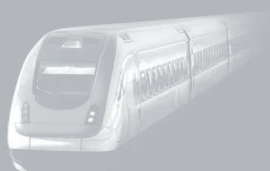
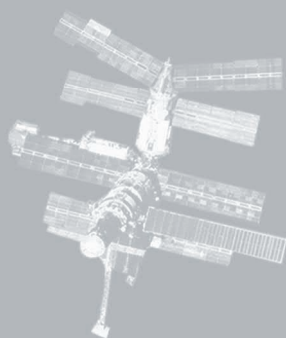


Annual report 2010



SOGECLAIR
High-tech engineering

Reference document 2010

including the annual financial report



AUTORITÉ
DES MARCHÉS FINANCIERS



This reference document was registered with the Autorité des Marchés Financiers (AMF) (Financial Markets Authority) on 22 April 2011, in accordance with article 212-13 of its General Regulations. It may be used to support a financial operation only if it is completed by a transaction note signed by the AMF. This document was drawn up by the issuer and engages the responsibility of its signatories.

Contents

1.	PERSONS RESPONSIBLE	4
1.1.	Persons responsible for the reference document	4
1.2.	Declaration of the person responsible for the reference document	4
2.	AUDITORS	4
2.1.	Contact details and changes	4
2.2.	Auditors who verified the annual accounts presented in the reference document	5
3.	SELECTED FINANCIAL INFORMATION	5
3.1.	Information relative to accounting periods	5
3.2.	Interim financial reporting	6
4.	RISK FACTORS	7
5.	INFORMATION CONCERNING THE ISSUER	7
5.1.	Company history and development	7
5.2.	Main investments	8
6.	OVERVIEW OF THE ACTIVITIES	9
6.1.	Main activities	9
6.2.	Main markets	10
6.3.	Exceptional events	10
6.4.	Risk of dependency	11
6.5.	Competition	11
7.	ORGANISATION CHART	12
7.1.	Legal organisation chart	12
7.2.	Functional organisation chart	12
7.3.	The issuer's role with respect to its subsidiaries	12
8.	PROPERTY, PLANT AND EQUIPMENT	13
8.1.	Investment policy	13
8.2.	Development costs	13
8.3.	Leases and rentals for operating sites	13
9.	EXAMINATION OF THE FINANCIAL SITUATION AND CONSOLIDATED RESULTS	13
10.	CASHFLOW AND CAPITAL	14
10.1.	Capital and cashflow	14
10.2.	Financing conditions and restrictive conditions	14
10.3.	Sources of financing	14
11.	R&D, PATENTS AND LICENSES	14
11.1.	Research and development	14
11.2.	Patents and licenses	14
12.	INFORMATION REGARDING TRENDS	14
13.	PROFIT FORECASTS AND ESTIMATES	15
14.	ADMINISTRATIVE, MANAGEMENT, SUPERVISORY AND GENERAL MANAGEMENT BODIES	15
14.1.	Information concerning the members of the company's administrative and management bodies	15
14.2.	Conflicts of interest at the level of the administrative, management and general management bodies	17
15.	REMUNERATION AND NON-CASH BENEFITS	17
16.	FUNCTIONING OF THE ADMINISTRATIVE AND MANAGEMENT BODIES	17
16.1.	Positions occupied by the directors	17
16.2.	Directors' service contracts with the issuer	17
16.3.	Committees	17

Contents

17.	SALARIES	18
17.1.	Distribution of the workforce	18
17.2.	Participation and stock-options	18
17.3.	Agreement on participation in the capital	18
18.	MAIN SHAREHOLDERS	18
18.1.	Exceeding of thresholds	18
18.2.	Multiple voting rights (Article 15 of the articles of association)	18
18.3.	Control	19
18.4.	Shareholders' pact and agreements	19
18.5.	Key stock market data	19
19.	OPERATIONS WITH ASSOCIATED COMPANIES	20
20.	FINANCIAL INFORMATION CONCERNING THE COMPANY'S ASSETS, FINANCIAL SITUATION AND RESULTS	21
20.1.	Historical financial information	21
20.2.	Pro-forma financial information	21
20.3.	Financial statements (year ending 31 December 2010)	21
20.4.	Verification of the annual historical financial information	43
20.5.	Latest financial information publication dates	48
20.6.	Interim financial and other information	49
20.7.	Dividend policy and distribution	49
20.8.	Legal and arbitration procedures	49
20.9.	Significant change in the financial and commercial situation	49
21.	ADDITIONAL INFORMATION	49
21.1.	Share capital	49
21.2.	Memorandum and articles of association	50
21.3.	Pledging, guarantees and securities	51
22.	IMPORTANT CONTRATS	52
23.	THIRD PARTY INFORMATION, DECLARATIONS OF EXPERTS AND DECLARATIONS OF INTEREST	52
23.1.	Expert's declaration	52
23.2.	Other declarations	52
24.	DOCUMENTS ACCESSIBLE TO THE PUBLIC	52
24.1.	Documents accessible to the public	52
24.2.	Information for the shareholders and analysts	52
25.	FINANCIAL INFORMATION ON THE SHAREHOLDINGS	53
26.	THE BOARD OF DIRECTORS' REPORT TO THE COMBINED GENERAL MEETING HELD ON 27 MAY 2011	53
27.	COMBINED GENERAL MEETING HELD ON 27 MAY 2011	77
27.1.	President's Report to the Combined General Meeting	77
27.2.	Agenda and proposed draft resolutions submitted to the Combined General Meeting of 27 May 2011	81
28.	OTHER DOCUMENTS	94
28.1.	Information published or made public over the last twelve months	94
28.2.	Annual financial report	94
28.3.	Table of the fees paid by the group to the auditors and to the members of their networks	95

1 Persons responsible

1.1. Persons responsible for the reference document

Mr Philippe ROBARDEY
President and Chief Executive Officer
Phone: 33 (0)5.61.71.71.71
Email: philippe.robardey@sogclair.com

Mr Marc DAROLLES
Executive Vice President
Phone: 33 (0)5.61.71.71.71
Email: marc.darolles@sogclair.com

1.2. Declaration of the person responsible for the reference document

I certify, after having taken every reasonable step to that effect, that the information contained in this reference document provides, to my knowledge, a true and fair picture of the existing situation and that there are no omissions that could affect its significance.

I certify that, to my knowledge, the accounts have been established in accordance with the applicable accounting standards and give a true and faithful picture of the asset base, financial situation and results of the company and of all the companies included in the consolidation, and that the management report, given on page 53, presents a true and faithful picture of the business trends, results and financial situation of the company and of all the companies included in the consolidation as well as a description of the main risks and uncertainties with which they are faced.

I have obtained from the statutory auditors, MOREREAU AUDIT and EXCO FIDUCIAIRE DU SUD OUEST, an end-of-mission letter in which they state that they have verified the information concerning the financial situation and the accounts given in this reference document and have read the complete reference document.

Blagnac, 21 April 2011

Mr Philippe ROBARDEY
President and Chief Executive Officer

2 Auditors

2.1. Contact details and changes

Statutory Co-Auditor

EXCO FIDUCIAIRE DU SUD OUEST represented by
Mr Christian DUBOSC
2 rue des Feuillants
31000 TOULOUSE

Appointed by the Ordinary General Meeting held on 7 June 2004 and renewed by Ordinary General Meeting held on 28 May 2010, for a period of 6 years, that is until the Ordinary General Meeting held to approve the accounts for the year ending on 31 December 2015.

Statutory Co-Auditor

MOREREAU AUDIT SAS represented by **Mr Didier GARRIGUES**
10 rue Reyer
31200 TOULOUSE

Appointed by the Ordinary General Meeting held on 28 May 2009 to replace Mr Robert MOREREAU, for a period of 6 years, that is until the Ordinary General Meeting held to approve the accounts for the year ending on 31 December 2014.

Substitute co-auditor

Mr André DAIDE
2 rue des Feuillants
31000 TOULOUSE

Appointed by the Ordinary General Meeting held on 28 May 2010, to replace Mr Christian DUBOSC for a period of 6 years, that is until the Ordinary General Meeting held to approve the accounts for the year ending on 31 December 2015.

Substitute co-auditor

CABINET JEAN BONNET - CJB AUDIT
3 allée Van Dyck
87000 LIMOGES

Appointed by the Ordinary General Meeting held on 28 May 2009, to replace Mr Régis MOREREAU, for a period of 6 years, that is until the Ordinary General Meeting held to approve the accounts for the year ending on 31 December 2014.

2 Auditors

2.2. Auditors who verified the annual accounts presented in the reference document

First name and surname	Date of renewal or of first appointment	Mandate expiring at the General Meeting held to approve the accounts for the year ending:
Statutory Co-Auditor EXCO FIDUCIAIRE DU SUD OUEST represented by Christian DUBOSC 2 rue des Feuillants - 31000 TOULOUSE	General Meeting held on 28 May 2010	31 December 2015
Statutory Co-Auditor MOREREAU AUDIT SAS represented by Didier GARRIGUES 10 rue Reyer - 31200 TOULOUSE	General Meeting held on 28 May 2009	31 December 2014

3 Selected financial information

3.1. Information relative to accounting periods

3.1.1. Main items on the income statement

(in € million)	2010	2009	2008
Sales	71.97	69.27	73.89 ⁽¹⁾
EBITDA ⁽²⁾	6.86	5.13	6.32
Operating income	3.55	1.97	2.94
Income before taxes	3.51	1.73	2.42
Net profit	2.74	1.67	2.18
Net profit, group share	2.49	1.50	2.16

(1) € 71.87 million, like for like

(2) Operating income – Other operating income and expenses + operating amortisation and provisions

3.1.2. Financial structure

(in € million)	2010	2009	2008
Equity capital	17.74	15.01	14.30
Qualified pre-payments (QPP)	2.45	1.51	1.92
Net debt (excluding QPP)	1.57	0.09	1.00
Net gearing (excluding QPP)	0.09	0.01	0.07

3.1.3. Activity trends

Per country (in € million)	2010	2009	2008
France	45.1	41.2	46.8
Germany	16.6	20.2	20.2
United Kingdom	2.2	2.0	2.2
Spain	0.7	0.5	0.7
Other countries	7.4	5.4	4.0

3 Selected financial information

Per division and subsidiary (contribution to consolidated sales after elimination of intra-group operations)⁽¹⁾

(in € million)	2010		2009		2008	
	Value	As %	Value	As %	Value	As %
Aerospace Division	56.79	78.90	53.74	77.58	59.73	80.83
SOGELAIR AEROSPACE SAS ⁽²⁾	37.12		35.16		36.62	
SOGELAIR AEROSPACE GmbH	16.20		16.67		18.59	
SOGELAIR AEROSPACE SA	0.98		1.09		1.79	
SOGELAIR AEROSPACE Ltd	1.96		0.69		0.64	
SOGELAIR AEROSPACE SARL	0.00		0.00			
AVIACOMP SAS	0.26		0.03			
S2E CONSULTING SAS	0.27		0.10		0.07	
THARSYS SAS ⁽³⁾					2.02	
Vehicle Division	2.08	2.89	3.31	4.77	1.92	2.60
SERA INGENIERIE SAS	2.08		3.31		1.92	
Simulation Division	13.12	18.23	12.21	17.62	12.2	16.51
OKTAL SA	10.82		9.70		9.71	
OKTAL SE SAS	2.30		2.51		2.49	

(1) Excluding holding

(2) Including EDT SA further to the TUP (Universal Transfer of Assets) on 31 October 2010

(3) Transfer in September 2008

3.1.4. Human resources

(full-time equivalence)	2010	2009	2008
Engineers and managers and senior technicians	791	760	750
Technicians and employees	90	92	94
Total	881	852	844

Additional information is given in paragraph 1.1 of Appendix 1 of the Board of Directors' report to the AGM.

Working hours

Additional information is given in paragraph 1.3 of Appendix 1 of the Board of Directors' report to the AGM.

3.1.5. The SOGELAIR customer base

The major French and international industrial accounts addressed by SOGELAIR are essentially the following: Aerolia, Airbus (De, E, F, UK), Aixam, Atr, Autosoft Asia, Pacific Co Ltd, C.F.L, Cnes, Cnrs, Daimler Chrysler, Dassault, Defence Science & Technology Agency, Dga, EADS, Egis Avia, Elan, Eurocopter, Flextronics Automotive GmbH, Icsa, Indra, Innosimulation, Inc, Intermec Stc Sas, Kaefer Aerospace, Kai, Latecoere, MbdA, Mb-Technology GmbH, Mécachrome, Onera, P3, Peugeot Citroën Automobiles, Ratier-Figeac, Ratp, Regienov, Renault, Renault Trucks, Rossi Aero Equipements, Sagem Défense Sécurité, Sefee, Sncb - Transurb Technirail, Sncf, Sukhoi Civil Aircraft, Technip, Thales, Tongji University, Université Pierre & Marie Curie, Valeo, Wehrtechnische Dienststelle.

All sectors taken into account, over the financial year SOGELAIR totalled 193 active customers.

Training policy (French subsidiaries)

Additional information is given in paragraph 1.7 of Appendix 1 of the Board of Directors' report to the AGM.

Recruitment policy

The company deploys a large number of means to satisfy its recruitment needs in the most advanced areas (head-hunters, taking part in specialist trade shows, etc.).

SOGELAIR intervenes in its national and export markets from all its installations in France, Germany, Spain, the UK and Tunisia. Sales outside France represented 37% of consolidated turnover in 2010.

In terms of work recurrence, analysis of the customer portfolio in 2010 once again shows that our customers are very loyal. Detailed information on the risk of dependence with respect to our customers is given in paragraph 1.6 of the Board of Directors' report to the AGM, in chapter 26 of this reference document.

The projects accomplished for our customers may last between a few days for expertise work (that is to say some € k) and several years (and several € million). The specific nature of our contracts is not covered by our corporate communications in order to preserve SOGELAIR's interests with respect to the competition.

3.2. Interim financial reporting

The interim financial information published by the issuer is available on our website www.sogclair.com in the "investors" section.

4 Risk factors

The risk factors are given in paragraph 1.6 of the Board of Directors' report to the AGM, in chapter 26 of this reference document.

5 Information concerning the issuer

5.1. Company history and development

- 1986 :** - Creation of SOGECLAIR to lead the development of companies.
- 1989 :** - Diversification in the directions of engineering and consultancy in the areas of multimedia.
- From 1992 :** - Strengthening of its skills and refocusing on high-tech professions; broadening of the customer base (Defence, Electronics, Telecommunications).
- 1998 :** - Listing of SOGECLAIR on the Paris Stock Exchange (Alternative Investment Market).
- 2000 :** - 57% stake acquired in OKTAL SA, an engineering company specialising in simulation and virtual reality.
- 70% majority stake acquired in THARSYS, an electronics engineering company.
- 2001 :** - Creation of the SOGEMASA joint-venture in Spain with Grupo MASA.
- 2002 :** - 51% stake acquired in HIGH-END ENGINEERING (HEE) in Germany, a mechanical engineering company.
- Creation of the SOGEMASA INGENIERIA company, in Spain, with Grupo MASA and ICSA with a 45% stake.
- Creation of a subsidiary in Japan, OKTAL Japon, 50/50 with the local representative.
- Creation of the ADM company, with a 35% holding, with GROUPE MECACHROME.
- 2004 :** - Buyout of the minority holdings in THARSYS; SOGECLAIR owns 100% of the shares.
- 2005 :** - Buyout of minority holdings in SOGEMASA INGENIERIA; SOGECLAIR owns 75% of the shares.
- Reorganisation of its holdings in OKTAL SA and OKTAL SE; sale of its holding in OKTAL Japan.
- Creation in the UK of CLAIRIS TECHNOLOGIES Limited, a 100% subsidiary of SOGECLAIR.
- 2006 :** - Creation, with IGE+XAO, of S2E Consulting, a consulting company specialised in systems and electrical engineering.
- Buyout of minority holdings in OKTAL SA; SOGECLAIR owns 98% of the shares.
- Buyout of minority holdings in HIGH-END ENGINEERING (HEE); SOGECLAIR owns more than 78% of the shares.
- 2007 :** - Creation of SERA INGENIERIE, specialised in special vehicle engineering. SOGECLAIR owns 80% of the shares.
- Increase in the capital of S2E Consulting, SOGECLAIR owns nearly 47% of the shares.
- Joint venture with VECTRA group in India.
- 2008 :** - Creation, with MECAHERS of AVIACOMP, a company specialised in the design, manufacture and assembly of complex composite subassemblies; SOGECLAIR owns 55% of the shares.
- Sale of the THARSYS subsidiary.
- 2009 :** - Creation of CLAIRIS TECHNOLOGIES Méditerranée in Tunisia; SOGECLAIR owns nearly 100% of the shares.
- Buyout of minority holdings in HIGH END ENGINEERING (HEE); SOGECLAIR owns more than 99% of the shares.
- 2010 :** - Increase in the capital of AVIACOMP SAS; SOGECLAIR continues to own 55% of the shares,
- Splitting of the Engineering & Consulting unit into two divisions: Aerospace and Vehicles,
- Deployment of a new operational organisation within the Aerospace Division's engineering subsidiaries and adoption by these subsidiaries of the same name in Germany, Spain, France, United Kingdom and Tunisia: SOGECLAIR AEROSPACE,
- Buyout of minority holdings in SOGECLAIR AEROSPACE SAS in France; SOGECLAIR owns 100% of the shares,
- Universal transfer of assets (TUP – Transfert Universel de Patrimoine) from EDT to SOGECLAIR AEROSPACE SAS in France,
- Increase in the capital of SOGECLAIR AEROSPACE SA in Spain; SOGECLAIR owns more than 86% of the shares,
- Increase in the capital of SOGECLAIR AEROSPACE SARL in Tunisia; SOGECLAIR continues to own 100% of the shares,
- Transfer of OKTAL SE shares to the minority shareholders; SOGECLAIR now owns nearly 65 % of the shares.

5 Information concerning the issuer

5.1.1. Corporate name

SOGELAIR SA

5.1.2. Issuer's place and registration

Corporate and Trade Register number:

335 218 269 RCS Toulouse

SIRET Company ID Number: 335 218 269 00025

APE business activity code: 6420Z

5.1.3. Date of creation and duration

Date of creation: 1st February 1986

5.1.5. Important events

On 17 September 2010, SOGELAIR deployed a new organisation to promote its development, improve its effectiveness at the service of its customers and amplify cooperation within the group.

The "Engineering & Consulting Business Unit" has been split into two new divisions: **Aerospace and Vehicle**.

The "Simulation Business Unit" has been renamed the **Simulation** division.

SOGELAIR's activities are now divided into three new strategic divisions:

Duration: 60 years to run from the date of registration on the corporate and trade register, that is until 2046.

Financial year: 1 January to 31 December.

5.1.4. Issuer's corporate headquarters and legal form

Corporate headquarters: 7, avenue Albert Durand - BP 20069 - 31703 BLAGNAC CEDEX (France)

Phone: 33 (0)5.61.71.71.71 - Fax: 33 (0)5.61.71.71.00 - Website: www.sogclair.com

Legal form: Société Anonyme (Joint Stock Company) with a Board of Directors, subject to the provisions of Book II of Commercial Law.

■ Aerospace :

a) for the engineering activities: Aérostructure, Systems Installation, Configuration and Product Data Management, Equipment – from consulting through to the product.

b) for the joint ventures:

- Design and production of composite and metallic aerostructure subassemblies
- Consulting in the area of systems architecture

■ **Vehicle** : light industrial and military special vehicles,

■ **Simulation** : Design and training simulators, software workshops for simulation (environment, atmosphere, thermal, electromagnetism)

The reorganisation of the **Aerospace** division took place in three major steps:

Legal simplification of the subsidiaries

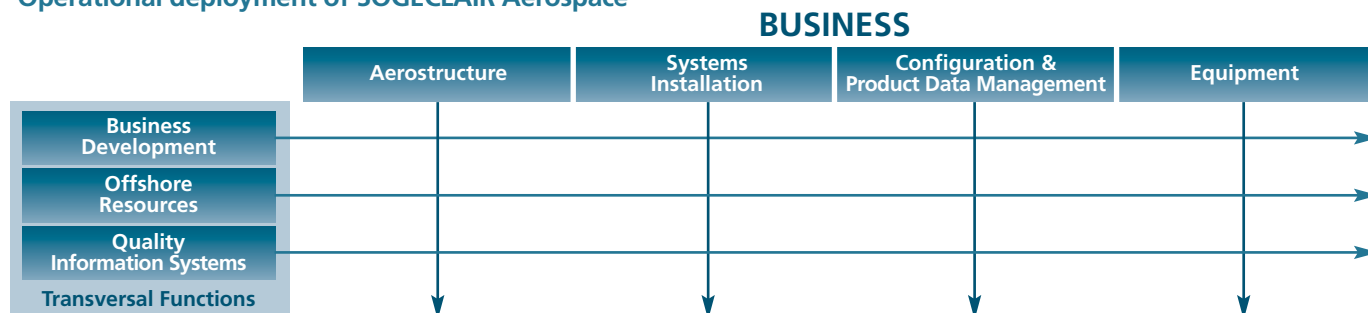
- bringing the structures into line
- modification of the legal form

Capitalisation on the brand

- change of name

SOGELAIR has streamlined its brands and the organisation of the engineering subsidiaries concerned in Germany, Spain, France, United Kingdom and Tunisia by adopting the name: SOGELAIR AEROSPACE

Operational deployment of SOGELAIR Aerospace



- strengthening and coordination of the marketing and sales functions
 - appointment of one commercial contact per function on the international level
 - creation of transversal support functions
- « With 41% of its sales achieved on the international market in 2009, our company is raising its brand image and is thus favouring

cooperation between its teams, » emphasises Marc DAROLLES, SOGELAIR's Executive Vice President.

For Philippe ROBARDEY, SOGELAIR's President & CEO, « *this new organisation, symbol of a new dynamism, will provide SOGELAIR's current and future customers with a better vision of the group's activities and will contribute to improving its performance.* »

5.2. Main investments

5.2.1. Completed

The most significant investments in 2010 consisted of immobilising development expenses amounting to nearly € 1.6 million and equipment amounting to more than € 1.5 million, mainly concerning IT hardware and production networks.

The information relative to issuer's development expenses are given in chapter 11.1 of this reference document.

5.2.2. In progress

There are no significant investments being made at the current time.

5.2.3. Planned

In 2010, the AVIACOMP subsidiary placed an order for a thermo-compression press costing about € 970 k. This machine will be delivered during the first half 2011 and will be financed by leasing.

Furthermore, the development costs for the A350 programme continued in 2010 as shown in paragraph 1.2.2 of the consolidated appendix given in chapter 20.3.2 of this reference document.

