 31, 2010.

Shareholder information

Bureau Veritas undertook to communicate on a regular basis with regard to its business activities, strategy and outlook with its individual or institutional shareholders and, more broadly, with the financial community.

All Group publications (press releases, annual reports, annual and interim presentations, etc.) and regulated information are available upon request or from its website www.bureauveritas.com/investors. This site offers the option of signing up for email alerts to receive news and downloading all of the Group's publications since its IPO, the list of analysts who cover the Bureau Veritas share, and real-time share quotes.

Over the course of the 2009 financial year, the management of Bureau Veritas met with over 400 investors at roadshows, meetings and industry conferences in France, the United Kingdom, the United States, Switzerland and Germany.

2010 financial calendar

May 5, 2010

1st Quarter 2010 information

June 1, 2010

Shareholders'Meeting

August 26, 2010

1st half 2010 Results

November 3, 2010

3rd Quarter 2010 information

Contact details

Analyst / investor information

Claire Plais – Domitille Vielle
financeinvestors@bureauveritas.com

Bureau Veritas

67-71, boulevard du Château
92571 Neuilly-sur-Seine Cedex France
Tel: +33 (0)1 55 24 70 00

7.2. Documents available to the public

Copies of this registration document are available without charge from the Company and on its website (www.bureauveritas.com).

Legal documents relating to the Company and required to be made available to shareholders under applicable regulations, and the Group's historical financial information, may be consulted at the Company's headquarters.

7.3. Significant contracts

In light of the nature of its business, the Company has not entered into, at the date of this registration document, significant contracts other than those entered into in the ordinary course of business, with the exception of the 2006 Syndicated Loan described in the Sources of Financing section in Chapter 3 – Management Report of this Registration Document.

7.4. Legal, administrative, government and arbitration procedures and investigations

In the ordinary course of business, the Group is involved with respect to some of its business in a significant number of legal proceedings seeking in particular to establish the Group's professional civil liability in connection with services provided. Although the Group pays careful attention to managing risk and the quality of the services provided, some services can give rise to claims and result in adverse financial judgments.

Expenses which may result from litigation are subject to provisioning. The amount recorded as a reserve is the best estimate of the expenses needed to meet the Group's obligations, reviewed and updated at each period closing date. Costs which the Group may be required to incur may exceed the amounts reserved for litigations due to numerous factors, and in particular the uncertain nature of the outcome of litigation.

At the date of this registration document, the Group is involved in the following principal procedures:

TERMINAL 2E AT THE PARIS-ROISSY CDG AIRPORT

On May 23, 2004, a part of the roof of the departure hall of Terminal 2E at the Roissy CDG Airport collapsed, causing the death of four persons, injuries to six persons and the closing of the terminal.

A criminal investigation, for which the expert investigation phase has been completed, was opened after the accident and led to the questioning of the builders and the Company. Investigations are continuing. At the same time, two expert investigations were initiated at the request of the main parties involved in the construction, Aéroports de Paris (the party responsible for the construction project, architect and general contractor) and companies of the Vinci group (that participated in the construction of the outer structure of the hall). The Company is a party to the expert investigations still underway. During the expert investigation, a deal was made regarding the "ten-year" physical damage borne, in so far as the Company was liable, by its insurers.

At the date of this registration document, no judicial proceedings have been begun, including with respect to the Company.

As for the non-material damages, on the basis of the assessment already carried out by the Company and its advisers regarding the amount thereof and the percentage liability likely to be incurred by the Company as technical controller (in light of the initial advice given by the legal experts), and on the basis of available insurance warranties and reserves taken by the Group, the Company believes, at the date of this registration document and given the information currently known to the Company, that this event should not have a significant adverse effect on the consolidated financial statements of the Group.

GABON EXPRESS AIRPLANE CRASH

Following the crash of an airplane of Gabon Express at Libreville on June 8, 2004, which caused the death of 19 passengers and crew members and injuries to eleven persons, the general director of Bureau Veritas Gabon SAU ("BV Gabon"), a subsidiary of the Company, was sued for involuntary homicide and injury. The company BV Gabon, whose employees performed the agreement delegating authority for technical control and monitoring of civil aircraft in Gabon, has been sued for civil liability in Gabon. At the date of this registration document, no quantified claim has been made in a court of law and the assignment of liability is not yet known.