6 Overview of the activities

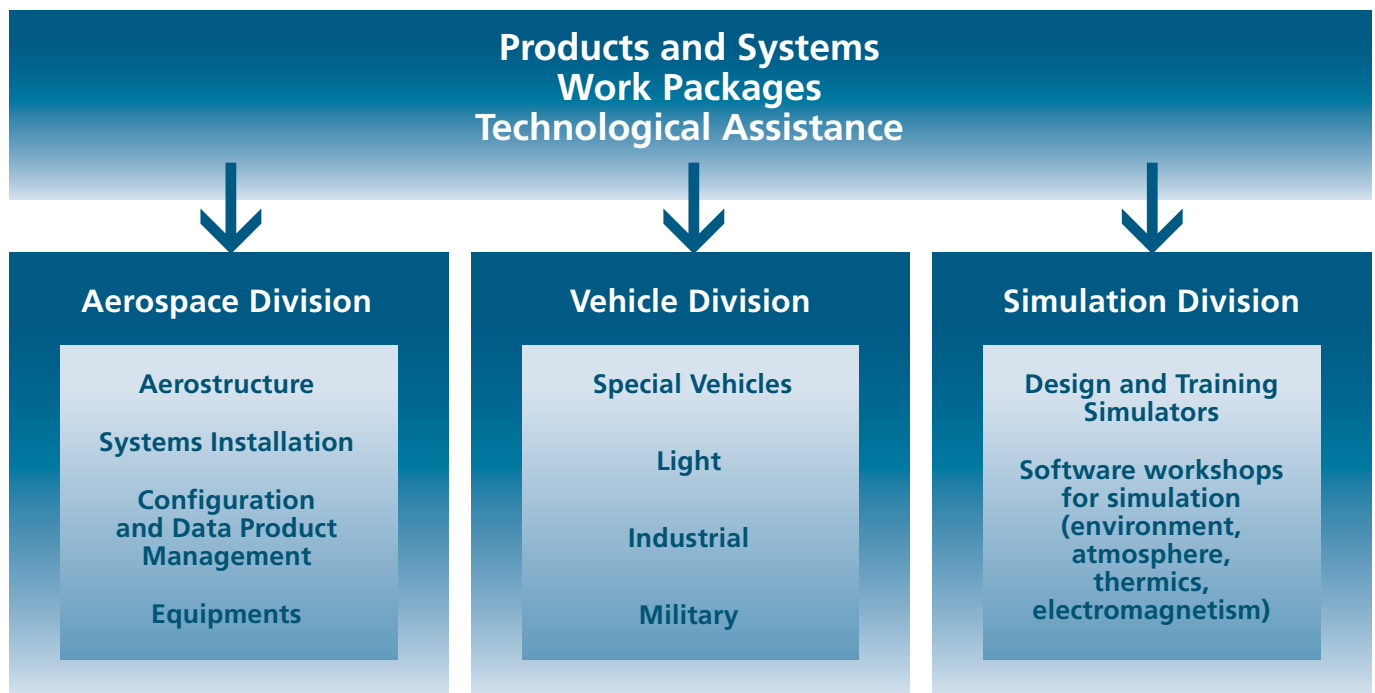
6.1. Main activities

6.1.1. Operations and activities

SOGECLAIR accomplishes large-scale design and co-development projects for major industrial accounts and develops innovative simulation and virtual reality solutions.

a) Acknowledged know-how in the areas of:

- aeronautical and space engineering that can include the production of aerostructure subassemblies,
- special vehicles engineering (from light vehicles to industrial and military vehicles),
- simulation of industrial products (development of innovative simulation and virtual reality solutions used for design and instruction purposes).



b) The SOGECLAIR offer is organised around three types of contract according to the problems faced by its customers:

Technological Assistance

This type of intervention consists of calling on specialists who join the customers' teams for projects that take the form of a commitment of resources.

Work-Packages

This speciality allows our customers to outsource the design of all or part of their products. SOGECLAIR provides its knowledge of its customers' processes, methods and tools. These contracts provide medium-term visibility (3 to 5 years). For this type of development, SOGECLAIR is the project director and provides its know-how in the area of project management, means and methods, quality and management of subcontracting in general. This concerns contracts that take the form of a commitment to achieve a given result.

Products and Systems

This consists of taking charge of a complete subassembly or product, in its design and production phases and series support. SOGECLAIR combines its own skills with the industrial skills of its partners. This activity relies on R&D and project management skills and on programme management. This is based on a performance commitment.

These contracts may offer long-term visibility.

c) Activity of the divisions

Aerospace division: 79% of the activity

In this division, SOGECLAIR deploys its expertise in the areas of architecture and integration (process, methods, structures, installation of systems), design (primary and secondary structure, metallic and composite materials, mechanical and electrical systems, fittings), simulation and stress (finite element modelling, static, fatigue, damage tolerance, etc.), and lastly tests and qualifications.

Furthermore, throughout the life of the industrial product SOGECLAIR develops configuration management, operational quality and process and tools consulting and support activities.

Some examples of developments:

- design and stress calculation: Airbus A350 centre section, aeronautical and rail equipment wiring, payloads, antennas and test equipment for satellites,
- design and production: Airbus A400M nose landing gear compartment, corporate jet electrical racks, composite subassemblies for Airbus A350,
- supply: replicas of real equipment for simulation purposes,
- engineering support: quality assurance, configuration management, consulting, methods.

6 Overview of the activities

Vehicle division: 3% of the activity

In this division, SOGECLAIR deploys its expertise in the area of engineering for the design and production of special civilian and military vehicles.

Some examples of developments:

- design and stress calculation: special light and industrial vehicles,
- design and production: special military vehicles.

Simulation division: 18% of the activity

SOGECLAIR provides and develops solutions in the area of research, design and training simulators and of simulation workshops and software. The purpose of these resources is to design, train and communicate better.

The development of these simulation technologies concerns the design of new systems, validation of these systems' suitability for their environment, the training of users and studying in a risk-free and economical way, the impact of accidents or aggressions.

These technologies are commercialised in the aeronautical, automobile, rail and defence sectors.

Some examples of developments:

- design, production and putting into service of simulators:
 - automobiles for studying human factors, driving and eco-driving (car, truck, bus, tramway, etc.),
 - railways for instruction and training purposes (train, metro, etc.),
 - civil and military aeronautics for study and training purposes (planes, helicopters, air traffic, etc.),
- synthetic environment software:
 - military for designing weapons systems and mission training purposes,
 - civil for studying physical phenomena in the telecoms, vision and radio-navigation sectors.

6.1.2. New products

AVIACOMP, a company set up in mid-2008, designs and manufactures structural assemblies for aircraft using thermoplastic composite material technologies, which ensure a trade-off between different innovative technical characteristics. The company relies on advanced industrial resources to control and command these high-performance processes automatically. AVIACOMP is targeting the development of wing access doors in particular, for commercial aircraft programmes and, at the end of 2010, recorded its first major long-term contract since its creation.

6.2. Main markets

SOGECLAIR is present on markets with a high technological content such as engineering focusing on the aeronautical and space markets, special vehicles engineering and simulation.

There is not much data available concerning these sectors. Although we can refer in a general way to the technologies consulting market which represents around € 20 billion in Europe, this covers a very wide range of activities going from product engineering to documentation, taking in processes, technical and/or embedded IT. The markets addressed are also highly varied: going from aerospace to chemicals/pharmaceuticals, and including telecommunications and energy ...

Through its specialist positioning, SOGECLAIR has made the strategic choice to focus on product engineering and simulation for the "Aeronautics", "Automobile & Rail", "Defence & Industry" markets, which break down as follows:

Markets	2010	2009	2008
Aeronautics	77%	76%	73%
Automobile & Rail	12%	11%	16%
Defence & Industry	11%	13%	11%

Its market is above all driven by its customers' need to differentiate themselves through a constantly renewed product offer, an ever-more demanding regulatory environment (atmospheric and sound pollution, safety, increased traffic, operator qualification, security, etc.) and ever-lower operating (power, materials) and development (tests, product optimisation and training, etc.) costs.

For many years, SOGECLAIR has been building up a real experience of fixed-price contracts which represent an increasingly large part of its customers' demand. They expect their suppliers to be responsible for their results which can go as far as the supply of complex subassemblies and/or complete systems.

In 2010, these projects involving a commitment to achieve a given result represented more than three quarters of SOGECLAIR's turnover thanks to an appropriate policy and a long culture of technological and industrial cooperation (research and teaching centres, laboratories, manufacturers, industrial companies and operators).

For some years we have been seeing the emergence of new customer demands in two directions

- offshore which brings together, on the one hand, work in low-cost zones to reduce production costs and, on the other hand, offset to partially meet the compensation targets and make it possible to reduce the impact of strong currency variations. In this perspective, SOGECLAIR has been developing cooperation programmes for several years in Rumania, India and Turkey, and set up a subsidiary in Tunisia in 2009.

- accomplishing comprehensive and homogeneous services on the European and worldwide levels. Thanks to 10 years' international experience with more than 30% of its workforce and 37% of turnover, SOGECLAIR has based its international development model on the sharing of experience beginning either with start-ups or small acquisitions.

Its knowledge of its market and its position as specialist have for many years enabled SOGECLAIR to anticipate the major changes in its market.

SOGECLAIR's activity in 2010, up by 3.9%, attests to a good specialist strategy. Indeed, compared with the rest of the sector, SOGECLAIR's turnover for the year confirms its ability to maintain its position despite stiff competition on all its markets.

6.3. Exceptional events

To date, no exceptional events have impacted the issuer's main activities.

6.4. Risk of dependency

The risk factors are given in paragraph 1.6 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

6.5. Competition

SOGECLAIR is an acknowledged player in the engineering sectors intended for the aeronautical and space markets, special vehicles engineering and Simulation markets where it is involved in the design of new products, providing a partial or overall service, or even as project manager for its customers.

Given the barriers to entry linked to each type of intervention, none of SOGECLAIR's competitors has an offer that is as comprehensive including support and Technological Assistance projects, Work Packages and Products and Systems.

The Aerospace division's main competitors should be analysed more in terms of geographic area:

- all countries taken into account: ALTEN, ALTRAN, ASSYSTEM, LABINAL, AEROCONSEIL,
- in France: AKKA, GECI, SEGULA, SOGETI HIGH TECH,
- in Germany: ASKON, ELAN, FERCHAU, INDUSTRIE HANSA, RÜCKER, TECCON,
- in Spain: CT INGENIEROS, INHISIT, ITD,
- in the UK: HYDE GROUP ENGINEERING, MAGELLAN, ATKINS,

The Vehicle division's main competitors are: GTS/SOLUTION F, MATRA PININFARINA,

The Simulation division's main competitors are present worldwide and should be analysed more in terms of product type:

- simulator manufacturers: ADACEL, CORYS-TESS, CS, CRUDEN, DRIVE-SAFETY, ECA-FAROS, EADS-DCS, FORUM 8, GAVAP, INDRA, LANDER, KRAUSS-MAFFEI, OPERANTIS, REALFUSION, RUAG, SII, SYDAC, SOGITEC, THALES TRAINING SIMULATION, VIRES, VSM, XPRIMARY IMAGE,
- synthetic environments
 - comparable international software publishers: CAE/PRESAGIS, SAIS, LM-INSYS, EMSS-SA, JRM, ST/MAK,
 - service companies in France: CRIL, CS, TEAMLOG, IPSIS.

SOGECLAIR actively monitors its markets and competitors by collecting and analysing every type of available information.

SOGECLAIR's strengths

SOGECLAIR benefits from key advantages that set it apart on its markets:

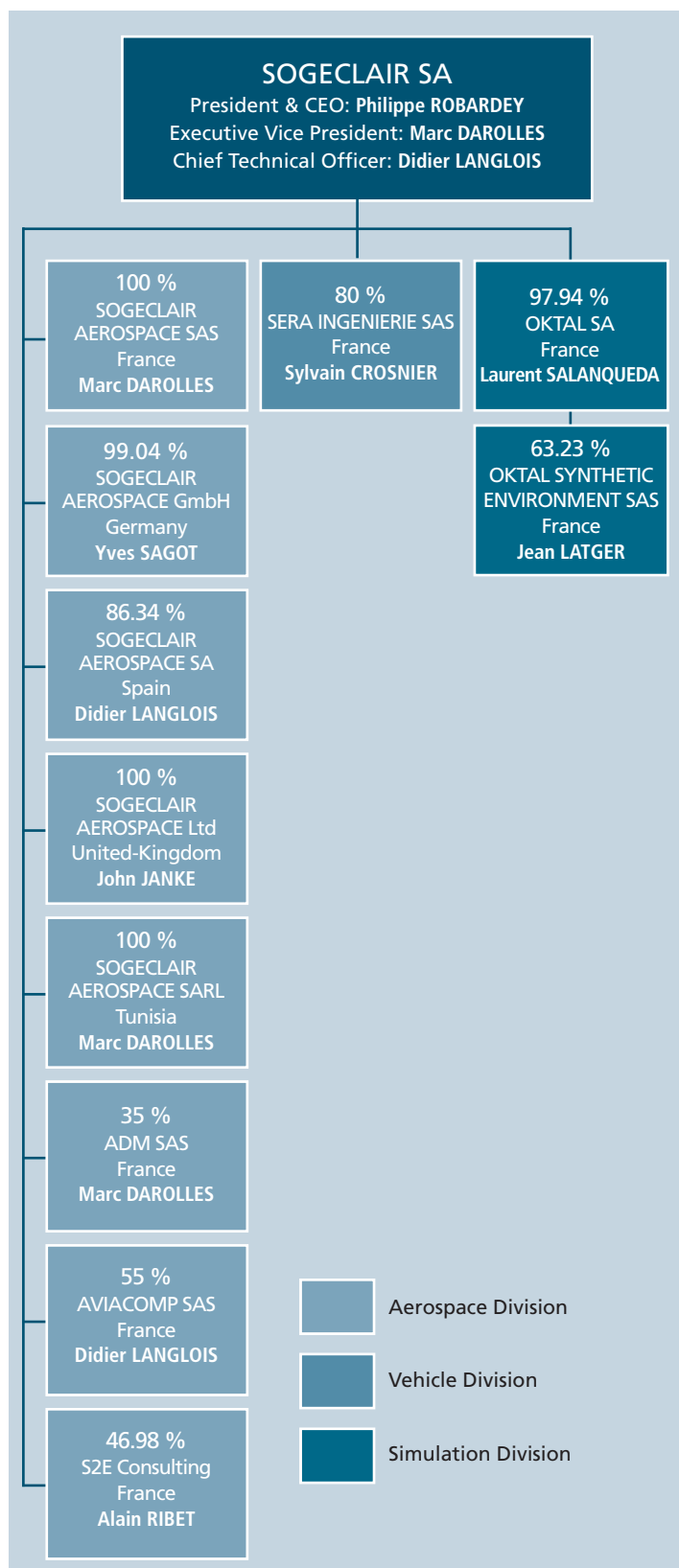
- specialisation in R&D and outsourced engineering,
- referencing with major accounts,
- positioning on strong programmes and long-term contracts (more than 15 years),
- co-development (product, equipment and subassembly project management),
- successful technological and industrial cooperation,
- acknowledged, stable, reliable and responsive teams,
- 19 countries addressed and presence in 5 countries,
- robust low-cost and partially integrated offer,
- strengthened and sound financial fundamentals,
- high responsiveness and good resistance in the face of a tough economic environment in 2009.

7 Organisation chart

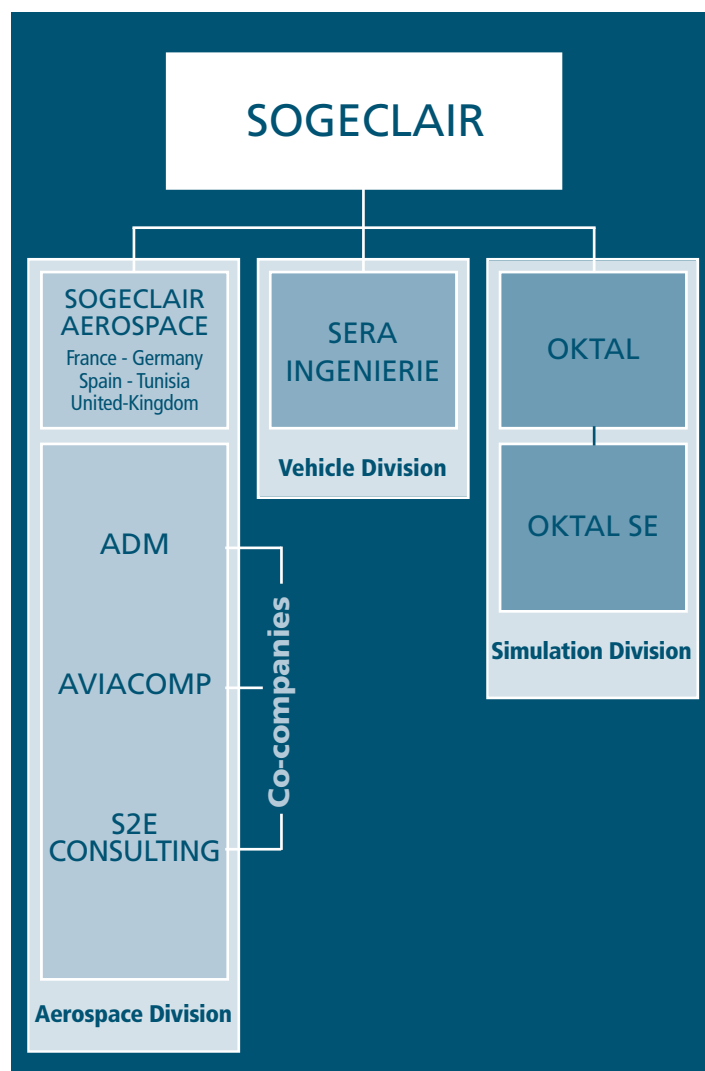
The list of subsidiaries integrated in the consolidation perimeter is available in paragraph 2 of the consolidated appendix given in chapter 20.3.2 of this reference document.

The financial information regarding the shareholdings is given in paragraph 2.2 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

7.1. Legal organisation chart



7.2. Functional organisation chart



7.3. The issuer's role with respect to its subsidiaries

SOGECLAIR's General Management assumes responsibility for the following functions throughout the group:

- management and steering of strategic planning,
- growth by acquisition and resource allocation priorities,
- internal control and risk management, control of the group's commitments, insurance policies,
- coordination of operational reporting, control of corporate accounts, establishing the consolidated accounts, interface with the auditors,
- long-term financing policy, optimisation of the financial structure,
- coherence, efficiency and reliability of the management information system,
- institutional and financial communication.

In parallel SOGECLAIR assumes responsibility, on behalf of its consolidated French subsidiaries, for their requirements in the areas of:

- cashflow management and third-party accounts follow-up,
- corporate accounts and regulatory declarations,
- financing of the working capital and investment requirements,
- pay, regulatory declarations and administration in general,
- legal secretariat.

SOGECLAIR's subsidiaries have general and/or operational directors who have operational responsibility for their business and staff; these directors report to SOGECLAIR's Senior Management

Different types of meetings and committees are put in place according to the specific needs of each organization:

- "Strategy & Budget" meetings with the group's directors: at year-end to prepare the budgets and at the beginning of each quarter to note any drift and provide solutions where necessary

- Monthly meetings with each Director to analyse each entity's indicators, economic performance and commercial and operational activity
- Twice-yearly Management Reviews linked to Quality management,
- Management Committees, held monthly depending on the subsidiaries, with the managers to examine workloads, sales and quality actions
- Sales Directors meetings with sales managers and sales engineers to examine quotes, order books and specific sales actions to be undertaken
- Monthly production meetings with the managers to analyse production
- Monthly Quality meetings,
- "People Reviews" where we examine changes in the distribution of skills and competences

8 Property plant and equipment

8.1. Investment policy

(in € million)	2010	2009	2008
Investment trend(*)	1,514	1,012	1,124

(*) *Acquisition of tangible and intangible immobilisations, excluding current and development costs*

The investments concern the renewal of our pool of software applications, servers, IT workstations, office hardware (PC, printers, etc.), and networks or our industrial equipment. The main type of financing consists of financial leasing, purchase-leasing contracts, own funds and exceptionally medium-term loans.

At present, the future investments will concern the same types of equipment.

8.2. Development costs

The issuer's policy in the area of development costs is given in chapter 11.1 of this reference document.

The information relative to the issuer's development costs is provided in paragraph 1.2.2 of the consolidated appendix given in chapter 20.3.2 of this reference document.

8.3. Leases and rentals for operating sites

The company rents the premises required for its activities from various real estate companies.

One of these companies, SCI SOLAIR, has a link with the directors of SOGECLAIR and one of its shareholders who has voting rights greater than 10% (see special report of the Auditors). The amount of the rentals relative to the premises rented from SCI SOLAIR is lower than the market rate.

On 31 December 2010, SOGECLAIR had 18 operating sites: in the Toulouse region (6), Paris region (2), in PACA region (2), Hamburg, Stuttgart, Bremen, Donauwörth, Getafe (Madrid), Seville, Bristol, Tunis representing a total surface area of 12,696 sq.m (that is more than 14 sq.m per employee) for a total annual cost of € 1,525 k ex. VAT.

9 Examination of the financial situation and consolidated results

The issuer's financial situation and consolidated results are examined in paragraph 1 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

10 Cashflow and capital

10.1. Capital and cashflow

The information relative to the issuer's capital and cashflow is given in chapter 20.3 of this reference document.

10.2. Financing conditions and restrictive conditions

The information relative to the issuer's financing conditions and restrictive conditions is provided in paragraph 4.12 of the consolidated appendix provided in chapter 20.3.2 and in chapter 21.3 of this reference document.

10.3. Sources of financing

The information relative to the issuer's financing conditions is given in paragraph 4.12 of the consolidated appendix provided in chapter 20.3.2 and in chapter 8.1 of this reference document.

11 R&D, patents and licenses

11.1. Research and development

The great majority of SOGECLAIR's work concerns development activities relative to the execution of contracts for its customers. Furthermore, SOGECLAIR carries out certain self-financed development works on its own behalf, in which the group accepts to invest insofar as it has

- clear commercial perspectives: confirmed market, existing direct and indirect distribution channels,
- sufficient forecast profitability: including the cost of financing and taking into account a degraded scenario,
- sufficient financing: partners, institutions or banks.

By default, the expenses are included on the balance sheet gradually as they are incurred. As an exception and in application of the international accounting standards (IAS38), the expenses relative to certain long-duration development works are immobilised as an asset provided they satisfy the assetisation criteria set by those standards.

11.2. Patents and licenses

Initiated in 2006, the steps taken to create an Industrial Property asset base have continued with the publication and registration of two new patents at the beginning of 2011.

The brands and domain names were subject to renewal in 2007 and 2008.

In 2010, SOGECLAIR streamlined the brands and organisation of the engineering subsidiaries in the Aerospace Division in Germany, Spain, France, United Kingdom and Tunisia. These subsidiaries have thus adopted SOGECLAIR AEROSPACE as their brand name.

The subsidiaries concerned will pay a brand fee to SOGECLAIR based on their Sales.

12 Information regarding trends

The general context of an economic upturn and SOGECLAIR's strong positioning through these three divisions allow us to expect a favourable trend in our activity.

13 Profit forecasts and estimates

SOGELAIR does not provide forecasts in the area of sales and results.

14 Administrative, management, supervisory and general management bodies

14.1. Information concerning the members of the company's administrative and management bodies

14.1.1. Role and functioning of the Board of Directors

The company is managed by a Board of Directors with three members at least and eighteen at the most; however, in the case of a merger, this number of eighteen may be exceeded under the conditions and within the limits set by the provisions of Commercial Law.

Except where Commercial Law releases him/her from this obligation, each director must own a number of shares set at one.

The directors' term of office is six years. The number of directors who have reached the age of seventy-two may not exceed one third of the members of the Board of Directors. When the age limit is reached, the oldest Director is deemed automatically to have resigned.

The Board of Directors is convened by the President on his own initiative and, if he does not serve as Chief Executive Officer, at the request of the Chief Executive Officer or, if the board has not met for more than two months, at the request of at least one third of the Directors. Except in those cases where the agenda is set by the person(s) who requested the meeting, the agenda is set by the President. The meetings must be held at headquarters or on any other premises or in any other place indicated in the convocation but that is agreed to by at least half of the Directors in office.

The Board deliberates and takes its decisions under the conditions stipulated by Commercial Law.

The Board only validly deliberates if at least half of its members are present. The internal regulations may stipulate that people are deemed to be present for the calculation of the quorum and of the majority of the Directors who take part in the meeting using videoconferencing or telecommunication means within the limits and under the conditions set by law and the regulations in force.

The Board of Directors determines the orientations of the company's activity and ensures they are implemented. Subject to the powers expressly granted to the shareholders' meetings and within the limit of the corporate object, it may examine any question relative to the correct functioning of the company and, through its deliberations, it settles the affairs concerning it. It carries out the controls and verifications it considers timely.

The company's President or Chief Executive Officer is obliged to submit to each Director all the documents and information required for the accomplishment of their mission.

The Board of Directors elects its President from amongst its members. It determines his/her remuneration. The age limit for exercising the office of President is set at seventy-two years.

The President of the Board of Directors organises and directs the latter's work. He/she ensures the satisfactory functioning of the company's bodies. He/she submits a report indicating the conditions under which the work of the Board of Directors is prepared and organised as well as the internal control procedures put in place in the company.

Internal regulations have been drawn up for the Board of Directors as of 16 March 2007, and they were last updated on 14 December 2010. They are available in the "investors" section on the company's website (www.sogclair.com).

14.1.2. Members of the Board of Directors on 31 December 2010

The information concerning the composition of the Board of Directors is provided in paragraphs 5.1 and 5.2 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

14.1.3. Expertise and experience of the members of the board of directors in the area of management

Philippe ROBARDEY

Managerial training. Chief Executive Officer of SOGELAIR for 9 years before becoming President in 2003. Led SOGELAIR's floatation and international development.

Jean-Louis ROBARDEY

Entrepreneur. Founding President of SOGELAIR. In all, more than 40 years' experience as a Company Director.

Alain RIBET

More than 40 years' experience in the aeronautical sector. In the framework of his activities in the Airbus France Design Office, responsible for the management and associated budget control for aircraft sections.

Bernard ZIEGLER (resigned 28 octobre 2010)

X – SUPAERO. Former test pilot and Vice President / technical director of Airbus. Worldwide reference in the area of aeronautical technologies for more than 30 years.

Michel GRINDES

Former President of Airbus North America. Has ensured management control, assistant financial director and procurement manager functions.

Jacques RIBA

Entrepreneur. Founder of the Chipie Junior company, then President of Chipie. Has exercised the functions of director in several listed companies.

Alberto FERNANDEZ

Former President of EADS Casa and Airbus Military Company. Former President of Afarmade (Spanish armament, defence and security equipment association).

Gérard BLANC

Former Executive Vice President of Operations at Airbus and member of the Airbus Executive Committee. Director of Valéo President of Marignac Gestion SAS

Henri-Paul BROCHET

Thalès Alenia Space: former Director of integration at the time of the merger between Alcatel Space and Alenia Spazio, Deputy Director General France: Advisor to the President and Director of the Toulouse Site, Representative of Thalès Alenia Space on the Board of Directors of Intespace, Director of Thalès Alenia Space Belgium & España, Member of the supervisory board of Groupe Actia.

14.1.4. Specific information relative to the directors

Mr. Jean-Louis ROBARDEY, director, is the father of Mr. Philippe ROBARDEY, President & CEO

On 31 December 2010, the company had five independent directors, all of whom were appointed, in particular, due to their skills and the mastery they have of the strategic challenges of the markets in which the company operates.

They are Messrs: Gérard Blanc, Henri-Paul Brochet, Alberto Fernandez, Michel Grindes, Jacques Riba.

The criteria adopted are those recommended by the Middlednext Code on corporate governance for medium and small listed companies in December 2009. The Board of Directors does not include any directors elected by the employees.

The Annual General Meeting on 28 May 2009, in its fifteenth resolution decided to grant the Board of Directors the possibility of setting up a Board of Censors and therefore to complete the company's articles of association with Article 13 bis, termed as follows:

« Article 13 bis – Censors

The Board of Directors may appoint one or more censors, physical people or legal entities chosen amongst the shareholders or elsewhere. There may not be more than three censors.

Their term of office is six years. The censors' functions come to an end at the end of the Annual General Meeting that voted on the accounts for the past financial year held during the year in which their term of office expires.

The censors may be re-appointed indefinitely, they may be removed from office at any moment by a decision of the Board of Directors.

The censors take part in the sessions of the Board of Directors and serve in an advisory capacity. Their right to information and communication is identical to that of the members of the Board of Directors.

They may receive a remuneration taken from the amount of the directors' fees allocated to the members of the Board of Directors.

The censors are responsible for ensuring the articles of association are applied. They may give an opinion on any point on the agenda of the board and ask its President to bring their remarks to the knowledge of the Annual General Meeting when they consider that appropriate. »

Mr Riba's term as director will come to an end at the end of the next AGM. The Board of Directors will propose that he should be appointed to the position of Censor.

For the needs of their directorships, the members of Board of Directors are domiciled at the company headquarters.

To the knowledge of the company and on the day that this document was established, none of the members of the board of directors has over the last five years been:

- convicted for fraud,
- associated with a bankruptcy, or a receiving order,
- the subject of an indictment or official public sanction pronounced by a statutory or regulatory authority,
- banned by a court from acting in their capacity as member of a managerial, directorial or supervisory board or from being involved in the management or conducting the business of an issuer.

14.1.5. General Management function

The information concerning the exercising of General Management is given in paragraph 5.3 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

14.1.6. Composition of the Management Committee on 31/12/2010

The issuer's Management Committee is made up as follows:

Members of Committee	Functions	Name of the company
Mr Philippe ROBARDEY	President & CEO	Sogclair SA
Mr Marc DAROLLES	Executive Vice President	Sogclair SA
	President	Sogclair Aerospace SAS
	Co-director	Sogclair Aerospace SARL
Mr Didier LANGLOIS	Technical Director	Sogclair SA
	President	Aviacomp SAS
	Managing Director	Sogclair Aerospace SA
Mr John JANKE	Director	Sogclair Aerospace Ltd
Mr Yves SAGOT	Managing Director	Sogclair Aerospace GmbH
Mr Sylvain CROSNIER	Managing Director	Sera Ingénierie SAS
Mr Laurent SALANQUEDA	Managing Director I	Oktal SA
Mr Jean LATGER	President	Oktal Synthetic Environment SAS

As of 31 December 2010, the gross annual remuneration paid to the members of the Management Committee represented a total amount of € 963,999 breaking down as follows:

- Gross basic salary: € 842,592
- 2009 variable pay: € 106,886
- Non-cash benefits: € 14,521

14.2. Conflicts of interest at the level of the administrative, management and general management bodies

To the knowledge of the company and on the day that this document was established, no conflict of interest has been identified between the duties of each of the members of the

Board of Directors with respect to the company in their capacity as director and their private interests and other duties.

To the knowledge of the company and on the day that this document was established, no arrangements or agreements have been reached with the main shareholders, customers or suppliers under the terms of which one of the members of the Board of Directors has been selected in that capacity.

To the knowledge of the company and on the day that this document was established, there are no restrictions accepted by the members of the Board of Directors concerning the transfer of their holding in the company's capital.

15 Remuneration and non-cash benefits

The information concerning the remuneration of the company's administrative and management bodies is given in paragraph 5.4 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

16 Functioning of the administrative and management bodies

16.1. Positions occupied by the directors

The information concerning the positions occupied in the administrative and management bodies is given in paragraphs 5.1 and 5.2 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

16.2. Directors' service contracts with the issuer

16.2.1. Holdings of the directors in the capital of the issuer, in that of a company that has control of the issuer, in that of a subsidiary of the issuer or in that of a customer or supplier of the issuer

Mr Alberto FERNANDEZ: service contract with SOGECLAIR (invoicing: € 20,000 in 2010)

16.2.2. Assets belonging directly or indirectly to the directors or to the members of the family

Life annuity for the benefit of Mr and Mrs Jean-Louis ROBARDEY as payment for a fully amortised business (E.D.T.).

16.2.3. Loans and sureties granted or made in favour of the members of the administrative, management or supervisory boards

None.

16.3. Committees

There is a Remunerations Committee, which includes all the directors with the exception of Mr Philippe ROBARDEY. Once a year, the Committee analyses the remuneration of the members of the Management Committee. It decides on the revision of the fixed remuneration of the President & CEO and proposes a revision framework for the other members of the Management Committee.

The following method has been put in place to fix the remunerations and their revision for each of the members of the Management Committee.

16 Functioning of the administrative and management bodies

Person concerned	Proposition of the President & CEO	Directors consulted	Frequency
President & CEO	NO	All except President & CEO	Once a year
Other Board Members	YES	All	Once a year

In the framework of the AFEP-MEDEF recommendations made in December 2008, the Board decided at its meeting held on 12 March 2009, to extend the mission of the Remunerations Committee to the examination of the appointment of the directors and board members. This decision has been upheld after adhesion to the Middennext Code on 10 March 2010.

Further to the deliberations on 14 December 2010, the Board of Directors has decided, pursuant to the provisions of article L. 823-20 of Commercial Law, to abolish the audit committee initially

created on 18 December 2008 and to accomplish itself the missions assigned to the audit committee, in application of article L. 823-19 of Commercial Law.

Additional information is provided in paragraph 1.2 of the President's report to the AGM in chapter 27.1 of this reference document.

17 Salaries

17.1. Distribution of the workforce

The information concerning the employees is given in appendix 1 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

17.2. Participation and stock-options

The information concerning the employees is given in appendix 1 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

17.3. Agreement on participation in the capital

To date, there is no agreement relative to employee participation in the capital at SOGECLAIR.

18 Main shareholders

18.1. Exceeding of thresholds

There are no provisions in the articles of association concerning the exceeding of thresholds. Consequently, it is the legal provisions that apply.

18.2. Multiple voting rights

(Article 15 of the articles of association)

Each shareholder at the meeting is entitled to as many votes as the number of votes he/she holds or represents, without limitation,

subject to the legal or statutory provisions that could restrict the exercising of this right.

A double voting right is, however, granted to holders of fully paid-up nominal shares, if these shares have been registered for at least two years in the name of the same shareholder. Double voting rights are also granted, as soon as they are issued, to nominal shares allocated free of charge to a shareholder on the basis of former shares for which the shareholder already has double voting rights. The double voting right automatically ceases for any share that has been converted to bearer status or undergone a transfer of ownership, subject to any exceptions provided for by law.

18.3. Control

The company does not belong to a group.

The shareholdings and voting rights break down as follows over the last three years:

Shareholders	Situation on 31/12/2010			Situation on 31/12/2009			Situation on 31/12/2008		
	Number of shares	% of capital	% voting rights	Number of shares	% of capital	% voting rights	Number of shares	% of capital	% voting rights
Mr. Robardey Philippe	255,858	35.29	41.95	255,858	35.29	42.09	255,858	35.29	42.45
Mr. Robardey Jean-Louis	66,175	9.13	10.88	66,175	9.13	10.92	66,175	9.13	11.01
Mrs. Robardey Huguette	63,357	8.74	10.42	63,357	8.74	10.46	63,357	8.74	10.54
Mrs. Robardey Anne	59,026	8.14	9.71	59,026	8.14	9.74	59,026	8.14	9.82
Other members of the Robardey family	43,201	5.96	6.33	43,201	5.96	6.35	43,201	5.96	6.41
Robardey family total	487,617	67.26	79.29	487,617	67.26	79.56	487,617	67.26	80.23
Miscellaneous (registered)	15,340	2.12	2.45	15,340	2.12	2.12	14,508	2.00	1.23
Public	176,888	24.40	14.54	159,275	21.97	13.14	173,557	23.94	14.44
Own shares	45,155	6.22	-	62,768	8.65	-	49,318	6.80	-
Total	725,000			725,000			725,000	100.00	

The voting right percentages are calculated on the basis of all the shares, including those that do not have voting rights, that is to say 1,216,200 in 2010, 1,211,991 in 2009 and 1,201,991 in 2008.

The difference between the number of shares and the voting rights can be explained by the provisions of article 15 of the articles of association (see above section 18.2).

To the company's knowledge, there are no other shareholders who own directly, indirectly or together in agreement 5 % or more of the capital or voting rights.

Philippe ROBARDEY is the President of the group and ensures its general management.

The functions of Jean-Louis ROBARDEY, father of Philippe ROBARDEY, are indicated in the table of directors' functions (refer to paragraphs 5.1 and 5.2 of the Board of Directors' report to the AGM).

The other members of the ROBARDEY family do not exercise any other functions than those indicated above.

The control of SOGECLAIR by the ROBARDEY family is therefore not exercised in any improper way.

Furthermore, the Board of Directors was in 2010 made up for more than half of independent directors, which goes beyond the recommendations of the Middlednext code adopted on 10 March 2010.

18.4. Shareholders' pact and agreements

There are no shareholders' pacts. However, a collective commitment was made at the end of 2004. It concerns the ROBARDEY family and Marc DAROLLES relative to 150,040 shares and voting rights.

18.5. Key stock market data

18.5.1. Change in stock market price and of the transaction volumes since 1 January 2009

	Highest price in €	Lowest price in €	Transactions in shares	Transactions in thousands of €
January 2009	16.90	15.10	9,159	147.43
February 2009	16.29	14.50	5,501	85.42
March 2009	14.50	13.00	3,362	46.18
April 2009	15.45	13.12	4,359	60.53
May 2009	16.50	13.16	7,981	120.86
June 2009	15.49	13.51	4,297	60.75
July 2009	14.00	12.80	5,107	67.08
August 2009	14.00	12.80	3,405	45.43
September 2009	15.80	13.36	7,771	115.31
October 2009	15.54	14.36	3,939	58.47
November 2009	15.22	13.80	3,987	58.17
December 2009	15.00	13.00	22,487	304.82

Market capitalisation on 31/12/2009: € 9.74 million - Average exchanges over the year: 6,780 shares a month

18 Main shareholders

	Highest price in €	Lowest price in €	Transactions in shares	Transactions in thousands of €
January 2010	14.94	13.25	7,531	106.28
February 2010	15.64	14.29	12,229	182.86
March 2010	18.20	14.65	23,478	401.58
April 2010	18.00	17.03	5,110	89.86
May 2010	17.64	16.10	7,712	129.85
June 2010	17.52	16.01	2,778	46.42
July 2010	17.30	16.31	1,498	25.09
August 2010	17.59	16.50	4,464	76.48
September 2010	17.59	16.65	5,787	98.47
October 2010	18.70	16.60	11,778	203.78
November 2010	19.30	17.30	10,396	189.56
December 2010	21.20	17.05	37,122	739.90

Market capitalisation on 31/12/2010: € 15.37 million - Average exchanges over the year: 10,824 shares a month

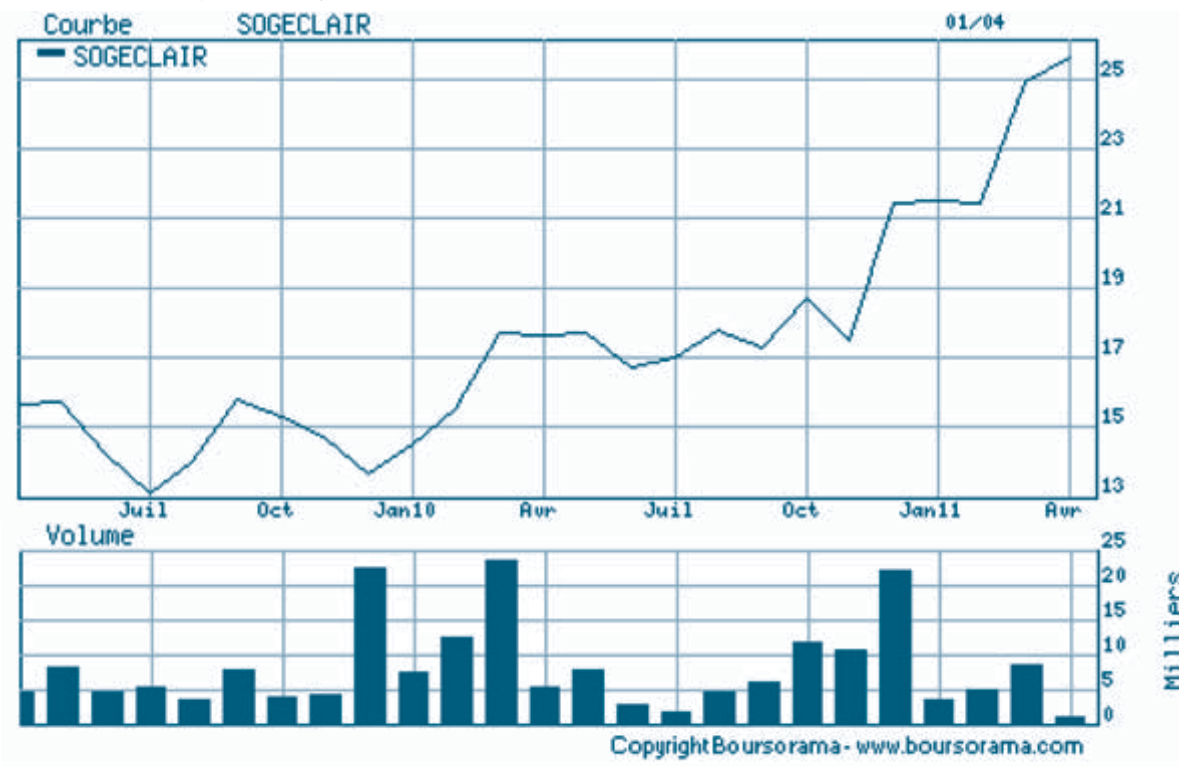
	Highest price in €	Lowest price in €	Transactions in shares	Transactions in thousands of €
January 2011	22.00	20.80	3,265	70.50
February 2011	21.30	20.70	4,722	98.43
March 2011	25.50	21.19	8,280	194.25

Identification sheet

EURONEXT PARIS - ISIN FR0000065864 - Code Reuters SCLR.PA - Code Bloomberg SOG.FP

18.5.2. Stock Exchange graph

SOGECLAIR share price over 2 years



19 Operations with associated companies

The information relative to the operations with associated companies is given in paragraph 6 of the consolidated appendix provided in chapter 20.3.2 of this reference document.

20.1. Historical financial information

The historical financial information is included in the financial statements presented hereinafter.