EUROPEAN COMMISSION INSPECTION

The Company was the subject, on January 29 and 30, 2008, at its registered office, like all other European ship classification companies who were members of the IACS, of an inspection by the European Commission. This inspection related to any anti-competitive agreements, decisions and/or practices involving the Company, the IACS and other members of the IACS in breach of Articles 81 and 82 of the EC Treaty (now Articles 101 and 102 respectively of the Treaty on the functioning of the European Union) and of Articles 53 and/or 54 of the EEA agreement in the ship classification services sector.

On October 14, 2009, the Commission closed this case after accepting the undertakings given by the Company, the IACS and other members of the IACS, without any recognition of liability attributable to the Company, the IACS or other members of the IACS or any penalty against any of the above. The Company, the IACS or other members must meet these undertakings for five years, until October 2014.

DISPUTE RELATING TO THE CONSTRUCTION OF A HOTEL AND BUSINESS COMPLEX IN TURKEY

Bureau Veritas Gozetim Hizmetleri Ltd Sirketi (BVT) and the Turkish company Aymet are parties to a dispute before the Commercial Court of Ankara relating to the construction of a hotel and business complex in respect of which the parties concluded a contract in 2003. Aymet filed an action in 2008 and is currently claiming US$63 million in damages from BVT for alleged failures in the performance of its project inspection and supervision mission. The Company and its advisers believe that Aymet's claims are legally and contractually groundless. On the date of this Registration Document and according to existing information, the Company believes that this claim should not significantly affect the Group's consolidated financial statements.

There are no other government, administrative, legal, or arbitration proceedings or investigations (including any proceeding of which the Company is aware, pending, or with which the Group is threatened), which are likely to have or have had within the last twelve months a material impact on the financial position or profitability of the Group.

A detailed description of the provisions for disputes entered in the accounts by the Group is provided in Note 24 to the financial statements in Chapter 4 – 2009 Consolidated Financial Statements of this Registration Document.

7.5. Significant changes in financial or commercial conditions

As far as the Company is aware, no other significant change occurred between the end of the year ended December 31, 2009 and the registration date of this document.

7.6. Information from third parties, expert certificates and interested parties

None.

7.7. Principal property, plant and equipment

At December 31, 2009, the gross value of property, plant and equipment was €509.3 million. The principal property, plant and equipment were as follows:

	In millions of euros	Content
Buildings & facilities:	24.5	This property mainly includes laboratories and installations
Operational equipment	316.6	This property essentially relates to the operational equipment used for laboratory and analysis activities, and the vehicles and fittings at all Group offices
Computer equipment & office furniture:	151.9	This property is made up of the traditional computer equipment and infrastructure needed to process the Group's information, and office furniture
Other property, plant and equipment:	16.3	Other miscellaneous property, plant and equipment (e.g. property, plant and equipment under production)

As a general rule, the Group rents its work locations (including the Company's headquarters). However, in some cases, for example laboratories, the Group owns the property.

The Group's rental costs for the 2009 financial year represented €97.8 million (compared to €92.8 million in 2008). A detailed description of future payments under property rental contracts is provided in Note 29 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document.

The Group also holds rented or leased assets (including its IT equipment and its vehicle fleet). Lastly, the Group owns scanners used in its GSIT business, as well as the equipment used in its laboratories.

7.8. Research and development, patents and licenses

Owing to the nature of its activities, the Group does not carry out any specific activity in terms of basic research and development. However, the Group carries out research projects relating to experimental development as part of its everyday operations.

The Group benefits in this respect, in France, from the Research Tax Credit system. This Tax Credit is like a subsidy in that it is refundable even if there is a surplus on the amount of tax payable. It is therefore included in the current operating result.

A subsidy was entered in the accounts in the 2009 financial year (cf. Note 6 to the consolidated financial statements in Chapter 4 – 2009 consolidated financial statements of this Registration Document).

7.9. Date of the most recent financial information

The most recent financial information of Bureau Veritas verified by the Statutory Auditors that is included in this Registration Document concerns the year ended December 31, 2009.

7.10. Interim and other financial information

None.

7.11. Persons responsible

Person responsible for the registration document

Mr. Frank Piedelièvre, Chairman and Chief Executive Officer of Bureau Veritas.

Certification of the person responsible for the registration document

"I certify, after taking all reasonable measures for such purpose, that the information contained in the French language registration document is, to my knowledge, consistent with reality and does not include any omission which could change its scope.

I certify that, to the best of my knowledge, the financial statements are drawn up pursuant to the applicable accounting standards and give a fair picture of the assets and liabilities, financial position and profits and losses of the Company and of the companies within its scope of consolidation, and the management report (Chapter 3 – Management Report of this Registration Document) presents a fair overview of the business developments, profits and losses and financial position of the Company and the companies within its scope of consolidation as well as a description of the main risks and uncertainties they face.