20.3. Financial statements (year ending 31 December 2010)**20.3.1. Consolidated accounts****20.2. Pro-forma financial information**

Not applicable

1. CONSOLIDATED FINANCIAL SITUATION

ASSETS in thousands of Euros	Notes	2010	2009	2008
Goodwill	1.2.1 & 4.1	3,908	3,908	3,908
Intangible assets	4.2	4,742	4,769	6,156
Property, plant and equipment	4.3	2,755	2,121	2,135
Investments in associates	4.4	666	596	829
Other long-term assets	4.5	300	100	100
Non-current assets		12,372	11,493	13,128
Inventories		91	80	66
Trade and other receivables	4.6	35,357	28,102	27,766
Other current debtors		2,976	3,661	2,714
Deferred income tax	4.7	1,044	879	801
Cash and cash equivalents	4.8	3,123	4,253	4,159
Current assets		42,592	36,974	35,506
TOTAL ASSETS		54,964	48,467	48,634

LIABILITIES in thousands of Euros	Notes	2010	2009	2008
Share capital	4.9	2,900	2,900	2,900
Share premium account		2,630	2,630	2,630
Own shares	4.9	-829	-1,095	-933
Other reserves and accumulated results		11,738	9,661	8,324
Equity capital, group share		16,439	14,096	12,921
Minority interest	4.10	1,299	910	1,375
Total equity		17,738	15,006	14,296
Provisions for other liabilities and charges	4.11	1,282	1,114	1,705
Payables and other financial liabilities	4.12	2,344	1,344	1,763
Borrowings	4.12	1,693	2,444	3,264
Non-current liabilities		5,319	4,903	6,732
Obligations under finance leases	4.12	108	162	162
Other non-current debts	4.12	1,937	1,886	1,873
Short-term provisions	4.12	1,062	13	21
Trade and other payables	4.13	103		
Tax and social liabilities		9,245	9,724	8,253
Deferred tax liabilities		15,176	13,482	14,289
Other liabilities	4.14	1	3	4
Borrowings		4,275	3,288	3,003
Current liabilities		31,907	28,558	27,605
TOTAL LIABILITIES		54,964	48,467	48,634

2. CONSOLIDATED INCOME STATEMENT

INCOME STATEMENT (in thousands of Euros)	Notes	2010	2009	2008
Sales	4.15	71,975	69,264	73,890
Other income from the activity	4.16	4,794	4,418	1,850
Cost of goods sold		-20,459	-21,209	-23,712
Personnel charges		-47,846	-45,951	-44,310
Taxes and duties		-1,334	-1,211	-1,183
Amortisation and provisions		-3,264	-3,436	-4,005
Other charges		-298	-177	-210
Current operating profit		3,568	1,699	2,320
Result of the sale of consolidated holdings	4.17	8		920
Other operating income and charges	4.18	-23	276	-301
Operating profit		3,553	1,974	2,939
Income from cash flow and cash flow equivalents		90	15	-131
Gross finance costs		-163	-194	-390
Net finance costs	4.19	-73	-179	-521
Other financial income and charges	4.20	32	-63	1
Pre-tax profit		3,511	1,732	2,418
Income tax expenses	4.21	-766	-59	-241
Profit after tax		2,745	1,672	2,178
Net profit		2,745	1,672	2,178
Group share		2,485	1,502	2,163
Minority share		260	171	15

(in Euros)	2010	2009	2008
Profit per share	3.43	2.07	2.98
Diluted profit per share	3.43	2.07	2.98

NET INCOME AND GAINS AND LOSSES RECORDED DIRECTLY IN EQUITY CAPITAL (in thousands of Euros)	Notes	2010	2009	2008
Net profit		2,745	1,672	2,178
Conversion rate adjustment		8	10	22
Re-statement of derivative coverage instruments		-195	193	-23
Re-statement of financial assets available for sale				
Re-statement of fixed assets				
Actuarial gains and losses on defined benefit schemes				
Share of gains and losses entered directly as equity capital of equity method affiliates				
Taxes		51		
Total gains and losses recorded directly in equity capital		-136	203	-1
Share of the owners of the parent company		2,351	1,707	2,162
Holdings not giving control		257	168	15

3. CASHFLOW

3.1. CONSOLIDATED CASHFLOW STATEMENT

CONSOLIDATED CASHFLOW (in thousands of Euros)	2010	2009	2008
Net result of integrated companies	2,745	1,672	2,178
+/- Amortisation and provisions (excluding those linked to current assets)	2,832	2,244	4,019
-/+ Latent gains and losses linked to fair value variations	36	91	
-/+ Qualified pre-payment transformed into subsidy		-238	
-/+ Transfer capital gains	-5	-1	-900
- Dividends (non consolidated shares)		-11	
Self-financing capacity after net finance costs and tax	5,608	3,758	5,297
+ Net finance costs	130	179	521
+/- Tax charge (including deferred tax)	766	-59	-241
Self-financing capacity before net finance costs and tax (A)	6,504	3,878	5,577
- Tax paid (B)	106	-1,427	-795
+/- variation in working capital requirement linked to the activity (including debt related to personnel advantages) (C)	-5,342	1,087	-1,561
= CASHFLOWS FROM OPERATING ACTIVITIES (D) = (A + B + C)	1,269	3,538	3,221
- Acquisition of fixed assets	-2,561	-1,411	-1,460
+ Sale of fixed assets	49	624	126
+ Sale of financial assets (non consolidated shares)			1
+/- Impact of variations in scope	19	-264	1,654
+ Dividends received (equity method affiliates, non consolidated shares) * see alternative treatment 7.2		11	
+/- Variations in loans and advances granted	-99	5	-146
= CASHFLOWS FROM INVESTMENT ACTIVITIES (E)	-2,592	-1,035	175
+ Sums received from shareholders at time of capital increases			
- Paid by the minority interests	180		45
-/+ Buyback and sale of own shares	267	-162	-24
- Dividends allocated for payment during the year			
- Dividends paid to the parent company shareholders	-364	-369	-373
- Dividends paid to the minority interests	-171	-136	-137
+ Loan issues	1,500	632	122
- Loan reimbursements	-2,126	-2,128	-2,573
- Net finance costs	-143	-246	-521
= CASHFLOWS FROM FINANCING ACTIVITIES (F)	-857	-2,409	-3,462
+/- Impact of changes in currency exchange rates (G)	3	9	-33
= CASH VARIATION (D + E + F + G)	-2,178	103	-99

3.2. NET FINANCE COSTS

NET FINANCE COSTS (in thousands of Euros)	OPENING	VARIATION	VARIATIONS IN SCOPE	VARIATION IN FAIR VALUE	EXCHANGE RATE DIFFERENCES	CLOSING
Gross cashflow (a)	4,253	-1,133			3	3,123
Debit balance and cash credit (b)	13	1,049				1,062
Net cashflow (c) = (a) - (b)	4,241	-2,182			3	2,062
Gross finance tests (d)	5,837	172		74		6,082
Net finance costs (d) - (c)	1,596	2,354		74	-3	4,021

The debt ratios are given in chapter 3 of the reference document.
The sources of investment financing are detailed in chapters 8 and 10

of the reference document. It is stated that SOGECLAIR does not have
recourse to the refinancing of customer debts.

4. CONSOLIDATED EQUITY CAPITAL

(in thousands of Euros)	CAPITAL	Premiums	Self-owned shares	Consolidated reserves and profits	Gains and losses recorded directly in capital	Equity capital - group share	Minority interests	Consolidated equity capital
	Group share							
Corrected closing equity capital N-1 (31 December 2008)	2,900	2,630	-933	8,325		12,921	1,375	14,296
Capital operations								
Share-based payments								
Operations on self-owned shares			-162			-162		-162
Distribution of dividends				-369		-369	-136	-505
Result for the period				1,502		1,502	171	1,672
Gains and losses recorded directly in equity capital					194	194	-3	191
Net result and gains and losses recorded directly in equity capital				1,502	194	1,696	168	1,864
Variation of scope							-497	-497
Other movements				10		10		10
Closing equity capital N (31 December 2009)	2,900	2,630	-1,095	9,468	194	14,096	910	15,006
Capital operations				75		75	306	380
Share-based payments								
Operations on self-owned shares			267			267		267
Distribution of dividends				-364		-364	-171	-535
Result for the period				2,485		2,485	260	2,745
Gains and losses recorded directly in equity capital					-141	-141	-2	-144
Net result and gains and losses recorded directly in equity capital				2,485	-141	2,343	258	2,601
Variation of scope				14		14	-3	11
Other movements				8		8		8
Closing equity capital N (30 December 2010)	2,900	2,630	-829	11,686	53	16,439	1,299	17,738

20.3.2. Notes appended to the financial statements

1 - INFORMATION RELATIVE TO THE ACCOUNTING BASELINE, THE CONSOLIDATION PROCEDURES AND THE VALUATION METHODS AND RULES

Pursuant to regulation N°1606/2002 adopted on 19 July 2002 by the European Parliament and Council, the accounts of the SOGECLAIR group have been established in accordance with the IFRS baseline such as adopted in the European Union and presented in accordance with recommendation N°2009-R-03 dated 2 July 2009 issued by the Conseil National de la Comptabilité (National Accounting Council).

The standards and interpretations not yet adopted by the European Union are not applied by SOGECLAIR.

SOGECCLAIR has chosen to keep the presentation of the income statement by nature as permitted by the IAS standard.

It should be noted that since 31 December 2009 SOGECLAIR has proceeded in respect of IAS39 with the updating of construction loans, qualified pre-payments and long-term loans. As from 30 June 2010, in order to meet an economic logic, only the financial commitments given or received that do not bear interest will be submitted to IAS 39

The possibility offered by the IAS12 standard of entering the CVAE component (company added value contribution) in the accounts has not been adopted by SOGECLAIR for the year 2010.

1.1. Consolidation procedures

The companies of significant size, controlled exclusively and in which the group exercises a direct or indirect control over more than 50% of their capital have been consolidated by overall integration.

The companies in which the group holds less than 50% and which are controlled jointly have been consolidated by proportional integration.

On 31 December 2009, SOGECLAIR did not have any equity method affiliates.

The shares in non-consolidated shareholdings are posted in the "Investments in associates" item for their cost of acquisition.

Furthermore, companies are excluded from the scope of consolidation when they only represent a negligible interest and their exclusion cannot negatively impact the faithful image principle.

Here, this concerns:

- ADM (subsidiary of SOGECLAIR AEROSPACE SAS),

1.2. Valuation methods and rules

1.2.1. Goodwill and assimilated

With a view to presenting a coherent image of the accounts and of the related financial information and in compliance with the possibilities offered by IAS 8 and with the requirements of IAS 36, in 2010 we reviewed certain assumptions such as:

- the definition of the Cash Generating Units (CGU) due to the re-organisation of the group,
- the forecast cashflow horizon has been reduced from 8 to 5 years,
- smoothing out of the Beta over 5 years to limit erratic variations.

In compliance with the IFRS standards, goodwill has been frozen in 2004 and is no longer be amortised, but depreciation tests are performed annually at year end, however tests may be performed half-yearly.

Depreciation is recorded once the recoverable value of the CGU to which the goodwill is assigned is lower than its net book value.

A Cash Generating Unit (CGU) is the smallest identifiable group of assets whose continuous utilisation generates cash inflows that are largely independent from the cash inflows generated by other assets or groups of assets.

Thus, the CGUs identified in the group are the legal entities, it being stated that when the legal entities have strong economic ties several entities are grouped together within one CGU.

Furthermore, a CGU necessarily and exclusively belongs to one of the operational sectors chosen by Sogecclair by way of application of IFRS 8.

In this respect, since the new organisation was deployed in 2010, the legal entities named Sogecclair Aerospace (GmbH in Germany, Ltd in the UK, SA in Spain, SARL in Tunisia, SAS in France) have been grouped together in a single CGU given their indivision as transactional economic assets and their strong ties with the European aeronautical industry.

The Oktal SA and Oktal Synthetic Environment SAS entities are grouped together in a single CGU due to their technical synergy. Sogecclair's other legal entities are considered to be independent CGUs.

The recoverable values are determined per legal entity, but their appreciation is analysed within the CGU to which they are attached.

The recoverable value is the highest value between the net fair value of the cost of disposal, when that can be determined, and the going concern value.

The net fair value of the costs of disposal corresponds to the best estimate of the net value that could result from a transaction made under the conditions of normal competition between well-informed and consenting parties. This estimate is determined on the basis of the market information available taking any special situations into account.

The going concern value adopted by Sogecclair corresponds to the present value of the cash-flows from the identified CGUs. These flows are determined in the framework of the following economic assumptions and forecast operating conditions:

- the cashflows used are derived from three-year "Medium-Term Plans" for the entities concerned available on the valuation date and are extended to a five-year horizon,
- beyond that horizon, the terminal value corresponds to the capitalisation to infinity of the last flow within the horizon, on the basis of a rate to infinity of 2%,
- the actualisation rate calculated at 10.6% corresponds to the addition

- of the 10-year risk-free rate of 3.32%,
- and of a market premium of 8% to which an average over five years of the Beta coefficient specific to Sogecclair is assigned, confirmed by other sources (Bloomberg, Thomson, Infanciales), of 0.91.

A "shock" called "mathematical shock" is applied to the most sensitive underlying parameters (growth of the activity, level of the operating margin, investments) to test the sensitivity of the estimation to an unfavourable change in the CGU's economic environment; the hypotheses adopted for the mathematical shock consist of halving the activity's growth rate and reducing the level of the operating margin (EBITDA) by 30%, and halving the amount of the investments, with respect to the values of the basic business plan.

The recoverable values, based on the going-concern values, are then compared with the net book values of the goodwill for determining any depreciation.

On 31 December 2010, the recoverable values calculated in that way exceeded the net book values for all the CGUs. The tests performed were therefore conclusive and lead us to maintain the value of the goodwill.

1.2.2. Intangible assets – development expenses

Concerning the work immobilised as development expenses, the amounts posted as assets include all of the development expenses through to completion of the work in accordance with IAS 38 along with the related financial costs in accordance with IAS 23.

The amounts immobilised are straight-line amortised over a period of 3 to 10 years depending on the programmes, according to the most probable perspectives of the economic return on the results of the work.

There are four programmes leading to development expenses and the related financial expenses being posted as assets:

- Airbus A380 nose section floor structures
 - amount still to be amortised: € 2,349 k
 - gross amount: € 9,546 k
 - assetisation date: the expenses are assetised from the date the development work started at the beginning of 2002 and runs to the end of 2006, date on which the A380 entered commercial service and which has been chosen as the date of development finalisation,
 - amortisation period: 8 years to run from 1 January 2005 through to the end of 2012, probable date on which the accumulated number of deliveries will be reached corresponding to the baseline on which the A380 contract was signed, according to the Airbus schedule,
 - exceptional depreciation of the development costs for the A380
 - Cargo programme in December 2006 for € 759 k,
- A350 composite parts
 - amount still to be amortised: € 1,223 k
 - gross amount: € 1,223 k
 - assetisation date: the expenses are assetised from the date the development work started at the end of 2009 and runs to the end of 2015,
 - amortisation period: 10 years to run from 1 January 2014 through to the end of 2023, probable date on which the accumulated number of deliveries will be reached corresponding to the baseline on which the A350 contract was signed, according to the Airbus schedule,
- Terrain modeller (Agetim, Ray and Fast products) for simulators
 - amount still to be amortised: € 355 k
 - gross amount: € 1,270 k
 - assetisation date: € 1,270 k since 2003 including 162 for the year,
 - amortisation period: 3 years to run from assetisation of the expenses,

- Simulation motors for the automobile (ScanNer product), rail (OkSim-Rail product) and air traffic (ScanAds product) sectors
 - amount still to be amortised: € 404 k
 - gross amount: € 1,370 k
 - assetisation date: € 1,370 k since 2005 including € 204 k for the year,
 - amortisation period: 3 years to run from assetisation of the expenses,
- Other works have been the subject of assetisation for a total amount of € 69 k.

1.2.3. Financial instruments

To date there are no commitments within SOGECLAIR SA or the group involving complex financial instruments.

In order to finance its development, SOGECLAIR took out a loan in October 2002 repayable over 7 years for the amount of € 3.5 million. This is a variable rate loan based on EURIBOR 6 months, with an outstanding balance of € 1 million at the end of December 2010. This loan will be partially reimbursed in 2011 for a value of € 0.8 million; the balance of € 0.2 million will be reimbursed in 2012. This financial liability is eligible for hedge accounting.

Given the current variable rate trends and the forthcoming reimbursement to be made in the near future, it has not been considered necessary to put in place any coverage for the balance of the loan.

In respect of IFRS 7, it should be noted that the other loans contracted by the group are fixed-rate loans and that there are no off-balance sheet financial instruments, nor any securitisation of the customer posting.

1.2.4. Current assets

In accordance with the IAS 1 standard (Presentation of financial statements), an asset is classified current if you are intending to realise or sell it in the framework of the normal operating cycle, or realise it within the twelve months following the balance sheet date, or lastly if it is a cash asset.

The following assets are therefore classified as being current:

- inventory
- available-for-sale financial assets
- trade and other receivables
- deferred tax assets
- cash and cash equivalents
- prepaid expenses
- other receivables

1.2.5. Current and non-current liabilities

In accordance with the IAS 1 standard (Presentation of financial statements) liabilities are classified current and non-current.

A liability is classified current if it must be settled in the framework of its normal operating cycle, or settled within the twelve months following the balance sheet date.

The following contingent liabilities are therefore classified current:

- the part of finance costs and qualified prepayments that are reimbursable within less than one year following the balance sheet date
- trade and other payables
- tax and social liabilities
- short-term provisions
- deferred tax liabilities
- other liabilities

The other contingent liabilities are classified non-current.

1.2.6. Sales recognition

Sales correspond to the amount of the work performed for customers by all of the companies that enter into the scope of consolidation. The sales and costs recognition method depends on the type of intervention.

Consulting and support activities

These contracts are subject to an obligation regarding the means. Sales for the consulting and support activities are posted gradually as the works are performed.

All-in development contracts and the associated systems, products and services

These contracts are subject to an obligation to achieve a given result and a performance-related commitment. Sales and the result are recorded in application of the IAS 18 standard using the percentage of completion method defined by the IAS 11 standard. Completion is calculated as a percentage of the costs borne for the works performed with respect to the total costs re-adjusted each month. When it is probable that the total of the re-adjusted costs of the contract will be higher than the total sales generated by the contract, the expected loss on completion is immediately posted as a liability in the Financial Situation Statement.

1.2.7. Dividends paid

The distribution of dividends paid out to the parent company's shareholders is as follows:

- | | |
|-----------------------|---------|
| ■ single voting right | € 96 k |
| ■ double voting right | € 268 k |

1.2.8. Events after the balance sheet date

Refer to the management report

1.2.9. Other information

None

2 - SCOPE OF CONSOLIDATION

List of consolidated companies

NAME	COUNTRY	CONSOLIDATION METHOD	% OF CONTROL IN 2010	% OF CONTROL IN 2009	% OF CONTROL IN 2008	NAME
French companies						
Sogclair SA	France	Holding	FC	Parent	Parent	
Aviacomp SAS	France	Assembler or Co-development	FC	55.00%	55.00%	
Sogclair Aerospace SAS	France	Mechanical and electrical engineering, methodologies	FC	100.00%	99.91%	Buy out of minority interests
EDT SA	France	Electrical engineering, methodologies	NC	0.00%	99.80%	Merged
Oktal SA	France	Simulators	FC	97.94%	97.94%	
Oktal Synthetic Environment SAS	France	Virtual environments	FC	63.23%	65.11%	Sale to minority interests
S2E Consulting SAS	France	Systems engineering and electricity	PC	46.98%	46.98%	
Sera Ingénierie SAS	France	Vehicles	FC	80.00%	80.00%	
Foreign companiesd						
Sogclair Aerospace Ltd	United Kingdom	Mechanical and electrical engineering, methodologies	FC	100.00%	100.00%	
Sogclair Aerospace Sarl	Tunisia	Mechanical and electrical engineering, methodologies	FC	100.00%	99.91%	Capital increase
Sogclair Aerospace GmbH	Germany	Mechanical and electrical engineering, methodologies	FC	99.04%	99.04%	
Sogclair Aerospace SA	Spain	Mechanical and electrical engineering, methodologies	FC	86.34%	74.50%	Capital increase

3 - INFORMATION MAKING IT POSSIBLE TO COMPARE THE ACCOUNTS

Accounting methods

No changes in accounting methods or means of valuation relative to the treatment of the financial information, that could affect the comparability of the accounts, have been made over the financial year.

4 - EXPLANATIONS ON THE ITEMS ON THE CONSOLIDATED BALANCE SHEET AND INCOME STATEMENT

4.1. Goodwill

(in thousands of Euros)	AT BEGINNING OF YEAR	DECREASES	VARIATIONS OF SCOPE	OTHER VARIATIONS	AT YEAR-END
Sogclair Aerospace SAS	107				108
Oktal SA	1,694				1,694
Sogclair Aerospace GmbH	2,106				2,106
Total	3,908				3,908

4.2. Intangible assets

GROSS VALUES (in thousands of Euros)	AT BEGINNING OF YEAR	ENTRIES	VARIATIONS OF SCOPE	SALES AND DIS- POSALS	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR-END
Research expenses	14,416	1,603					16,019
Software	4,099	163		-641			3,620
Current assets	6	27		-6			27
Total	18,521	1,792		-647			19,666

AMORTISATION & PROVISIONS (in thousands of Euros)	AT BEGINNING OF YEAR	CONTRIBUTIONS	VARIATIONS OF SCOPE	SALES AND DISPOSALS	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR-END
Research expenses	-10,114	-1,505					-11,620
Software	-3,638	-307		641			-3,304
Total	-13,753	-1,812		641			-14,924

The detail of the immobilised development expenses is given in paragraph 1.2.2 of this document.

4.3. Tangible assets

GROSS VALUES (in thousands of Euros)	AT BEGINNING OF YEAR	ENTRIES	VARIATIONS OF SCOPE	SALES AND DISPOSALS	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR-END
Technical installations, plant & equipment	409	58		-9			458
Installations & fittings	1,131	430		-12			1,549
IT & office hardware	2,935	702		-651	2	948	3,936
Current assets	36	79		-7			107
Other	1,239	161		-46		-948	405
Total	5,749	1,430		-725	2		6,455

AMORTISATION & PROVISIONS (in thousands of Euros)	AT BEGINNING OF YEAR	CONTRIBUTIONS	VARIATIONS OF SCOPE	SALES AND DISPOSALS	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR-END
Technical installations, plant & equipment	-128	-46					-175
Installations & fittings	-551	-105		3			-653
IT & office hardware	-2,114	-525		648	-2	-647	-2,640
Other	-835	-71		27		647	-233
Total	-3,628	-748		679	-2		-3,700

The exchange rate differences concern the British and Tunisian subsidiaries: Sogeclair Aerospace Ltd and Sogeclair Aerospace Sarl.

Additional information concerning the financial leasing contracts (IAS 17) :

Net book value of the current financial leasing contracts:

(in thousands of Euros)	GROSS AMOUNT	AMORTISATION	NET BOOK VALUE
Intangible assets	133	-44	89
Tangible assets	1,203	-310	893
Total	1,336	-354	982

Term for outstanding payments:

(in thousands of Euros)	< 1 YEAR	1 TO 2 YEARS	3 TO 5 YEARS
Total	424	345	213

4.4. Investments in associates

GROSS VALUES (in thousands of Euros)	AT BEGINNING OF YEAR	ENTRIES	VARIATIONS OF SCOPE	SALES	VARIATION IN FAIR VALUE	EXCHANGE RATE DIFFERENCES	AT YEAR-END
Shareholdings	43						43
Fixed investments							
Other investments	583	125		-26	-28		653
Total	626	125		-26	-28		697

AMORTISATION & PROVISIONS (in thousands of Euros)	AT BEGINNING OF YEAR	CONTRIBUTIONS	VARIATIONS OF SCOPE	SALES	VARIATION IN FAIR VALUE	EXCHANGE RATE DIFFERENCES	AT YEAR-END
Shareholdings	-30						-30
Fixed investments							
Loans							
Total	-30						-30

4.5. Other long-term assets

GROSS VALUES (in thousands of Euros)	AT BEGINNING OF YEAR	EQUITY INVESTMENT	VARIATIONS OF SCOPE	PAYING UP OF CAPITAL	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR-END
Allotted uncalled share capital	100	300		-100			300
Total	100	300		-100			300

4.6. Trade and other receivables

The customers' terms of payment have lengthened over the financial year.

4.7. Deferred tax asset

DEFERRED TAX ASSET (in thousands of Euros)	2010	2009	2008
Temporary differences	320	197	284
Tax deficits	593	552	389
Restatement	131	130	128
Total	1,044	879	801

A deferred tax asset is constituted on the tax losses and temporary differences if it is probable that the company will dispose of future tax profits to which they may be charged.

4.8. Cash and cash equivalents

(in thousands of Euros)	2010	2009	2008
Cash	3,119	4,009	4,058
Cash equivalents	4	245	101
Total	3,123	4,253	4,159

On 31 December 2010, the cash equivalents concerned risk-free investments.

4.9. Equity capital, group share

The company equity consists of 725,000 shares. The nominal value of the share is € 4, giving an equity capital of € 2,900 k.

It must be remembered that in accordance with notification 2002-D of the Emergency Committee of the CNC on 18 December 2002 and according to the deliberation of the Board of Directors of SOGECLAIR held on 23 December 2002, the self-owned shares are deducted from the consolidated shareholders' equity.

In 2010 SOGECLAIR proceeded with:

- the acquisition, in the framework of the buyback programme, of 3,583 shares for a value of € 50 k,
- the sale, off market, of a block of 15,000 shares for a value of € 316 k.

On 31 December 2010, this restatement led to an accumulated reduction of € 829 k in the consolidated shareholders' equity.

4.10. Minority interests

(in thousands of Euros)	2010	2009	2008
At beginning of year	910	1,375	1,420
Variation of reserves	129	-636	-59
Total income and expenditure entered during the period	260	171	15
At year-end	1,299	910	1,375

4.11. Long-term provisions

LONG-TERM PROVISIONS (in thousands of Euros)	AT BEGINNING OF YEAR	CONTRIBUTIONS	VARIATIONS OF SCOPE	WRITE-BACKS	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR- END
Retirement benefit obligations	404	36					440
Provisions for restructuring		93					93
Other provisions for charges	46			-46			
Provisions for losses on contracts	289	309		-289			309
Other provisions for risks	374	162		-97			439
Total	1,114	600		-433			1,282

The other provisions for risks concern social risks for € 214 k and other risks for € 225 k.

There is no event later than 31 December 2010 liable to put into question the notion of going concern, nor any non-measurable risk and loss.

The book treatment of retirement benefit obligations has taken into account the provisions of the law n° 2010-1330 dated 9 November 2010 concerning pension reforms. The company has modified the calculation parameters impacted by the reform, materialised in

particular by a gradual increase in the legal age of retirement, and of the minimum age required in order to benefit from the full pension rate.

The lengthening of the period of activity resulting from this reform has an impact on the amount of the end-of-career indemnities, the probability of being present in the company and the number of years on which the discounting of the commitments bears. The social charges prior to 31 December 2009 on commitments relative to end-of-career indemnities have been taken into account in the year 2010 and represent € 130 k.

4.12. Current and non-current financial debts

NON-CURRENT FINANCIAL DEBTS (in thousands of Euros)	AT BEGINNING OF YEAR	INCREASE	REDUCTION	VARIATION IN FAIR VALUE	REASSIGNMENT	AT YEAR- END
Qualified prepayments (+ 1 year)	1,344	1,130		-22	-108	2,344
Borrowings and debts with credit institutions (+ 1 year)	2,209	953	-9	96	-1,738	1,511
Sundry loans and financial liabilities	235		-53			182
Total	3,789	2,083	-62	74	-1,846	4,037

CURRENT FINANCIAL DEBTS (in thousands of Euros)	AT BEGINNING OF YEAR	INCREASE	REDUCTION	VARIATION IN FAIR VALUE	REASSIGNMENT	AT YEAR- END
Current qualified prepayments	162		-162		108	108
Current borrowings and debts with credit institutions	1,828	78	-1,902		1,738	1,742
Bank loans and overdrafts	13	1,049				1,062
Sundry current loans and financial liabilities	59	171	-34			195
Total	2,061	1,298	-2,098		1,846	3,107

The medium/long term bank loans trend (excluding leases) is detailed below:

MEDIUM/LONG TERM LOANS (excluding leases) (in thousands of Euros)	
Contracted during the year	370
Repaid during the year	1 516

The gross financial debts schedule is given below:

GROSS FINANCIAL DEBTS SCHEDULE (in thousands of Euros)	Total	< 1 year	1 to 2 years	2 to 3 years	3 to 4 years	Longer
Qualified prepayments (+ 1 year)	2,344		260	330	437	1,316
Borrowings and debts with credit institutions (+ 1 year)	1,511		897	454	121	39
Sundry non-current loans and financial liabilities	182		12			170
Non-current financial debt liabilities	4,037		1,169	784	558	1,526
Current qualified prepayments	108	108				
Current borrowings and debts with credit institutions	1,742	1,742				
Bank loans and overdrafts	1,062	1,062				
Sundry current loans and financial liabilities	195	195				
Current financial debt liabilities	3,107	3,107				

Characteristics of the loans contracted	Financial debts with due date ⁽¹⁾	Conditions	Due dates	Coverage	Covenants
Fixed rate depreciable	1,241	2.8 to 4.2%	2006-2015	N/A	None
Variable rate depreciable ⁽²⁾	1,020	E6M + 1.1%	2006-2013	None	None

(1) overall amount to be reimbursed on 31 December 2010

(2) initial loan of € 3.5 million to finance the Airbus A380 nose cone floor contract, reimbursable in half-yearly stages from 1 January 2006 to 31 December 2013.

There are no early payment clauses, except for the usual clause included in loan contracts in the event of a transfer of financial assets.

4.13. Short-term provisions

SHORT-TERM PROVISIONS (in thousands of Euros)	AT BEGINNING OF YEAR	CONTRIBUTIONS	VARIATIONS OF SCOPE	WRITE-BACKS	EXCHANGE RATE DIFFERENCES	REASSIGNMENT	AT YEAR- END
Provisions for restructuring		103					103
Other provisions for charges							
Other provisions for risks							
Total		103					103

4.14. Deferred tax credit

DEFERRED TAX CREDIT (in thousands of Euros)	2010	2009	2008
Temporary differences	1	3	4
Restatement			
Total	1	3	4

4.15. Income

In accordance with IFRS 8, income is presented division by division in paragraph 5 of this document

4.16. Other operating income

OTHER OPERATING INCOME (in thousands of Euros)	2010	2009	2008
Production in stock	11	14	-8
Production immobilised	1,582	455	392
Operating subsidies	969	1,250	216
Write-back of provisions, transfers of charges	574	782	263
Other income	1,659	1,917	987
Total	4,794	4,418	1,850

The operating subsidies mainly concern innovation projects. They have been posted at their allocation date and are attached to the financial year according to the programmes' degree of advancement.

4.17. Result on sale of consolidated shareholdings

RESULT ON SALE OF CONSOLIDATED SHAREHOLDINGS (in thousands of Euros)	2010	2009	2008
Sale of 1.88% of the shares held in Oktal Synthetic Environment SAS	8		
Sale of 100% of the shares held in Tharsys SARL			920
Total	8		920

4.18. Other operating income and charges

The other operating income and charges correspond to the result of other non-current operations during the year.

OTHER OPERATING INCOME AND CHARGES (in thousands of Euros)	2010	2009	2008
Tax risks (provisions, write-backs, charges and income for the year)	-17	54	-246
Reimbursement on write-offs			170
Losses on sale of property, plant and equipment	-4	1	-20
Gains and losses on goodwill		238	
Other income and charges	-2	-17	-205
Total	-23	276	-301

4.19. Cost of net financial debt – Other financial charges and income

The cost of net financial debt includes:

- the income from cash and cash equivalents, that is to say:
 - the interest generated by the cash and cash equivalents
 - the result of the transfer of cash equivalents
- the cost of the gross financial debt, which essentially corresponds to the interest charges on financing operations..

The exchange rate variations amount to € 56 k over the year.

4.20. Other financial charges and income

The other financial income and charges include the income and charges linked to the other financial assets such as income from shareholdings, provisions and write-backs on financial provisions and conversion rate adjustments.

4.21. Income tax

The Sogclair company has opted for the tax consolidation scheme. The scope of this consolidation includes the following companies: SOGECLAIR SA and SOGECLAIR AEROSPACE SAS. In respect of the deduction of the deficits of foreign subsidiaries and branches, the German subsidiary's deficit has been deducted from Sogclair SA's tax result.

TAX CHARGE FOR THE YEAR (in thousands of Euros)	2010	2009	2008
Deferred tax	112	56	335
Tax payable	-720	-378	-650
Income or charge linked to tax consolidation	-159	262	-45
Carry-back			120
Total	-766	-59	-241

Tax proof is presented below:

TAX PROOF (in thousands of Euros)	2010
Pre-tax profit (loss)	3,511
Parent company's tax rate	33.33%
Theoretical income (charge) on tax on profits	-1,170
Permanent differences and others	129
Tax-exempted revenue and non-fiscally deductible charges	-157
Impact of foreign tax rate differences	19
Impact of deferred tax deficits and amortisations	
Tax credit	413
Income tax benefit (charge) posted	-766

4.22. Average workforce

WORKFORCE full-time equivalence (in thousands of Euros)	2010	2009	2008
Engineers, managers and senior technicians	791	760	750
Technicians and other non-managerial	90	92	94
Total	881	852	844

4.23. Financial commitments

OFF-BALANCE SHEET COMMITMENTS (in thousands of Euros)	2010	2009	2008
Commitments made:			
Relative to financing the company			
- pledged shareholdings ⁽¹⁾	417	992	1,734
- non-due assigned debts			
Relative to the issuer's operating activities			
Acquisition of tangible assets ⁽²⁾	476		
Counter-guarantee securities on markets and calls for tender ⁽³⁾	489	1,662	740
Sub-total	1,381	2,654	2,474
Commitments received:			
Relative to the issuer's operating activities			
Counter-guarantee securities on markets ⁽²⁾	317		66
From customers ⁽⁴⁾	62,692	52,103	11,241
Sub-total	63,009	52,103	11,307

Scheduled commitment extinguishment years: (1) 2014, (2) 2011, (3) 2012
 (4) we draw your attention to the fact that SOGECLAIR has received commitments from its customers on its long-term contracts dependent on their sales and on the basis of firm orders received by those customers. The 2008-2009 variation for the most part concerns the major composite parts design, manufacture and assembly contract for the Airbus A350 programme, won in Q4 2009 by the AVIACOMP subsidiary (see

press release dated 10 February 2010 available on www.sogclair.com)
 The updated value of this future income on 31 December 2010 is € 49,577 k (on the basis of a risk-free loan rate of 3.32%)
 Additional information on the programmes subject to risk-sharing is provided in paragraph 1.6 of chapter 26 of the reference document.

5 - SECTOR-BASED INFORMATION

In accordance with IFRS 8, excluding the Holding, the group's activity is spread between three divisions:

NAME	COUNTRY	ACTIVITY
Aerospace Division		
Sogclair Aerospace Ltd	United Kingdom	Aeronautics and Space Engineering
Sogclair Aerospace Sarl	Tunisia	Aeronautics and Space Engineering
Sogclair Aerospace GmbH	Germany	Aeronautics and Space Engineering
Sogclair Aerospace SA	Spain	Aeronautics and Space Engineering
Sogclair Aerospace SAS	France	Aeronautics and Space Engineering
Aviacomp SAS	France	Assembler or Co-development
S2E Consulting SAS	France	Systems Engineering and Electricity
Vehicle Division		
Sera Ingénierie SAS	France	Vehicle
Simulation Division		
Oktal SA	France	Simulators
Oktal Synthetic Environment SAS	France	Synthetic Environments Software
Holding		
Sogclair SA	France	Holding

SOGCLAIR's main customers are listed in the reference document available on the company's website (www.sogclair.com).

SOGCLAIR has facilities in France, Germany, Spain, the UK and Tunisia.

Besides the countries where it has facilities, the following countries are addressed by SOGCLAIR: South Africa, Australia, Austria, Belgium, Brazil, Canada, China, South Korea, Colombia, Ireland, Israel, Italy, Japan, Luxembourg, Norway, Russia, Singapore, Sweden, Taiwan, USA.

Consolidated financial situation per division

ASSETS (in thousands of Euros)	AEROSPACE		VEHICLE		SIMULATION		HOLDING	
	2010	2009	2010	2009	2010	2009	2010	2009
Goodwill	2,214	2,213			1,694	1,694		
Intangible assets	3,936	3,961		1	769	753	37	54
Property, plant and equipment	1,603	1,362	292	286	414	378	446	94
Equity method investments								
Investments in associates	428	389	2		137	111	99	96
Other long-term assets	300	100						
Share eliminations	-8,186	-8,423	-200	-200	-2,823	-2,823	11,209	11,446
Non-current assets	295	-396	94	87	192	114	11,791	11,689
Inventory and work in-process	52	55			39	25		
Trade and other receivables	21,779	18,354	5,821	4,491	7,755	5,207	2	50
Other circulating assets	1,349	1,165	96	109	1,331	1,306	201	1,080
Deferred income tax	568	587	11	6	309	135	157	150
Cash and cash equivalents	2,059	2,682	19	27	715	182	330	1,362
Current assets	25,806	22,843	5,948	4,633	10,149	6,856	689	2,642
TOTAL ASSETS	26,101	22,447	6,042	4,719	10,341	6,970	12,480	14,331

Consolidated financial situation per division

LIABILITIES (in thousands of Euros)	AEROSPACE		VEHICLE		SIMULATION		HOLDING	
	2010	2009	2010	2009	2010	2009	2010	2009
Equity capital							2,900	2,900
Capital contribution							2,630	2,630
Own shares							-829	-1,095
Reserves and consolidated result	1,616	46	475	297	2,835	2,382	6,812	6,936
Equity capital, group share	1,616	46	475	297	2,835	2,382	11,513	11,371
Minority interests	429	163	169	124	702	623		
Consolidated equity capital	2,044	210	644	421	3,537	3,005	11,513	11,371
Long-term provisions	614	640	31	16	362	191	275	267
Long-term qualified pre-payments	1,920	1,236			424	108		
Long-term borrowings and financial debts	791	1,428	129	153	189	181	585	682
Non current liabilities	3,324	3,305	160	169	975	480	860	949
Short-term qualified pre-payments					108	162		
Current part of provisions for other liabilities and charges	1,304	1,165	75	57	93	57	464	607
Short-term borrowings and financial debts	318				78	12	666	
Other non-current debts								
Short-term provisions	103							
Trade and other payables	3,471	3,156	4,380	4,620	935	1,444	459	504
Tax and social liabilities	9,977	8,807	1,191	1,036	3,137	3,011	870	628
Deferred tax liabilities	1	3						
Other liabilities	2,500	1,256	39	210	1,736	1,821		2
Contra-entry for intra-group eliminations	3,058	4,546	-447	-1,794	-258	-3,023	-2,352	271
Current liabilities	20,733	18,932	5,238	4,130	5,829	3,485	107	2,011
TOTAL LIABILITIES	26,101	22,447	6,042	4,719	10,341	6,970	12,480	14,331

Consolidated income statement per division

INCOME STATEMENT (in thousands of Euros)	AEROSPACE		VEHICLE		SIMULATION		HOLDING	
	2010	2009	2010	2009	2010	2009	2010	2009
Sales	56,791	53,740	2,077	3,306	13,120	12,207	-13	12
Other income from the activity	2,244	2,026	59	88	2,339	2,273	153	31
Cost of goods sold	-13,395	-13,720	-779	-2,065	-4,821	-3,861	-1,464	-1,563
Personnel charges	-36,966	-35,325	-829	-786	-8,276	-8,281	-1,775	-1,560
Taxes and duties	-834	-720	-41	-28	-293	-297	-167	-166
Amortisation and provisions	-2,410	-2,637	-57	-45	-731	-670	-66	-84
Other charges	-233	-109	-1		-4	-4	-60	-64
Intra-Group operations	-3,409	-3,296	-114	-193	-344	-197	3,867	3,686
Current operating income	1,788	-41	316	277	989	1,170	475	292
Result of the sale of consolidated holdings					8			
Other operating income and charges	-9	231	3		-8	45	-9	
Operating income	1,779	190	318	277	990	1,215	466	292

6 - RELATED COMPANIES

6.1. Commercial lease

SCI SOLAIR, has a link with the directors of SOGECLAIR and there are shareholders who have voting rights greater than 10% (refer to chapter 8.3).

The amount of the rentals relative to the premises rented from SCI SOLAIR is lower than the market rate. The contractual terms and conditions were drawn up according to market rules.

To 31 December 2010, the contractual relations with SCI SOLAIR have been exercised correctly and do not lead us to anticipate any risk for SOGECLAIR. The debts with respect to SCI SOLAIR amounted to € 138 k on 31 December 2010, payment is scheduled for Q1 2011.

A lease contract was renewed during the last quarter 2010. The beginning of the year 2011 was marked by the signing of two additional leases for small surface areas. The future payments will concern the payments of the rentals and charges relative to the rental contract.

6.2. Board of Directors

The number of independent directors exceeds the minimum threshold recommended by the Middennext Code adopted on 10 March 2010.

The remuneration paid to the members of the Board of Directors is shown in paragraph 5.4 of the Board of Directors' report to the AGM in chapter 26 of the reference document.

You are also reminded that there is a life annuity paid for the benefit of Mr Jean-Louis ROBARDEY, further to the purchase of a business completed on 27 December 1985 (Refer to chapter 16.2.2).

6.3. Directors

No changes were made during the financial year concerning the short-term and long-term benefits for the main directors.

You are reminded that at the time of its session on 18 December 2008, the Board of Directors authorised a commitment for the benefit of Mr Philippe ROBARDEY, pursuant to the provisions of article L.225-42-1 of Commercial Law (refer to section 5.4 of the Board of Directors' report to the AGM).

No benefits of any other nature have been granted to the other directors.

20.3.3. Annual accounts

I - BALANCE SHEET (in Euros)

ASSETS	31/12/2010	31/12/2009	31/12/2008
Intangible assets	36,887	53,525	28,083
Property, plant and equipment	423,873	94,467	132,435
Investments in associates	13,894,383	13,279,486	12,000,726
IMMOBILISED ASSETS	14,355,143	13,427,477	12,161,244
Trade and other receivables	288,164	988,918	1,693,042
Other debts	4,128,969	4,343,933	3,030,372
Cash and cash equivalents	330,071	1,361,948	1,484,234
Prepayments	95,316	14,777	93,061
CIRCULATING ASSETS	4,842,520	6,709,576	6,300,711
TOTAL ASSETS	19,197,663	20,137,053	18,461,955

LIABILITIES	31/12/2010	31/12/2009	31/12/2008
Share capital	2,900,000	2,900,000	2,900,000
Share premium account	2,629,849	2,629,849	2,629,849
Other reserves	1,442,551	1,442,550	1,442,550
Retained earnings	4,584,710	4,201,961	3,065,965
Profit for the financial year	1,291,399	746,591	1,505,077
Equity	12,848,509	11,920,952	11,543,442
Provisions	274,830	266,988	250,736
Borrowings and debts with credit institutions	1,691,339	1,287,440	1,775,509
Sundry loans and financial liabilities	3,021,933	5,511,957	3,263,450
Payment in advance on orders		4,713	
Trade and other payables	490,126	514,738	651,622
Tax and social liabilities	870,472	628,010	846,863
Other debts		1,608	71,762
Unearned income	455	647	58,571
Debts	6,074,325	7,949,114	6,667,777
TOTAL LIABILITIES	19,197,664	20,137,053	18,461,955

II - INCOME STATEMENT (in Euros)

	31/12/2010	31/12/2009	31/12/2008
SALES	3,909,861	3,754,758	3,894,934
Operating subsidies			
Write-back on provisions, transfers of charges	34,254		4,715
Other income	118,520	14,832	14,193
OPERATING INCOME	4,062,635	3,769,590	3,913,841
Purchases and external expenses	1,531,779	1,635,646	1,575,048
Taxes, duties and assimilated	166,857	165,568	135,278
Payroll expenses	1,775,099	1,559,626	1,579,124
Amortisations	59,954	60,807	53,312
Provisions on current assets		603	23,000
Provisions for risks and charges	19,096	16,253	4,052
Other operating expenses	60,109	63,519	55,745
OPERATING PROFIT	449,741	267,569	488,282
Financial income	802,374	773,733	794,549
Financial expenses	88,716	479,435	1,144,865
FINANCIAL EARNINGS	713,658	294,298	(350,316)
CURRENT INCOME BEFORE TAX	1,163,399	561,868	137,966
EXTRAORDINARY INCOME	719,528	0	1,769,514
EXTRAORDINARY EXPENSES	18,116	127	376,645
EXTRAORDINARY PROFIT	701,412	(127)	1,392,869
Income tax	573,413	-184,851	25,758
NET PROFIT	1,291,399	746,591	1,505,077

20.3.4. Appendix to the annual accounts

The Sogecclair Company is a Joint Stock Company with a Board of Directors quoted on Euronext Paris – compartiment C.

The financial year ending on 31 December 2010 shows a total on the balance sheet before distribution of € 19,197,664, total income, presented in list form, of € 5,584,537, and a profit of € 1,291,399.

The financial year runs for 12 months from 1 January 2010 to 31 December 2010.

The notes (or tables) No. 1 to 14 below are an integral part of the annual financial statements.

These annual accounts were closed by the Board of Directors on 14 March 2011.

Content

Item No.	APPENDIX TO THE BALANCE SHEET AND INCOME STATEMENT from 01/01/2010 to 31/12/2010	INFORMATIONS			
		PRODUCED		NOT PRODUCED	
		note n°	Tax status	not significant	not applicable
	I – FACTS RELEVANT TO THE FINANCIAL YEAR				
1	II – ACCOUNTING RULES AND METHODS				
	Valuation methods	1			
	Calculation of amortisation and provisions	1			
	Dispensations	1			X
	Additional information to provide a true reflection				X
	III – ADDITIONAL INFORMATION RELATIVE TO THE BALANCE SHEET AND INCOME STATEMENT				
2	Immobilised assets statement	2			
3	Amortisation statement	2			
4	Provisions statement	3			
5	Debt and liabilities due dates statement	4			
6	Additional information on:				
	<i>Elements relevant to several items in the balance sheet</i>				X
	<i>Revaluation</i>				X
	<i>Setting up charges</i>				X
	<i>Applied research and development expenses</i>				X
	<i>Goodwill</i>				X
	<i>Immobilised interests</i>				X
	<i>Interest on elements of the circulating assets</i>				X
	<i>Difference of valuation on fungible elements of the circulating assets</i>				X
	<i>Advances to directors</i>				X
	<i>Prepaid charges and income</i>	5			
	<i>Composition of the equity capital</i>	6			
	<i>Rights participating in profits</i>	7			
	<i>Convertible obligations</i>	8			
	<i>Apportionment of net sales</i>			X	
	<i>Apportionment of income tax</i>	9			
	IV – FINANCIAL COMMITMENTS AND OTHER INFORMATION				
7	Lease			X	
8	Financial commitments	10			
9	Debts guaranteed by real sureties				X
10	Impact of dispensary tax valuations				X
11	Increasing and lightening of the future tax debt	11			
12	Remuneration of the directors	12			
13	Average workforce	13			
14	Identity of the parent companies consolidating the company's accounts				
15	List of subsidiaries and participations	14			
	V – OTHER SIGNIFICANT INFORMATION				X

FACTS RELEVANT TO THE FINANCIAL YEAR:

- On 17 September 2010, SOGECLAIR deployed a new organisation to favour its development, improve efficiency at the service of its customers and promote cooperation within the group.