I have received from the Statutory Auditors a letter stating that their work has been completed, in which they indicate that they have verified the information concerning the financial condition and the financial statements presented in this document, and have read the entire document."

Frank Piedelièvre

Chairman and Chief Executive Officer of Bureau Veritas

Person responsible for the financial information

Mr. François Tardan
Chief Executive Officer

Address: 67-71, boulevard du Château – 92571 Neuilly-sur-Seine Cedex, France
Telephone: +33 1 55 24 76 11
Fax: +33 1 55 24 70 32

7.12. Statutory Auditors

7.12.1. Statutory Auditors

PRICEWATERHOUSECOOPERS AUDIT

Represented by Mr. Jean-François Châtel

63, rue de Villiers
92208 Neuilly-sur-Seine Cedex - France

PricewaterhouseCoopers Audit's mandate as Statutory Auditor was renewed at the Ordinary Shareholders' Meeting on June 30, 2004, for a period of six financial years.

PricewaterhouseCoopers Audit is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles.*

BELLOT MULLENBACH & ASSOCIÉS

Represented by Mr. Pascal de Rocquigny

11, rue de Laborde
75008 Paris - France

Bellot Mullenbach & Associés was appointed as Statutory Auditor at the Ordinary Shareholders' Meeting on June 30, 2004 for a period of six financial years.

Bellot Mullenbach & Associés is a member of the *Compagnie Régionale des Commissaires aux Comptes de Paris.*

7.12.2. Alternate auditors

Mr. Pierre Coll

63, rue de Villiers
92208 Neuilly-sur-Seine Cedex - France

Mr. Pierre Coll's mandate as Substitute auditor was renewed at the Ordinary Shareholders' Meeting on June 30, 2004 for a period of six financial years.

Mr. Jean-Louis Brun d'Arre

11, rue de Laborde
75008 Paris - France

Mr. Jean-Louis Brun d'Arre was appointed Substitute auditor at the Ordinary Shareholders' Meeting on June 30, 2004 for a period of six financial years.

7.12.3. Statutory Auditors' fees

Amounts excluding tax *(in thousands of euros)*	PricewaterhouseCoopers Audit				Bellot, Mullenbach & Associés			
Audit	**2009**	**%**	**2008**	**%**	**2009**	**%**	**2008**	**%**
Statutory Auditors' duties, certification, review of individual and consolidated accounts								
Issuer	580		532		349		346	
Globally consolidated subsidiaries	2,547		2,174		241		207	
Other duties and services directly linked to the duties of Statutory Auditor								
Issuer	263		69		11		64	
Globally consolidated subsidiaries	-		-		-		-	
Subtotal	**3,391**	**90%**	**2,775**	**84%**	**601**	**100%**	**617**	**100%**
Other services provided by the networks to the globally consolidated subsidiaries								
Legal, tax, labor	474		466		-		-	
Other services provided by the networks to the globally consolidated subsidiaries	68		54		-		-	
Subtotal	**542**	**10%**	**520**	**16%**	**-**		**-**	
TOTAL	**3,933**	**100%**	**3,295**	**100%**	**601**	**100%**	**617**	**100%**

7.13. Cross-reference index

7.13.1. Cross-reference index in accordance with European "Prospectus" Directive 2003/71/EC

	Information required under Annex 1 of Regulation 809/2004.	Chapter	Registration Document page number
1	**Persons responsibles**		
1.1	Persons responsible for the information contained in the Reference document	7 - Additional information	289
1.2	Declaration by those responsible for the Reference Document	7 - Additional information	289
2	**Statutory auditors**	**7 - Additional information**	**290**
3	**Selected financial information**	**1 - Overview of the Group**	**4-6**
4	**Risk factors**	**1 - Overview of the Group**	**58-65**
5	**Information on the issuer**		
5.1	History and development of the issuer		
5.1.1	*Legal and commercial name of the issuer*	*6 - Information on the Company and the capital*	*256*
5.1.2	*Place of registration and registration number*	*6 - Information on the Company and the capital*	*256*
5.1.3	*Date of incorporation and term*	*6 - Information on the Company and the capital*	*256*
5.1.4	*Registered office and legal form*	*6 - Information on the Company and the capital*	*256*
5.1.5	*Important events in the development of the issuer's business*	*1 - Overview of the Group*	*7-8*
5.2	Investments		
5.2.1	*Main investments made*	*3 - Management Report* *4 - Consolidated financial statements*	*123* *186, 187*
5.2.2	*Current principal investments*	*3 - Management Report*	*127, 128*
5.2.3	*Main investments planed*	*3 - Management Report*	*128*
6	**Business overview**		
6.1	Main activities	1 - Overview of the Group	24-56
6.2	Main markets	1 - Overview of the Group	6, 10, 11-15
6.3	Exceptional factors	NA	NA
6.4	Extent of the dependence on patents and licenses industrial commercial or financial contracts or new manufacturing processes	1 - Overview of the Group	60
6.5	Competitive position	1 - Overview of the Group	15-19
7	**Organizational structure**		
7.1	Description of the Group	6 - Information on the Company and the capital	257
7.2	List of significant subsidiaries	6 - Information on the Company and the capital	258-260
8	**Property plant and equipment**		
8.1	Existing or planned tangible fixed assets	7 - Additional information	287
8.2	Environmental issues that may influence the use of its tangible fixed assets	3 - Management Report	136-139