APPENDIX NOTE N° 1

ACCOUNTING RULES AND METHODS

GENERAL PRINCIPLES AND CONVENTIONS

The accounting rules have been applied in accordance with the principle of due diligence in compliance with the underlying assumptions of going concern, independence of accounting periods and consistent accounting methods.

The basic method adopted for the valuation of the items posted in the accounts is the historical costs method.

The accounting conventions have been applied in compliance with the provisions of Commercial Law (Art. 123-12 to 123-23), of the decree dated 29 November 1983 and of the general accounting plan (CRC 99.03).

CONSISTENCY OF METHODS

No change of method has been made with respect to the previous financial year.

MAIN ACCOUNTING METHODS USED

Intangible assets

Patents, concessions and other immobilised intangible assets have been valued at their cost of acquisition, but excluding the expenses incurred for their acquisition. These items are amortised over the duration of their utilisation by the company (that is to say between 1 and 10 years).

Property, plant and equipment

The gross value of the property, plant and equipment in the immobilised assets corresponds to the value of the articles' entry in the asset base taking into account the expenses required to put those articles into utilisation condition but excluding the expenses incurred for their acquisition.

Amortisation method

The company applies the CRC 2002-10 regulations.

The amortisations applied, both on the accounting and tax levels, are representative of the economic amortisation; as a consequence, no dispensatory amortisation has been posted to the liabilities on the balance sheet.

The amortisation plans applied in the individual accounts are maintained in consolidation. The group has determined the following amortisation durations:

CATEGORY	MODE	DURATION
Software	Straight-line	3 years
Patents	Straight-line	5 to 10 years
Other fixtures, and fittings, installations	Straight-line	10 years
Transport equipment	Straight-line	3 years
Computer hardware	Straight-line	3 to 5 years
Office furniture	Straight-line	5 to 10 years

Fixed investments

The shareholdings and other fixed investments have been valued at their cost of acquisition, but excluding the expenses incurred for their acquisition.

The depreciation tests, carried out annually, consist of checking that the fair value of the subsidiary's equity capital is higher than its book value, that is:

- for the consolidated accounts, the value of the goodwill for each holding.

With a view to presenting a coherent image of the accounts and of the related financial information and in compliance with the possibilities offered by IAS8 and with the requirements of IAS36, in 2010 we reviewed certain assumptions such as:

- the forecast cashflow horizon has been reduced from 8 to 5 years,
- smoothing out of the Beta over 5 years to limit erratic variations.

The recoverable value is the highest value between the net fair value of the cost of disposal, when that can be determined, and the going concern value.

The net fair value of the costs of disposal corresponds to the best estimate of the net value that could result from a transaction made under the conditions of normal competition between well-informed and consenting parties. This estimate is determined on the basis of the market information available taking any special situations in to account.

The going concern value adopted by Sogclair corresponds to the present value of the cash-flows from the identified CGUs. These flows are determined in the framework of the following economic assumptions and forecast operating conditions:

- the cashflows used are derived from three-year "Medium-Term Plans" for the entities concerned available on the valuation date and are extended to a five-year horizon,
- beyond that horizon, the terminal value corresponds to the capitalisation to infinity of the last flow within the horizon, on the basis of a rate to infinity of 2%,
- the actualisation rate calculated at 10.6% corresponds to the addition of:
 - the 10-year risk-free rate of 3.32%,
 - and a market premium of 8% to which an average over five years of the Beta coefficient specific to Sogclair is assigned, confirmed by other sources (Bloomberg, Thomson, Infiniti), of 0.91.

A "shock" called "mathematical shock" is applied to the most sensitive underlying parameters (growth of activity, level of operating margin, investments) to test the sensitivity of the estimation to an unfavourable change in the CGU's economic environment; the hypotheses adopted for the mathematical shock consist of halving the activity's growth rate and reducing the level of the operating margin (EBITDA) by 30%, and halving the amount of the investments, with respect to the values of the basic business plan.

The recoverable values, based on the going-concern values, are then compared with the net book values of the goodwill for determining any depreciation.

On 31 December 2010, the recoverable values calculated in that way exceeded the net book values for all the CGUs. The tests performed were therefore conclusive and lead us to maintain the value of the goodwill.

Own-shares

In accordance with notification 2002-D of the Emergency Committee of the CNC on 18 December 2002, the own-shares owned by the company have been posted as other fixed investments. On 31/12/2010, SOGECLAIR owned 44,174 of its own shares for a value of € 828,536. The company proceeded with the buy-back of 3,583 of its own shares during the year 2010. Given the shares' latest quoted price (€ 21.20 on 31 December 2010), the depreciation of € 348,066 posted on 31 December 2009 has been entirely written back.

Valuation of receivables and debts

The receivables and debts have been evaluated at their nominal value.

Depreciation of receivables

The receivables have, where applicable, been depreciated through the creation of provisions to take into account the recovery difficulties that they are liable to give rise to.

Valuation of investments

The investments have been valued at their cost of acquisition excluding the expenses incurred for their acquisition.

In the case of sale of a set of securities of the same nature and providing the same rights, the value of the securities has been estimated using the "First-In First-Out" method.

Depreciation of investments

The investments have, where applicable, been depreciated through the creation of provisions to take into account:

- for listed securities, the average price for the last month of the financial year;
- for unlisted securities, their probable negotiable value at year-end.

No depreciation was applied for the 2010 financial year.

Tax consolidation accounting method

SOGECLAIR has opted for the tax consolidation scheme. The scope of this consolidation includes the following companies: SOGECLAIR and SOGECLAIR AEROSPACE SAS.

The tax charge is recorded in the subsidiaries on the basis of their own tax result. The parent company records the balance with respect to the overall result.

For the financial year 2010, SOGECLAIR recorded a tax "saving" amounting to € 6,769.

APPENDIX NOTE N° 2**STATEMENT OF FIXED ASSETS**

The transactions for the financial year were as follows:

GROSS VALUES	At the beginning of the year	Increase	Decrease	At year end
Intangible assets	€ 498,445	€ 2,922		€ 501,367
Property, plant and equipment	€ 273,626	€ 369,800		€ 643,426
Investments in associates	€ 13,658,041	€ 592,409	€ 325,577	€ 13,924,873
Total	€ 14,430,112	€ 965,131	€ 325,577	€ 15,069,666

AMORTISATION AND PROVISIONS	At the beginning of the year	Increase	Decrease	At year end
Intangible assets	€ 444,919	€ 19,559		€ 464,478
Property, plant and equipment	€ 179,159	€ 40,394		€ 219,553
Investments in associates	€ 378,555		€ 348,066	€ 30,489
Total	€ 1,002,633	€ 59,953	€ 348,066	€ 714,520

APPENDIX NOTE N° 3**STATEMENT OF PROVISIONS**

NATURE OF THE PROVISIONS	At the beginning of the year	Contributions for the year	Write-backs for the year ⁽¹⁾	At year end
Retirement benefit obligations and similar (2)	€ 48,281	€ 19,096		€ 67,377
Provisions for bad debt	€ 23,603		€ 23,000	€ 603
Provisions for risks and charges	€ 218,707		€ 11,254	€ 207,453
Provisions for financial depreciation	€ 378,555		€ 348,066	€ 30,489
Total	€ 669,146	€ 19,096	€ 382,320	€ 305,922

The company posts a provision whenever a risk creates an obligation with respect to a third party and for which the probable liability can be estimated with sufficient precision.

(1) including provisions used: € 31,888

(2) the accounting of the retirement benefit obligations has taken into account the provisions of law No. 2010-1330 dated 9 November 2010 relative to pension reform. The company has modified the calculation parameters impacted by the reform, materialised in particular by a gradual increase in the legal age of retirement, and of the minimum age required in order to benefit from the full pension rate.

The lengthening of the period of activity resulting from this reform has an impact on the amount of the end-of-career indemnities, the probability of being present in the company and the number of years on which the discounting of the commitments bears.

APPENDIX NOTE N° 4

STATEMENT OF MATURITY OF RECEIVABLES AND DEBTS

ACCOUNTS RECEIVABLE	GROSS AMOUNT	LIQUIDITY OF ASSETS	
		LESS THAN 1 YEAR	MORE THAN 1 YEAR
Fixed asset debts			
■ Loans	€ 1,096,345	€ 1,094,096	€ 2,249
■ Others	€ 925,533		€ 925,533
Current asset debts			
■ Trade notes and accounts receivable	€ 288,767	€ 288,046	€ 721
■ Others	€ 83,216	€ 83,216	
■ Subsidiaries' current accounts	€ 4,045,754	€ 4,045,754	
■ Prepaid expenses	€ 95,316	€ 95,316	
Total	€ 6,534,931	€ 5,606,428	€ 928,503

DEBTS	GROSS AMOUNT	TERM OF LIABILITY REALISATION		
		LESS THAN 1 YEAR	MORE THAN 1 YEAR	MORE THAN 5 YEARS
Borrowings and debts with credit institutions				
■ One year at most initially	€ 666,198	€ 666,198	€ 572,108	
■ More than one year initially	€ 1,025,141	€ 453,033		
Sundry loans and financial liabilities	€ 93,157		€ 93,157	
Trade notes and accounts payable	€ 490,126	€ 490,126		
Social and tax debts	€ 870,472	€ 870,472		
Group and associates	€ 2,928,776	€ 2,928,776		
Unearned income	€ 455	€ 455		
Total	€ 6,074,325	€ 5,409,060	€ 665,265	€ 0

DETAIL OF CHARGES PAYABLE	AMOUNT
Borrowings and debts with credit institutions	
Interest paid on borrowings	€ 9,387
Trade notes and accounts payable	€ 128,708
Social and tax debts	
Debt provisions/Paid Leave and Time Savings Account	€ 66,957
Charges payable on salaries	€ 206,898
Charges/ Paid Leave and Time Savings Account	€ 34,568
Social charges payable	€ 99,279
Tax charges payable	€ 27,999
Other debts	€ 0
Total	€ 573,796

RECEIVABLES AND DEBTS WITH RESPECT TO RELATED COMPANIES (excluding current accounts, detailed in the table of subsidiaries and participations)		
	RECEIVABLES	DEBTS
SOGECCLAIR AEROSPACE SAS	€ 241,916	€ 8,477
SOGECCLAIR AEROSPACE GmbH	€ 7,537	€ 17,500
SOGECCLAIR AEROSPACE SA	€ 12,429	
AVIACOMP	€ 3,905	€ 1,254
OKTAL SA	€ 4,781	
OKTAL SE	€ 546	
SERA INGENIERIE	€ 3,441	
S2E CONSULTING	€ 1,075	
SOGECCLAIR AEROSPACE LTD	€ 3,426	
Total	€ 279,056	€ 27,231

APPENDIX NOTE N° 5

PREPAID CHARGES AND INCOME

	Charges	Income
Operating charges or income	€95,316	€ 455
Financial charges or income		
Extraordinary charges or income		
Total	€95,316	€ 455

APPENDIX NOTE N° 6

BREAKDOWN OF SHARE CAPITAL

	Number	Nominal Value
Shares or partnership shares comprising the capital at the beginning of the financial year	725,000	€ 4
Shares or partnership shares issued during the financial year		
Shares or partnership shares cancelled during the financial year		
Shares or partnership shares comprising the capital at year-end	725,000	€ 4

The number and value of the shares making up the share capital are detailed in chapter 18 of the reference document.

APPENDIX NOTE N° 7

FINANCIAL CHARGES AND INCOME WITH RESPECT TO RELATED COMPANIES

	Charges	Income
SOGECCLAIR AEROSPACE LTD		€ 1,811
SOGECCLAIR AEROSPACE SAS		€ 20,614
SOGECCLAIR AEROSPACE SARL		€ 1,143
EDT	€ 989	€ 157
S2E CONSULTING		€ 467
SERA INGENIERIE	€ 3,647	
OKTAL SA	€ 369	€ 337,700
OKTAL SE	€ 6,567	€ 7
SOGECCLAIR AEROSPACE GmbH		€ 56,260
SOGECCLAIR AEROSPACE SA		€ 4,041
Total	€ 11,573	€ 422,199

APPENDIX NOTE N° 11

INCREASE AND DECREASE IN THE FUTURE TAX DEBT

VARIATION IN DEFERRED OR LATENT TAXES	Beginning of year		Variation		Year-end	
	Asset	Liability	Asset	Liability	Asset	Liability
CHARGES TEMPORARILY NON DEDUCTIBLE						
<i>To be deducted next year</i>						
Organic	€6,687		€642		€7,329	
Unrealised gains	€3,152		€657		€3,809	
<i>To be deducted later</i>						
Provisions for risks	€207,453				€207,453	
Provisions for own shares	€348,066		€-348,066			
Provisions for pensions	€48,281		€19,095		€67,376	
	€ 613,639		€ -327,672		€ 285,967	

APPENDIX NOTE N° 8

EXTRAORDINARY PROFIT

The extraordinary profit breaks down as follows for 2010:

■ Sale of holding in EDT	€ 710,301
■ URSSAF verification	€ -8,888
	€ 701,413

APPENDIX NOTE N° 9

BREAKDOWN OF CORPORATE INCOME TAX

	Before tax	Corresponding tax	After tax
OPERATING PROFIT	€ 1,163,399	€ 346,378	€ 817,021
EXTRAORDINARY PROFIT	€ 701,412	€ 233,804	€ 467,608
TAX SAVING LINKED TO TAX CONSOLIDATION		€ -6,769	€ 6,769
Total	€ 1,864,811	€ 573,413	€ 1,291,398

There is a tax consolidation agreement between SOGECLAIR and its subsidiary SOGECLAIR AEROSPACE SAS:

According to the terms of the agreement, the tax saving that may be made on the companies remains acquired to SOGECLAIR, the parent company. Simultaneously, any tax surcharge is borne by SOGECLAIR.

For the year 2010, there was a tax saving amounting to € 6,769.

APPENDIX NOTE N° 10

FINANCIAL COMMITMENTS

Commitments made	Amount
Notes receivable discounted	
Guarantees and other security	€ 1,020,000
Collateral	€ 679,956
Other commitments made	
■ Outstanding financial leasing payments	€ 22,321
■ Outstanding real estate leasing payments	None
■ Individual Right to Training	1,547 Hours

APPENDIX NOTE N° 12

REMUNERATION OF THE DIRECTORS

This includes the remuneration of the President & CEO, Executive Vice-President and the directors (fixed and variable remuneration, directors' fees and non-cash benefits), giving a total amount of € 440,626.

APPENDIX NOTE N° 13

AVERAGE WORKFORCE

Managerial and Senior Technicians: 16

APPENDIX NOTE N° 14

TABLE OF SUBSIDIARIES AND SHAREHOLDINGS (in euros)

Financial Information	Capital	Equity capital after result	Share of capital held	Book value of securities held		Loans and advances granted not yet paid back	Amount of guarantees and security granted	Sales excl. vat at last year-end	Profit/loss at last year-end	Dividends received for 2009
				Gross	Net					
Subsidiaries and shareholdings										
A) Detailed information concerning subsidiaries and shareholdings										
1 - Subsidiaries										
■ SOGECLAIR AEROSPACE LTD	1,162	416,532	100.00%	1,458	1,458	127,040		2,091,839	267,093	
■ SOGECLAIR AEROSPACE SAS	2,012,517	3,861,265	100.00%	4,162,655	4,162,655	964,766	1,020,000	33,393,027	1,348,503	
■ OKTAL S.A.	1,000,000	3,107,727	97.94%	2,814,375	2,814,375	1,485,614		10,979,827	512,512	329,070
■ S2E consulting	100,000	175,770	46.98%	46,990	46,990	50,539		667,905	22,335	
■ AVIACOMP	800,000	483,039	55.00%	275,000	275,000	165,000		261,129	-110,074	
■ SOGECLAIR AEROSPACE GmbH	26,000	2,353,995	99.04%	3,740,264	3,740,264	1,187,393		17,274,610	22,785	
■ SERA INGENIERIE	250,000	832,663	80.00%	200,000	200,000	-387,439		2,318,541	217,884	
■ SOGECLAIR AEROSPACE SA	560,000	556,304	86.34%	631,748	631,748	250,508		2,417,900	118,255	
2 - Shareholdings										
B) General information concerning the other subsidiaries and shareholdings				15	15	-1,632,350				

20.4. Verification of the annual historical financial information

20.4.1. Declarations

AUDITORS' REPORT ON THE CONSOLIDATED ACCOUNTS

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

FINANCIAL YEAR ENDING 31 DECEMBER 2010

In performing the duty entrusted to us by your general meeting, we hereby present our report relative to the financial year ending 31 December 2010, on:

- *the verification of SOGECLAIR's consolidated accounts, such as they are appended to this report;*
- *the substantiation of our assessments;*
- *the specific verifications and the information stipulated by law.*

The annual accounts were prepared by your Board of Directors. It is our duty to express an opinion on these financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED ACCOUNTS

We conducted our audit in accordance with the professional auditing standards in France; these standards require that we conduct proceedings with due care to give reasonable assurance that the annual accounts are free from significant irregularities. An audit entails examining, on a test basis, evidence supporting the amounts and disclosures these financial statements contain. An audit also involves assessing the accounting principles used and significant estimates made in preparing the accounts, as well as evaluating the overall presentation. We believe that our audit provides a reasonable basis for the opinion expressed below.

We certify that the consolidated accounts are, in view of the IFRS baseline such as adopted in the European Union, regular and sincere and provide a faithful image of the assets and financial situation, as well as of the result of the operations performed by all of the people and entities comprised in the consolidation

II. SUBSTANTIATION OF THE ASSESSMENTS

In application of the provisions of article L. 823-9 of Commercial Law relative to the substantiation of our assessments, we draw your attention to the following points:

■ Note 1.2.1 of the "goodwill and assimilated" appendix describes the procedures for implementing the loss-of-value tests on the goodwill.

We have examined the procedures used to implement these loss-of-value tests, the cashflow forecasts and the coherence of all the assumptions used. Furthermore, we have verified the appropriateness of the changes in the estimations made during the financial year and the quality of the information provided in appendix.

■ Note 1.2.2. of the "intangible assets – development expenses" appendix explains the accounting rules and methods relative to the way development expenses are recorded.

In the framework of our assessment of the accounting principles applied by your company, we have examined the procedures used to enter the development expenses in the assets, and those adopted for their amortisation and for the verification of their current value. Furthermore, we have made sure that the above-mentioned note provides appropriate information.

The assessments thus made enter into our approach to auditing the consolidated accounts, taken in their entirety, and have therefore contributed to forming our opinion which is expressed in the first part of this report.

III. SPECIFIC VERIFICATION

We have also proceeded, in accordance with the applicable professional standards in France, with the specific verification stipulated by law on the information given in the report on group management.

We have no special comment to make regarding their fairness and conformity with the consolidated financial statements.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS EXCO FIDUCIAIRE DU SUD-OUEST
Didier GARRIGUES Christian DUBOSC

GENERAL REPORT OF THE AUDITORS ON THE ANNUAL FINANCIAL STATEMENTS

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

The Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

FINANCIAL YEAR ENDING 31 DECEMBER 2010

In performing the duty entrusted to us by your general meeting, we hereby present our report relative to the financial year ending 31 December 2010, on:

- the verification of SOGECLAIR's consolidated accounts, such as they are appended to this report;
- the substantiation of our assessments;
- the specific verifications and the information stipulated by law.

The annual accounts were prepared by your Board of Directors.

It is our duty to express an opinion on these financial statements based on our audit.

I - OPINION ON THE ANNUAL ACCOUNTS

We conducted our audit in accordance with the professional auditing standards in France; these standards require that we conduct proceedings with due care to give reasonable assurance that the annual accounts are free from significant irregularities. An audit entails examining, on a test basis, evidence supporting the amounts and disclosures these financial statements contain. An audit also involves assessing the accounting principles used and significant estimates made in preparing the accounts, as well as evaluating the overall presentation. We believe that our audit provides a reasonable basis for the opinion expressed below.

We certify that the annual accounts are, in view of the French accounting rules and principles, honest and sincere and give a true view of the result of the operations of the past year and of the company's assets and financial situation at year-end.

II - SUBSTANTIATION OF THE ASSESSMENTS

In application of the provisions of article L. 823-9 of Commercial Law relative to the substantiation of our assessments, we draw your attention to the following points:

The shares are valued at their cost of acquisition and depreciated, where applicable, on the basis of their going concern value according to the procedures described in the "main accounting methods used" note.

On the basis of the information we have been given, our work consisted of appreciating the data on which the going concern values are based and, in particular, of examining the cashflow forecasts and the coherence of all the assumptions used. Furthermore, we have verified the appropriateness of the changes in the estimations made during the financial year and the quality of the information provided in appendix.

The assessments thus made enter into our approach to auditing the annual accounts, taken in their entirety, and have therefore contributed to forming our opinion which is expressed in the first part of this report.

III - SPECIFIC VERIFICATIONS AND INFORMATION

We have also proceeded, in accordance with the applicable professional standards in France, with the specific verifications stipulated by law.

We do not have any remarks to make concerning the sincerity and consistency of the information provided in the Board of Directors' annual report and in the documents sent to the shareholders relative to the financial situation and the annual accounts.

Concerning the information provided pursuant to the provisions of article L. 225-102-1 of Commercial Law on the remunerations and non-cash benefits granted to the directors and on the commitments made in their favour, we have checked their consistency with the accounts or with the data that was used to establish those accounts and, where applicable, with the information obtained by your company from the companies controlling or controlled by it. On the basis of these verifications, we certify the exactness and sincerity of this information.

In application of the law, we have verified that the various items of information relative to the shareholdings and control, as well as to the identity of the shareholders have been provided to you in the management report.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS
Didier GARRIGUES

EXCO FIDUCIAIRE DU SUD-OUEST
Christian DUBOSC

SPECIAL REPORT OF THE AUDITORS ON THE REGULATED AGREEMENTS AND COMMITMENTS

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

ANNUAL GENERAL MEETING HELD TO APPROVE THE ACCOUNTS FOR THE FINANCIAL YEAR ENDING 31/12/2010

To the shareholders,

In our capacity as Auditors of your company we hereby present you with our report on the regulated agreements and commitments.

It is our task to inform you, on the basis of the information that we have been given, of the characteristics and essential features of the agreements and commitments that have been notified to us or that we discovered at the time of our mission, without having to express an opinion on their usefulness or merits nor to seek the existence of other agreements and commitments. It is your duty, pursuant to article 225-31 of Commercial Law, to assess the advantages of concluding these agreements and commitments with a view to approving them.