Information required under Annex 1 of Regulation 809/2004.		Chapter	Registration Document page number
9	**Operating and financial review**		
9.1	Financial condition	3 - Management Report	122-128
9.2	Operating income	3 - Management Report	114-121
9.2.1	*Significant factors influencing the operating income*	*3 - Management Report*	*105-106*
9.2.2	*Material changes in net sales or revenues*	*NA*	*NA*
9.2.3	*Strategy or governmental economic fiscal monetary or political factors that have substantially influenced or could substantially influence the operations*	*NA*	*NA*
10	**Capital resources**		
10.1	Information on capital resources	3 - Management Report 4 - Consolidated financial statements	124-127 161, 194
10.2	Cash flows	3 - Management Report	122-124
10.3	Loan conditions and the structure of the financing	3 - Management Report 4 - Consolidated financial statements	124-127 199
10.4	Restriction on the use of capital resources	3 - Management Report	125-127
10.5	Sources of expected financing	3 - Management Report	127
11	**R&D patents and licences**	**7 - Additional information**	**288**
12	**Trend information**	**3 - Management Report**	**129**
13	**Profit forecasts or estimates**		
13.1	Main assumptions	NA	NA
13.2	Report prepared by auditors	NA	NA
13.3	Profit forecasts or estimates	NA	NA
14	**Administrative, management and supervisory bodies and senior management**		
14.1	Information about the administrative and management bodies	2 - Corporate governance	68-77
14.2	Administrative management and supervisory bodies and senior management conflicts of interests	2 - Corporate governance	76
15	**Remuneration and benefits**		
15.1	Remuneration paid and benefits-in-kind granted	2 - Corporate governance	93-101
15.2	Amounts set aside or accrued to provide pension retirement or similar benefits	4 - Consolidated financial statements	201-204
16	**Board practices**		
16.1	Expiry date of the current term of office of the members of the administrative management or supervisory bodies	2 - Corporate governance	72-74, 75-76
16.2	Information about service contracts relating to the members of the administrative management or supervisory bodies	2 - Corporate governance	101
16.3	Information about the audit committee and remuneration committee	2 - Corporate governance	80, 83-84
16.4	Statement of compliance with corporate governance regime	2 - Corporate governance	78