Furthermore, it is our responsibility, where applicable, to notify to you the information stipulated in article R. 225-31 of Commercial Law relative to the execution, during the past financial year, of the agreements and commitments already approved by the AGM.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the agreement of the information that we have been given with the basic documents from which it was taken.

AGREEMENTS AND COMMITMENTS SUBJECT TO THE APPROVAL OF THE ANNUAL GENERAL MEETING

Pursuant to article L. 225-40 of Commercial Law, we have been informed of the following agreements and commitments, which have been the subject of the prior authorisation of your Board of Directors.

1. With the SOCIETE CIVILE IMMOBILIERE SOLAIR, real estate company with capital of € 1,524.49 headquartered at BLAGNAC - 31700- Avenue Albert Durand.

- Directors concerned:
 - Jean-Louis ROBARDEY, Director of that company
 - Philippe ROBARDEY,
 - Both partners in that company

- Nature of the agreements:

- Commercial lease concluded with that company concerning the rental of premises located at 7 avenue Albert Durand in Blagnac, relative to a 100 sq.m plot as from 01/01/2011 for the price of € 120 sq.m.
- Commercial lease concluded with that company concerning the rental of premises located at 7 avenue Albert Durand in Blagnac, relative to a 200 sq.m plot as from 01/04/2011 for the price of € 120 sq.m.

- Authorisation:

Board of Directors' meeting held on 14/12/2010

AGREEMENTS AND COMMITMENTS ALREADY APPROVED BY THE ANNUAL GENERAL MEETING**Agreements and commitments approved during previous financial years****a) That have continued to be executed during the past financial year**

Pursuant to article R. 225-30 of Commercial Law, we have been informed that the execution of the following agreements and commitments, already approved by the AGM during previous fiscal years, has continued during the last financial year.

1. With Jean-Louis ROBARDEY, taken in his capacity as a private individual.

- Nature of the agreement:

- Life annuity:

Under the terms of an act under private writing drawn up in TOULOUSE dated 27/12/1985, Jean-Louis ROBARDEY transferred to S.A. "ECLAIR-INTERIM", which became "E.D.T.", and has been taken over by S.A.S. SOGECLAIR AEROSPACE on 31/10/2010:

- a temporary employment agency business, run from 39, Rue de Metz in TOULOUSE against payment of the sum of € 304,998, € 45,734 has been paid, the balance of € 259,204 having been converted into a life annuity of € 18,294 to his benefit for the rest of his life, and transferable after his death to his spouse, Huguette ROBARDEY, for the rest of her life.

This annuity being indexed on the cost of living throughout the time that it is due.

In 1994, subsequent to the moth-balling of "ECLAIR INTERIM" your company has continued to assume responsibility for the commitments contracted by its subsidiary.

A probabilistic revaluation of the commitment given on 1 January € 156,839
The restated sum paid for the fiscal year to Jean-Louis ROBARDEY amounts to € 29,101

2. With the SOCIETE CIVILE IMMOBILIERE SOLAIR, real estate company with capital of € 1,524.49 headquartered at BLAGNAC - 31700-7, Avenue Albert Durand..

- Nature of the agreement:

■ Commercial lease concluded with this company concerning the rental of premises located at 7 avenue Albert Durand in Blagnac, breakin g down as follows:

- a main building used as offices with a surface area of 2,331 sq.m
- a reception building with a surface area of 151 sq.m
- premises with a surface area of 248 sq.m
- premises with a surface area of 1,003 sq.m

Amount covered: € 549,390

- Rent: € 426,375
- Property taxes: € 86,173
- Occupancy expenses: € 31,720
- Insurance: € 5,122

b) That have not been executed during the past financial year

Furthermore, we have been informed that the following commitment, already approved by the AGM at the time of a previous financial year, has been pursued but not executed during the past financial year.

1. With Philippe ROBARDEY, taken in his capacity as a private individual.

- Nature of the agreement:

■ Commitment authorised by the Board of Directors meetings held on 14/03/2008 and 18/12/2008:

The Board of Directors has authorised a commitment made to the benefit of Philippe ROBARDEY, pursuant to the provisions of article L. 225-42-1 of Commercial Law, whereby Philippe ROBARDEY will receive, in the event of termination of his term of office as the company's Chief Executive Officer, except in the case of failure such as defined in the paragraph below or of voluntary departure, an indemnity representing 24 months' remuneration (fixed and proportional calculated on the basis of the last annual period preceding the termination of his term of office).

The payment of this indemnity will be subject to the condition that the group has achieved, in respect of the last five financial years whose consolidated accounts have been ratified by the Board before termination, an average Operating Profit, increased by the contributions to amortisation and provisions, at least equal to € 5 million.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS
Didier GARRIGUES

EXCO FIDUCIAIRE DU SUD-OUEST
Christian DUBOSC

20.4.2. Other information verified

None

20.4.3. Other information not verified

None

20.5. Latest financial information publication dates

The information made public or published during the last 12 months is given below:

Date	Nature of the information and reference of the publications
2010	
02 April 2010	Publication of the voting rights as of 31 March 2010. Available on the www.sogclair.com website
19 April 2010	Publication in the BALO (Bulletin of Obligatory Legal Announcements) of the agenda and convocation to the AGM on 28 May 2010
20 April 2010	Lodging with the AMF of the reference document 2009. Available on the www.amf-France.org and www.sogclair.com websites.
21 April 2010	Notification of the availability of the reference document 2009 and of the preparatory documents for the AGM on 28 May 2010. Available on the www.sogclair.com website
05 May 2010	Publication of the consolidated turnover for the 1st quarter 2010. Available on the www.sogclair.com website
07 May 2010	Publication in the <i>Dépêche du Midi</i> of the convocation to the AGM on 28 May 2010.
11 May 2010	Quarterly financial information made available relative to the 1st quarter 2010. Available on the www.sogclair.com website
11 May 2010	Lodging with the AMF of the quarterly financial information relative to the 1st quarter 2010.
26 May 2010	Publication of the description of the share buy-back programme implemented by the AGM held on 28 May 2010.
02 June 2010	Publication of the voting rights as of 31 May 2010. Available on the www.sogclair.com website
19 June 2010	Publication in the <i>Dépêche du Midi</i> of the number of voting rights at the end of the AGM held on 28 May 2010.
23 June 2010	Publication in the BALO (Bulletin of Obligatory Legal Announcements) of the notification of the approval of the annual and consolidated accounts for the financial year ending 31 December 2009 and of the profit allocation decision.
7 July 2010	Publication of the voting rights as of 30 June 2010. Available on the www.sogclair.com website
8 July 2010	Half-yearly statement on the market making contract with CM-CIC Securities. Available on the www.sogclair.com website
19 July 2010	Lodging with the Commercial Court of Toulouse of the annual accounts for the financial year ending 31/12/2009
19 July 2010	Lodging with the Commercial Court of Toulouse of the consolidated accounts for the financial year ending 31/12/2009
19 July 2010	Publication in the <i>Gazette du Midi</i> of the decision to appoint Mr André Daïdé as substitute Auditor
29 July 2010	Publication of the consolidated turnover for the 2nd quarter 2010. Available on the www.sogclair.com website
10 August 2010	Publication of the voting rights as of 31 July 2010. Available on the www.sogclair.com website
3 September 2010	Publication of the voting rights as of 31 August 2010. Available on the www.sogclair.com website
6 September 2010	Publication of the results for the 1st quarter 2010 and publication of the half-yearly financial report relative to the half-year ending 30 June 2010. Available on the www.sogclair.com website
7 September 2010	Financial notification of publication of the result for the 1st half 2010 – published in <i>Les Echos</i> daily newspaper
17 September 2010	Press release regarding the new organisation put in place as of 17/09/2010. Available on the www.sogclair.com website
5 October 2010	Publication of the voting rights as of 30 September 2010. Available on the www.sogclair.com website
4 November 2010	Publication of the consolidated turnover for the 3rd quarter 2010. Available on the www.sogclair.com website
5 November 2010	Publication of the voting rights as of 31 October 2010. Available on the www.sogclair.com website
15 November 2010	Publication of the quarterly financial information relative to the 3rd quarter 2010. Available on the www.sogclair.com website
26 November 2010	Lodging with the Commercial Court of Toulouse of an extract of the minutes of the Board of Directors' meeting held on 28/10/2010 concerning the modification relative to the directors of the Sogclair company
29 November 2010	Publication in the <i>Gazette du Midi</i> of the notification of the resignation of Bernard ZIEGLER from his Directorship
3 December 2010	Publication of the voting rights as of 30 November 2010. Available on the www.sogclair.com website
3 January 2011	Declaration of the transactions on own shares made between 27/12/2010 and 31/12/2010. Available on the www.sogclair.com website
5 January 2011	Publication of the voting rights as of 31/12/2010. Available on the www.sogclair.com website
5 January 2011	Publication of the half-yearly statement on the market making contract. Available on the www.sogclair.com website
5 January 2011	Press release regarding the sale of a block of 15,000 self-owned shares. Available on the www.sogclair.com website
4 February 2011	Publication of the voting rights as of 31/01/2011. Available on the www.sogclair.com website
10 February 2011	Publication of the consolidated turnover for 2010. Available on the www.sogclair.com website
4 March 2011	Publication of the voting rights as of 28/02/2011. Available on the www.sogclair.com website
16 March 2011	Publication of the results for 2010. Press release available on the www.sogclair.com website
17 March 2011	Slide show presenting the results for 2010 (SFAF meeting). Available on the www.sogclair.com website
18 March 2011	Financial notification of publication of the annual results for 2010 published in <i>Les Echos</i> daily newspaper
06 April 2011	Publication of the voting rights as of 31/03/2011. Available on the www.sogclair.com website

20.6. Interim financial and other information

SOGELAIR meets its obligations with regard to regulated information. The press releases for the first and third quarters and the financial report for the first half are available at www.sogclair.com in the 'investors' section.

20.7. Dividend policy and distribution

20.7.1. Distribution of dividends with respect to the last three financial years

The dividend for 2010 proposed to the AGM is € 0.70 per share, giving a total amount of € 507,500. The dividends distributed for the last three years are given below:

	2010	2009	2008
Total amount	€ 507,500	€ 398,750	€ 398,750
Overall dividend / share	€ 0.70	€ 0.55	€ 0.55
Percentage of the consolidated overall net result	18.49%	23.85%	18.31%

20.7.2. Dividend limitation period

The dividend limitation period is five years from the time it becomes payable. After this period, the dividends that have not been claimed will be paid to the State.

20.7.3. Future dividend policy

The company intends to pursue its dividend distribution policy and adapt it, if necessary, to the market requirements and constraints.

20.8. Legal and arbitration procedures

The risk factors are given in paragraph 1.6 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

20.9. Significant change in the financial and commercial situation

There have not been any significant events since the end of the 2010 financial year of a nature to change significantly the issuer's financial and commercial situation.

21 Additional information

21.1. Share capital

21.1.1. Allotted capital

As of 31 December 2010, the capital of SOGELAIR amounted to € 2,900,000, divided into 725,000 shares with a nominal value of € 4 each.

21.1.2. Other shares

None

21.1.3. Self-owned shares

The information relative to self-owned shares is given in paragraph 4.3 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

21.1.4. Investments in securities

The information relative to investments in securities is given in note 4.8 of the consolidated appendix provided in chapter 20.3.2 of this reference document.

21.1.5. Acquisition conditions

None

21.1.6. Options or agreements

None

21 Additional information

21.1.7. Capital history

Date	Type of operation	Capital increase	Share premium or contribution	Number of shares created	Total number of shares	Capital after operation
01/02/1986	Creation of the Société Anonyme (joint stock company)	F 250,000	0	2,500	2,500	F 250,000
EGM on 01/12/1988	Capitalisation of reserves and creation of 12,500 new shares	F 1,250,000	0	12,500	15,000	F 1,500,000
EGM on 11/12/1989	Investment in kind	F 675,000	F 2,025,000	6,750	21,750	F 2,175,000
EGM on 28/12/1989	Capitalisation of the share premium	F 2,025,000	0	20,250	42,000	F 4,200,000
28/03/1997	Cash contribution made by SOFICLAIR	F 1,200,000	0	12,000	54,000	F 5,400,000
EGM on 30/04/1998	Capital increase by issuing 5,400 new shares	F 540,000	F 5,459,400	5,400	59,400	F 5,940,000
EGM on 30/04/1998	Capital increase by capitalisation of part of the share premium and raising of the share's par value from FRF 100 to 190.	F 5,346,000	-	-	59,400	F 11,286,000
EGM on 30/04/1998	Reduction of the share's par value from FRF 190 to 20 by exchanging 2 old shares valued at FRF 190 for 19 new shares valued at FRF 20					
Board Meeting on 08/09/1998 delegated by EGM on 22/06/1998	Issue in cash of shares proposed to the public	-	-	504,900	564,300	F 11,286,000
		F 2,000,000	F 11,137,296	100,000	664,300	F 13,286,000
Combined General Meeting on 09/04/2001	Capital increase by capitalisation of the issue premium and revaluation differentials and conversion into euros.	F 4,144,089.40	F 807,978 + revaluation differences 3,336,111.40F	-	664,300	F 17,430,089 that is € 2,657,200
Combined General Meeting on 07/06/2004	Capital increase by issue of new shares subsequent to merger by takeover of LPPI	€ 1,641,808	-	410,452	1,074,752	€ 4,299,008
Combined General Meeting on 07/06/2004	Reduction of the capital by cancellation of 349,752 shares	€ 1,399,008	-	349,752	725,000	€ 2,900,000

21.2. Memorandum and articles of association

21.2.1. Corporate object

(Article 3 of the articles of association): The object of the company is directly or indirectly to:

- create a group by acquiring stakes in any companies whose main activity involves technical engineering in the areas of simulation/design, design quality, training multimedia, documentation engineering, configuration management and all related or connected products or services,
- acquire stakes in any companies, acquire any securities and perform all operations related to portfolio management and to exercise all the rights resulting from the ownership of those shares,
- administer, manage, control and develop those shareholdings,
- provide all services, rental of equipment essentially for the benefit of the companies in the group and, in particular, to carry out coordination, direction, management and control functions,
- lastly, the direct or indirect participation of the company in any civil or commercial operations, under any form whatsoever, provided that these operations can be attached directly or indirectly to the management of the assets and cash or the corporate object or any similar connected or complementary objects.

It may carry out any operations that are compatible with this object, that relate to it and contribute to achieving it.

21.2.2. Provisions concerning the administrative, managerial and supervisory bodies

The provisions concerning the administrative, managerial and supervisory bodies are given in the President's report to the AGM in chapter 27 of this reference document.

21.2.3. Rights and privileges relative to the shares

The information regarding the rights and privileges relative to the shares is given in paragraph 18.2 of this reference document

21.2.4. Modifications of the shareholders' rights

The information relative to the modifications of the shareholders' rights is given in paragraph 18.2 of this reference document.

21.2.5. Shareholders' meetings

(Article 15 of the articles of association)

Shareholders' meetings are convened and hold their debates under the conditions provided for by the law and regulations. They are held at company headquarters or at any other place in the same département.

Any shareholder has the right to take part in the general meetings or to have him/herself represented, however many shares he/she owns, provided that those shares have been fully paid up. However, the right to take part in the general meetings is subject to registration of the shares in the name of the shareholder or of the intermediary registered on his/her behalf, on the third working day preceding the meeting at midnight, Paris time, or in the nominative securities account held by the approved intermediary.

Any shareholder who owns shares of a given class may take part in the special shareholders' meetings for that class under the conditions stipulated above.

Shareholders taking part in the meeting by means of video conference or telecommunications systems within the limits and under the conditions stipulated by the legislation and regulations in force are considered to be present for the calculation of the quorum and of the majority.

Voting shall be by a show of hands or by a nominal call. A secret ballot, whose procedures shall be set by the General Meeting, may only be held at the request of members representing, either themselves or in the capacity of representatives, the majority required to vote the resolution concerned.

(Article 18 of the articles of association)

The difference between the revenues and expenses for the fiscal year, after deduction of amortisation and provisions, represents the profit or loss for the fiscal year.

Five percent is taken from the profit, less any earlier losses if applicable, to form the legal reserve. This deduction ceases to be compulsory when the reserve fund reaches a sum equal to one tenth of the company's share capital. It is resumed if, for any reason whatsoever, the legal reserve falls below this amount.

The profit available for distribution is made up of the profit for the fiscal year, less any earlier losses and less the deduction stipulated above, plus any retained earnings. This profit is placed at the disposal of the General Meeting which, upon the recommendation of the Board of Directors, can carry forward all or part of it, allocate it to general or special reserve funds or distribute it to the shareholders as dividends.

Furthermore, the General Meeting may decide to distribute sums taken from the reserves that are at its disposal; in which case, the decision must expressly state the reserve items from which the sums are to be deducted. However, as a priority the dividend must be taken from the distributable profit for the year.

The General Meeting called to approve the annual accounts may, for all or part of the dividend or interim dividend to be distributed, offer each shareholder the option between payment of the dividend or of interim dividends in cash or in shares.

Concerning the liquidation surplus, the net assets after reimbursement of the share par value, are shared out equally between all the shares.

21.2.6. Change of control data

The information relative to changes of control is given in paragraphs 18.2 and 18.3 of this reference document.

21.2.7. Shareholding thresholds

The information relative to shareholding thresholds is given in paragraph 18.1 of this reference document.

21.2.8. Conditions governing modifications to the articles of association

The table summarising the delegations in the area of capital increases is given in appendix 2 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

21.2.9. Identifiable bearer securities in accordance with article L.228-2 of Commercial Law

(Article 9 of the articles of association)

The company is authorised at any moment to ask the organisation responsible for the clearing of securities, for the information provided for by law, relative to the identification of the holders of shares giving, either immediately or in the longer term, voting rights at the shareholders' meeting (from the moment of listing).

The company has not submitted any such request during the financial year 2010 nor to the date of filing of this document.

21.2.10. Share registration

(Article 9 of the articles of association)

At the holders' option, all shares are pure nominal shares or bearer shares. They may only take the form of bearer shares after they have been fully paid up (from the moment of listing).

CM CIC Securities provides the securities and pure registered nominal administration service. You may obtain all information at Company Headquarters.

21.3. Pledging, guarantees and securities

The CIC granted, on 15 May 2006, a loan for € 1,900,000 to the company SOGECLAIR SA. This loan contract stipulates a pledging of 28% of the shares held by SOGECLAIR in the company HIGH END ENGINEERING GmbH (HEE) to guarantee the reimbursement of the 60 monthly loan repayments, amounting to € 34,949.

The Caisse d'Epargne and the Société Générale granted, on 30 January 2006, loans for € 400,000 and € 430,000 respectively to the company SOGECLAIR SA. This loan contract stipulates a pledging of 21% of the shares held by SOGECLAIR in the company OKTAL SA to guarantee the reimbursement of the 84 monthly loan repayments, amounting to € 5,468, and 27 quarterly loan repayments, amounting to € 17,623.

21 Additional information

Type of pledging	Pledging start date	Pledging end date	Amount still due on 31/12/2010	Amount of pledged assets (a)	Total on balance sheet (b)	Corresponding % (a)/(b)
On financial investments						
- 28% of shareholding in Sogclair Aerospace GmbH	25/07/2006	25/06/2011	€ 196,498	€ 2,102,764	€ 11,872,505	17.7%
- 21% of shareholding in Oktal SA	30/01/2006	05/03/2013	€ 292,094	€ 750,848	€ 11,872,505	6.3%

22 Important contrats

To date, SOGECLAIR has not concluded any important contracts outside the normal framework of its business. Examples of works accomplished are given in paragraph 6 of this reference document.

23 Third party information, declarations of experts and declarations of interest

23.1. Expert's declaration

None

23.2. Other declarations

None

24 Documents accessible to the public

24.1. Documents accessible to the public

The articles of association, minutes of the general meetings and other corporate documents can be consulted at Company Headquarters. This reference document is available on-line on the company's website, www.sogclair.fr, and on that of the AMF, www.amf-France.org. Copies of this reference document may be obtained free of charge from the company.

24.2. Information for the shareholders and analysts

Since being listed on the stockmarket, SOGECLAIR has maintained a regular communication programme with a view to keeping all of its shareholders, and the financial community informed.

In 2010, these communication actions have been materialised by a reference document including the annual financial report for the 2009 financial year, financial press releases and notifications, one SFAF information meeting: 18 March 2010 for the annual results for 2009 and other information meetings with analysts, journalists and investors

In order to meet the obligations on the effective and complete distribution of the regulated information, SOGECLAIR transmits the regulated information by electronic means via a professional distributor included on the list published by the AMF. This information is on-line on the www.sogclair.com website, in the 'investors' section.

24.2.1. Information published or made public over the last 12 months

The information published or made public over the last 12 months is given in paragraph 20.5 of this reference document.

24.2.2. Forecast publications timetable for 201

Turnover for 2010	10 February 2011
Annual results for 2010	16 March 2011
Turnover for the first quarter 2011	Week 19
Turnover for the second quarter 2011	Week 32
Results for the first half 2011	Week 36
Turnover for the third quarter 2011	Week 45

This timetable is given as an indication; the dates given may be subject to change.

25 Financial information on the shareholdings

The financial information on the shareholdings is given in paragraph 2.2 of the Board of Directors' report to the AGM in chapter 26 of this reference document.

26 The board of directors' report to the combined general meeting held on 27 may 2011

(Financial year ending on 31 December 2010)

Dear Shareholders,

We have called this General Meeting pursuant to the law and the provisions of our articles of association with a view, in particular, to submitting the accounts (individual and consolidated) for the financial year ending 31 December 2010 to you for your approval.

The invitations to this Meeting have been regularly issued.

The documents stipulated by the regulations in force have been sent to you or have been held at your disposal within the stipulated deadlines.

The purpose of this report is, in particular, to present to you the situation of our company and of our group.

The individual and consolidated accounts for the financial year ending 31 December 2010 have been drawn up according to the same presentation standards and evaluation methods as for the previous financial year.

1. Group situation

The list of subsidiaries integrated in the scope of consolidation is available in paragraph 2 of the consolidated appendix given in chapter 20.3.2 of this reference document.

1.1. Activity statement

Our group's consolidated accounts show sales of € 71,975 k, up by 3.9%. Net profit stands at € 2,745 k compared with € 1,672 k for the previous year. The international activity represents 37% of turnover.

The activity in the second half of 2010 is up by 5.3% with respect to the previous year's H2.

The sales in France stand at € 45.07 million, significantly up by 9.4 %.

The international activity represents 37 % of group activity.