Information required under Annex 1 of Regulation 809/2004.		Chapter	Registration Document page number
17	**Employees**		
17.1	Number of employees	3 - Management Report	141
17.2	Shareholding and stock options	3 - Management Report	144, 150-152
17.3	Involvment of employees in the capital	3 - Management Report 6 - Information on the Company and the capital	145 268-269
18	**Major shareholders**		
18.1	Identity and shareholding of major shareholders	6 - Information on the Company and the capital	267-269
18.2	Different voting rights	6 - Information on the Company and the capital	268-269
18.3	Control over the issuer	6 - Information on the Company and the capital	267-269
18.4	Arrangements of which may result in a change in control	6 - Information on the Company and the capital	270
19	**Related party transactions**	**6 - Information on the Company and the capital**	**270-273**
20	**Financial information concerning assets and liabilities financial position and profit and losses**		
20.1	Historical financial information	NA	Information incorporated by reference
20.2	Pro forma financial information	4 - Consolidated financial statements	185
20.3	Financial statements	4 - Consolidated financial statements 5 - Corporate accounts	160-162 226-228
20.4	Auditing of historical annual financial information	4 - Consolidated financial statements 5 - Corporate accounts	224 253-254
20.5	Date of the latest audited financial information	7 - Additional information	288
20.6	Interim and other financial information	7 - Additional information	288
20.7	Dividend distribution policy	3 - Management Report 6 - Information on the Company and the capital	153-154 270
20.8	Legal and arbitration proceedings	7 - Additional information	285-286
20.9	Significant change in the financial or trading position	7 - Additional information	286
21	**Additional information**		
21.1	Share capital		
21.1.1	*Amount of share capital and number of shares*	*6 - Information on the Company and the capital*	*261, 266*
21.1.2	*Shares not representing capital*	*6 - Information on the Company and the capital*	*264*
21.1.3	*Treasury shares*	*6 - Information on the Company and the capital*	*264-265*
21.1.4	*Convertible or exchangeable securities or securities with warrants and notes*	*6 - Information on the Company and the capital*	*265*
21.1.5	*Information about and terms of any right of acquisition and/or any obligation attached to the capital subscribed but not paid up or an undertaking to increase capital*	*6 - Information on the Company and the capital*	*265*
21.1.6	*Information on the capital of any member of the group that is subject to an option or to an agreement providing for the capital to be subject to an option*	*3 - Management Report*	*148-152*
21.1.7	*History of the share capital*	*3 - Management Report* *6 - Information on the Company and the capital*	*155* *266-269*

Information required under Annex 1 of Regulation 809/2004.		Chapter	Registration Document page number
21.2	Company by-laws		
21.2.1	*Description of the objects and corporate purpose*	*6 - Information on the Company and the capital*	*274*
21.2.2	*Members of the administrative management and supervisory bodies*	*6 - Information on the Company and the capital*	*274*
21.2.3	*Rights preferences and restrictions attached to shares*	*6 - Information on the Company and the capital*	*275*
21.2.4	*Modification of the rights of the shareholders*	*6 - Information on the Company and the capital*	*275*
21.2.5	*Conditions for admission to and calling of shareholders meetings*	*6 - Information on the Company and the capital*	*276-277*
21.2.6	*Provisions that could have the effect of delaying deferring or preventing a change of control*	*6 - Information on the Company and the capital*	*278*
21.2.7	*Exceeding of thresholds*	*6 - Information on the Company and the capital*	*278-279*
21.2.8	*Provisions modifying the capital*	*6 - Information on the Company and the capital*	*279*
22	**Significant contracts**	**7 - Additional information**	**285**
23	**Information from third parties expert certificates and interested parties**	**7 - Additional information**	**287**
24	**Documents available to the public**	**7 - Additional information**	**285**
25	**Information on holdings**	**4 - Consolidated financial statements**	**188, 190**

7.13.2. Cross-reference index of the Annual Financial Report

Information required in the annual financial report	Chapter	Page
Attestation of the person responsible for the document	**7 - Additional information**	289
Management Report		
Analysis of the results, the financial situation and the risks of the parent company and the consolidated group (Articles L. 225-100 and L. 225-100-2 of the French Commercial Code)	3 - Management Report	113-128 153-156
Information on the capital structure and on the elements likely to have an effect in the event of public offering (Article L. 225-100-3 of the French Commercial Code)	6 - Information on the Company and the capital 2 - Corporate governance	267-269 91
Information on share buyback (paragraph 2 of Art. L. 225-211 of the French Commercial Code)	6 - Information on the Company and the capital	264-265
Financial statements and reports		
Annual financial statements	5 - 2008 corporate accounts	226-252
Statutory Auditors' Report on the annual financial statements	5 - 2008 corporate accounts	253-254
Consolidated financial statements	4 - 2008 consolidated financial statements	160-223
Statutory Auditors' Report on the consolidated financial statements	4 - 2008 consolidated financial statements	224

BUREAU VERITAS
Limited company *(Société anonyme)* with registered capital of €13,091,569.20
RCS Nanterre B 775 690 621
Registered Office: 67-71 boulevard du Château
92200 Neuilly sur Seine - France
Tel.: +33 (0)1 55 24 70 00

Website
www.bureauveritas.com

Design and production : Labrador 01 53 06 30 80

April 2010

This document was printed in France by an Imprim'Vert certified printer on recyclable, chlorine-free and PEFC certified paper produced from sustainably managed forests.

BUREAU VERITAS

Move Forward with Confidence

67/71, boulevard du Château - 92200 Neuilly-sur-Seine - France
Tel. : +33 (0) 1 55 24 70 00 - Fax : +33 (0) 1 55 24 70 01 - www.bureauveritas.fr