Since the end of Q3, SOGECLAIR's activities are divided between 3 divisions: Aerospace, Vehicle and Simulation. The first effects of this new organisation, mainly concerning the Aerospace division, have already been seen with improved margins already in 2010.

Activity division by division:

(in € million)	2010	2009	Variation
Aerospace	56.78	53.75	5.6 %
Vehicle	2.08*	3.31	(37.2 %)*
Simulation	13.11	12.21	7.4 %
Total	71.97	69.27	3.9 %

* Vehicle Division: turnover down by € 1.45 million, linked to the purchase of equipment resold on contracts

For the year, turnover per division was as follows:

Aerospace (79 % of group l'activity): € 56.78 million, up by 5.6 % driven by France and the United Kingdom.

The Aerospace Division, resulting from the break-up at the end of Q3 2010 of the ex-Engineering & Consulting Unit, brings together under the SOGECLAIR AEROSPACE brand and the associated joint-companies, the engineering and project management activities intended for the aeronautics and space markets. The creation of the SOGECLAIR AEROSPACE brand in 2010 strengthens the visibility of the offer and the competitiveness of the subsidiaries in Germany, Spain, France, the United Kingdom and Tunisia.

Vehicle (3 % of group l'activity): € 2.08 million, down by 37.2 %, impacted by the very strong fall in the purchase of equipment resold on contracts and the postponement of customer decisions. Excluding the impact of the purchases on contracts, the activity progressed by 11.8%. The Vehicle Division, fruit of the break-up of the Engineering & Consulting unit, is in charge of the special light, industrial and military vehicle activity.

Simulation (18 % of group l'activity): € 13.11 million, up by 7.4 %, driven by the automobile and railway simulator contracts won in Asia and France.

The Simulation Division develops and supplies design and training simulators for the automobile, rail and aeronautical sectors, as well as software workshops for simulating synthetic environments in the areas of electro-optics, radio-frequencies and GNSS – Global Navigation Satellite Systems.

1.2 Foreseeable changes – Future perspectives

The trend observed over H2 2010 should continue in 2011 under the effect of the new organisation. SOGECLAIR foresees accelerated growth, mainly backed by the activity of the Aerospace Division, the commercial development of the Vehicle Division, the improved offer from the Simulation Division and international contracts.

The € 89 million order book, that is to say nearly 15 months' turnover, provides a reservoir of revenue and margins, thanks to an R&D investment policy that has been conducted for several years.

1.3 Outstanding events since year-end

The beginning of the year 2011 has been marked by the implementation of the new organisation within the Aerospace division. Furthermore, EADS has launched the process to renew its E2S preferred suppliers for the period 2012-2016.

For the Simulation division, a re-organisation programme has been launched for the Oktal SA subsidiary.

The current legal procedures are continuing and do not lead us to anticipate any risks other than those posted in the accounts for 2010.

1.4 Research & development activities

Like in the past, the very great majority of the contracts that we have executed for our customers in 2010 consisted of development works.

We draw your attention to the fact that we have immobilised on the assets side of the balance sheet (Development expenditure) the development expenses and related financial expenses for a certain number of projects, in compliance with and according to the principles fixed by the applicable accounting standards (IAS 23 and 38, national directives).

The development works that gave rise to new immobilisations in 2010 concern the following projects:

(in € K)	Aerospace	Vehicle	Simulation
Immobilised development works	1.237	none	366

The development works that gave rise to amortisation in 2010 concern all the Simulation division's programmes and the Aerospace division's Airbus A380 floor structure and nose cone programme.

The detailed information is given in paragraph 1.2.2 of the consolidated appendix given in chapter 20.3.2 of this reference document.

Furthermore, non-immobilised Development activities have been carried out in the area of software for simulators and synthetic environments, aircraft environments and electric and military vehicles.

1.5 Analysis of the consolidated accounts

The group's consolidated accounts have been notified to you in IFRS format, and are commented on below.

We request that you approve these accounts.

1.5.1 Consolidated income statement

The consolidated income statement is presented below:

INCOME STATEMENT (in thousands of Euros)	2010	2009	2008
Turnover	71,975	69,264	73,890
Other income from the activity	4,794	4,418	1,850
Cost of goods sold	-20,459	-21,209	-23,712
Personnel charges	-47,846	-45,951	-44,310
Taxes and duties	-1,334	-1,211	-1,183
Amortisation and provisions	-3,264	-3,436	-4,005
Other charges	-298	-177	-210
Current operating profit	3,568	1,699	2,320
Result of the sale of consolidated shareholdings	8		920
Other operating income and charges	-23	276	-301
Operating profit	3,553	1,974	-521
Income from cash flow and cash flow equivalents	90	15	-131
Gross finance costs	-163	-194	-390
Net finance costs	-73	-179	-521
Other financial income and charges	32	-63	1
Profit before tax	3,511	1,732	2,418
Income tax expense	-766	-59	-241
Profit after tax	2,745	1,672	2,178
Total net profit	2,745	1,672	2,178
Group share	2,485	1,502	2,163
Minority interest	260	171	15

(in euros)	2010	2009	2008
Profit per share	3.43	2.07	2.98
Diluted profit per share	3.43	2.07	2.98

Analysis of the income statement shows:

- increase in turnover,
- significant improvement in operating profitability,
- improved financial result,
- increase in the tax charge, and
- improved net income.

1.5.2 Consolidated financial statement

The financial situation is presented below:

ASSETS in thousands of Euros	2010	2009	2008
Goodwill	3,908	3,908	3,908
Intangible assets	4,742	4,769	6,156
Property, plant and equipment	2,755	2,121	2,135
Investments in associates	666	596	829
Other long-term assets	300	100	100
Non-current assets	12,372	11,493	13,128
Inventories	91	80	66
Trade and other receivables	35,357	28,102	27,766
Available-for-sale financial assets	2,976	3,661	2,714
Current tax asset	1,044	879	801
Cash and cash equivalents	3,123	4,253	4,159
Current assets	42,592	36,974	35,506
TOTAL ASSETS	54,964	48,467	48,634

LIABILITIES in thousands of Euros	2010	2009	2008
Share capital	2,900	2,900	2,900
Share premium account	2,630	2,630	2,630
Own shares	-829	-1,095	-933
Other reserves and accumulated results	11,738	9,661	8,324
Equity capital, group share	16,439	14,096	12,921
Minority interest	1,299	910	1,375
Total equity	17,738	15,006	14,296
Provisions for other liabilities and charges	1,282	1,114	1,705
Long-term payables and other financial liabilities	2,344	1,344	1,763
Borrowings	1,693	2,444	3,264
Non-current liabilities	5,319	4,903	6,732
Short-term payables and other financial liabilities	108	162	162
Borrowings	1,937	1,886	1,873
Obligations under finance leases	1,062	13	21
Other non-current debts			
Short-term provisions	103		
Trade and other payables	9,245	9,724	8,253
Tax and social liabilities	15,176	13,482	14,289
Deferred tax liabilities	1	3	4
Other liabilities	4,275	3,288	3,003
Current liabilities	31,907	28,558	27,605
TOTAL LIABILITIES	54,964	48,467	48,634

Analysis of the financial statement shows:

On the asset side:

- stable goodwill,
- relatively stable intangible immobilisations under the combined effect of new assetisations and amortisations, particularly in the Aerospace division (assetisation of the development programme of composite parts for the A350 and amortisations on the A380 nose cone floor structure programme),
- tangible immobilisations up further to the investments made during the year,
- other non-current assets up, corresponding to the non-called up capital of the AVIACOMP SAS subsidiary,
- inventory up slightly,
- trade accounts up significantly under the effect of increased work in process and late customer payments,
- other current assets down due to the reduced fiscal debts.

On the liability side:

- equity capital up significantly given the results for 2010, the effects of the sale of a block of self-owned shares, the capital increase in the subsidiary AVIACOMP SAS, and after a distribution of dividends to the

shareholders of SOGECLAIR SA and to the minority holding in the subsidiaries of € 535 k,

- increase in provisions for risks and charges,
- qualified pre-payments up, given the new development programmes that have to be financed,
- financial debts up, under the combined effect of the increase in short-term credit and of the reduction in medium-term debt,
- supplier debts down, impacted by the reduction in purchases and more particularly in subcontracting,
- tax and social debts up, under the effect of the 4.6% increase in the workforce and of the offsetting of the payment of salaries to the first days of the next month in Germany, and of the increase of corporation tax.
- other current liabilities up, due to the increase in unearned income.

1.5.3 Consolidated income statement per division

The consolidated income statement per division shows the following after elimination of the intra-group operations and of the holding's operating expenses:

INCOME STATEMENT (in thousands of Euros)	AEROSPACE		VEHICLE		SIMULATION		HOLDING	
	2010	2009	2010	2009	2010	2009	2010	2009
Turnover	56,791	53,740	2,077	3,306	13,120	12,207	-13	12
Other income from the activity	2,244	2,026	59	88	2,339	2,273	153	31
Cost of goods sold	-13,395	-13,720	-779	-2,065	-4,821	-3,861	-1,464	-1,563
Personnel charges	-36,966	-35,325	-829	-786	-8,276	-8,281	-1,775	-1,560
Taxes and duties	-834	-720	-41	-28	-293	-297	-167	-166
Amortisation and provisions	-2,410	-2,637	-57	-45	-731	-670	-66	-84
Other charges	-233	-109	-1		-4	-4	-60	-64
Intra-Group operations	-3,409	-3,296	-114	-193	-344	-197	3,867	3,686
Current operating profit	1,788	-41	316	277	989	1,170	475	292
Result of the sale of consolidated shareholdings					8			
Other operating income and charges	-9	231	3		-8	45	-9	
Operating profit	1,779	190	318	277	990	1,215	466	292

1.6 Risk factors

The company has reviewed the risks that could have a significant unfavourable effect on its activity, financial situation or results, and considers that there are no significant risks other than those presented below, except in cases of Force Majeure.

Execution risks

SOGECLAIR intervenes with its customers according to three different types of contract:

- Technological assistance projects account for 20% of the activity: this concerns virtually all of the contracts with an obligation regarding the means. They have a length situated within a time bracket of 3 months to 1 year.
- Work packages account for 57% of the activity: this concerns contracts with an obligation to achieve a given result. They have a term of between 1 month and 5 years.
- Products and systems account for 23% of the activity: this concerns contracts:

- comprising an offer associated with that of SOGECLAIR (for example manufacturing on a partner's site). These are long-term contracts with obligations to achieve a given result for periods that may be as long as 15 years,
- development and supply of equipment under the responsibility of SOGECLAIR as the only source. Their length depends on the type of equipment.

The technological assistance contracts do not comprise any great execution risk, as SOGECLAIR only has an obligation regarding the means.

The work package contracts inherently include execution risks whose root causes are, in chronological order:

- a) initial underestimate in the offer,
- b) unclear technical specifications and very extensive contractual clauses,
- c) requests for additional works during the development phase without any prior formal commercial agreement,

- d) particular technical difficulties,
- e) final acceptance conditions subject to interpretation.

The control of these risks, especially those of origin b) and c) require a very particular type of organisation, both in commercial and programme management terms, that represents the difficulty of this type of contract but, in return, creates a great barrier to entry with respect to the traditional players in the area of outsourced R&D. Regarding the supply of equipment, the risks are reduced due to the control over the definition of the product to be made; however there is the added risk of works inherent to the warranty period.

Dependence risks

Customers

In 2010 all sectors taken into account, the company counted 193 active customers, that is to say customers who were invoiced during the financial year distributed over every sector of activity. This represents a sufficient degree of diversity, both in terms of customer base and of the number of contracts, to ensure we do not suffer from any unhealthy dependence.

Reciprocally, the quality and loyalty of the group's customers limit the risk of volatility and solvability with respect to debts, and the size and quality of these customers represents a source of markets to be developed for SOGECLAIR.

In terms of figures:

- the first 50 account for 95% of consolidated sales; amongst which, 7 were new customers in 2010,
- the first 20 account for 87% of consolidated sales; amongst which 85% were already customers in 2009,
- the first 10 account for 76% of consolidated sales like in 2009; amongst which 80 were already customers in 2009,
- the first 5 account for 62% of consolidated sales, compared with 66% in 2009,
- the group's No. 1 customer, AIRBUS France, represents 33% of consolidated sales, compared with 34% in 2009. The European company Airbus represents 54% of consolidated sales, down by 1% a year since 2007, with around one hundred distinct contracts spread between the five entities it is made up of: France, Deutschland, España, UK and Central Entity.

Partners

The longstanding partnerships with MASA, MECAHERS and MECHTRONIX continued satisfactorily and do not lead us to anticipate any significant risk with respect to the group's business.

The Simulation Division unit has strengthened its international network of existing partners and integrators. Its historical partnerships continued satisfactorily and do not lead us to anticipate any significant risk with respect to the group's business.

Suppliers and subcontractors

Independence from our suppliers and subcontractors is ensured by the application of the following guidelines:

- retaining control over the customer relationship and project management (specification, preliminary design and validation, production of the critical elements, quality), making it possible to keep the essential distinguishing factors,
- selection of companies that have neither the capacity or the possibility to handle SOGECLAIR's contracts directly,
- sufficient number so as not to suffer from any dominant position and to make it possible to spread the industrial and financial risk,
- small number to make it possible to weigh sufficiently on the commercial and technical conditions.

The group as a whole works with several tens of suppliers and subcontractors who provide it with their support in the areas of mechanics, electronics and simulation.

Commercial risks

Customer programmes

At the end of 2001, SOGECLAIR signed a "risk-sharing" contract in the framework of the A380 programme. At the end of 2009, SOGECLAIR signed a second "risk-sharing" contract relative to the A350 programme. To date, these are the only contracts involving financing by SOGECLAIR and a commercial risk for it shared with its customer.

The contract relative to the A380 concerns the design and manufacture of floor structures for the aircraft nose section, in co-development with the ADM company and the parties have agreed to spread the reimbursement of the expenses over the first 300 aircraft produced.

At the end of December 2010, the order book for the A380 announced by Airbus amounted to 240 firm orders and had suffered from the announcement of the delays in the programme and the cancellation of the orders for the Freighter version in 2006. But this does not in our view put into question the commercial viability of the programme for which Airbus has set itself a target of 800 deliveries and remembering that more than 1,500 Boeing B747s have been ordered.

Our total deliveries at the end of 2010 stood at 78 (including 17 for the year), but our assumptions for the upcoming financial years have been revised to take into account the very significant effect on 2010 and 2011 of the delays which have weighed for about € 1,200k in 2009, € 1,500 k in 2010, and should impact our 2011 accounts for around € 1,200k.

This programme has been the subject of an immobilisation of the development expenses engaged through to the end of 2006 and are being straight-line amortised over eight years as from the beginning of 2005.

The contract relative to the A350 concerns the design and production of composite parts for the aircraft via the AVIACOMP subsidiary created in 2008 with the MECAHERS group. The reimbursement of the expenses will be spread over the first 600 aircraft produced.

Detailed information is given in paragraph 1.2.2 of the consolidated appendix provided in chapter 20.3.2 of this reference document.

Moreover, the risks of losses on completion have been identified and have been provisioned for a total of € 309 k.

Proprietary sales

Concerning the development of equipment for static flight simulators (Trainers), the activity is stable. The offer with respect to THALES has been broadened thanks to the referencing won in 2009.

Concerning the partnership with MECHTRONIX, the exit from the economic crisis is favourable and a pick-up in sales is expected.

The development of simulation motors – ScanER for automobile, ScanSIM for aeronautics and OKSimRail for rail – is confirming their potential. The company continues to invest and innovate in its portfolio of motors acknowledged on the market by delivering new, continuously improved versions. Thus, in the automobile sector, the SCANER STUDIO, SCANER DT variants and the Intermod platform have just been added to the existing family.

The SE-Workbench product (simulation of electro-optical and radiofrequency sensors) is consolidating its position in Europe and Asia. The established Customers have taken out upgrade maintenance contracts and new Customers have been found. A new type of sensor will enrich the SE-Workbench offer in the area of satellite geo-localisation in 2011.

Market risks

To allow it to monitor the interest and exchange rate and liquidity risks, SOGECLAIR's Management is organised with:

- cashflow follow-up,
- monitoring of medium/long-term debt,
- frequent exchanges with the financial partners to discuss rate
- changes in the short or medium term,
- participation in various forums, discussion groups, presentations.

Share risk

As SOGECLAIR has not made any guarantees linked directly or indirectly to the share price trends, its share risk is limited to the impact of a change of the share price on its self-owned shares.

In respect of its share in the market-making contract, SOGECLAIR owned 981 of its own shares on 31 December 2010.

SOGECLAIR has also sold, off-market, at the end of 2010 a block of 15,000 shares out of the 43,097 shares resulting from the merger/takeover of the LPPI company (see table below).

At the present time, SOGECLAIR also owns 45,155 shares as detailed below:

Reasons / Events outside the market making contract	Number of shares concerned
Merger/takeover of the LPPI company	28,097
Share buy-back programme between December 2008 and February 2009	4,798
Share buy-back programme between March and June 2009	4,382
Share buy-back programme between December 2009 and January 2010	6,897
Total	44,174

The variation in the price of these shares does not have any impact on the group's consolidated accounts because they have been cancelled in the equity capital, in accordance with the accounting rules.

The variation in the price of these shares has had an impact on the SOGECLAIR SA corporate accounts as they have fallen below their contribution value.

Consequently, further to the rise in the share price since the beginning of the year 2010, the provision made on the corporate accounts for 2008 and 2009 have been written back in their entirety for € 348,066 without any impact on the consolidated accounts.

Financial risks

Interest rates

Our variable rate exposure at the end of December 2010 was limited to current short-term loans and to the medium-term variable rate "bell-shape" loan that we had put in place at the beginning of 2002 to finance the A380 floor contract.

At the end of November 2005 we made the decision to cover that loan by means of a fixed-rate swap. The coverage ended at the end of 2009 and given the interest rate trends it was not considered necessary to cover the balance of the loan for which € 800 k should be reimbursed in 2011 and € 200 k in 2012.

Additional information is given in paragraph 1.2.3 of the consolidated appendix given in chapter 20.3.2 of this reference document.

Given the structure of the financial debt, we do not think it is necessary to present an analysis of our sensitivity to interest rate risks.

Exchange rates

During the 2010 financial year, the group's exposure to this risk was limited and its impact, which represents € 56 k compared with € 9 k in 2009, mainly concerns sales in USD.

The contract for the design of the A350 centre section that we won in 2008 includes partial payment in USD, which does not at the current time require any particular coverage.

We must inform you, however, that certain contracts won include clauses with payment in USD, which is leading us to put in place a policy of subcontracting in dollars.

Given the slight exposure to exchange rate risks, no coverage instruments have been put in place to date.

The positive variation of the conversion differential observed in consolidation stands at nearly € 8 k in 2010, compared with nearly € 10 k in 2009.

Liquidity / Cashflow

The 2010 financial year did not see any liquidity risk; and the utilisation of our bank lending facilities remains far lower than the maximum credit authorised by our banking partners.

The company has reviewed its liquidity risk and it considers it is in a position to face up to its future commitments.

The careful management of the company has made it possible to control the progression of net debt at € 1.57 million excluding qualified pre-payments.

The sources of financing used by the company are spread between several financial establishments and are not the subject of any covenants.

Legal risks

SOGECLAIR is not subject to any particular regulations and the exercising of its activity is not subject to any legal, regulatory or administrative authorisation.

The general and aeronautical product-related professional civil liability risks are covered by international insurance programmes.

To the knowledge of SOGECLAIR, there are no governmental, legal or arbitration procedures, including any procedure that the company is aware of, that is in abeyance or that it is threatened with, that would be liable to have or have had during the last 12 months any significant impact on the financial situation or profitability of the company and group, over and above the amounts provisioned.

However, in the event of disputes arising, they are subject to analysis as soon as the fact has been ascertained. The priority is to reach a quick and amicable solution. In the event of litigation and after having failed to reach an amicable settlement, a provision may be made according to the technical and contractual analysis and, if applicable, to the legal analysis. These elements make up the basis for creating the provision.

It is stated that the amount provisioned for current disputes stands at € 439 k.

Operational risks

Refer to the President's report to the AGM.

Industrial and environmental risks

In 2010, the industrial and environmental risks concern the Vehicle

Division, its equipment has been declared and is conform to the Afnor 35009 and 35010 standards and regulation 97/23/CE. Furthermore, the equipment is subject to waste recycling and elimination contracts.

Insurance policies

The main risks of the companies in the group are covered by insurance policies such as described below:

- the risks linked to equipment and trading loss (industrial comprehensive, machinery breakdown),
- the risks linked to their activities (general civil liability and aeronautical products).

The civil liability policies, covering all types of damage, cover the maximum contractual risk stipulated in our commercial contracts. The overall amount of the premiums in 2010 totalled € 348 k compared with € 349 k in 2009.

1.7 Off-balance sheet commitments

The presentation, made according to the accounting standards in force, does not omit any significant off-balance sheet commitment.

Detailed information is given in paragraph 4.23 of the consolidated appendix in chapter 20.3.2 of this reference document.

2. Situation of the Companies in the Group

2.1 Activities and results of SOGECLAIR SA

Progress made

The financial year was marked by:

- a significant improvement in operating profitability,
- a sound financial structure,
- the putting in place of the new organisation in Divisions and the granting of the name SOGECLAIR Aerospace (see table below) to the engineering subsidiaries in the Aerospace Division in France, Germany, Spain, United Kingdom, Tunisia.

Former name	New name
CLAIRIS TECHNOLOGIES SA	SOGECLAIR AEROSPACE SAS
EDT SA	
HIGH END ENGINEERING GmbH	SOGECLAIR AEROSPACE GmbH
SOGECLASA INGENIERIA	SOGECLAIR AEROSPACE SA
CLAIRIS TECHNOLOGIES Limited	SOGECLAIR AEROSPACE Limited
CLAIRIS TECHNOLOGIES MEDITERRANEE	SOGECLAIR AEROSPACE SARL

During the year ending 31 December 2010 SOGECLAIR SA achieved:

- turnover of € 3,910 k (compared with € 3,755 k for the previous year),
- net profit of € 1,291 k (compared with € 747 k for the previous year).

We request that you approve these individual accounts.

In compliance with article R.225-102 of Commercial Law, a table is appended to this report showing the company's financial results for the last five years.

Forecast trends

The 2011 financial year will be marked by the pursued management and support activities for the benefit of all the subsidiaries.

Important events since year-end

None

Research & Development activities

The Research & Development related activities concerning SOGECLAIR's subsidiaries are detailed in paragraph 1.4 of this report.

Role of the parent company

In this context, SOGECLAIR SA has exercised all of its missions to steer and coordinate the group's activities.

In parallel, SOGECLAIR SA has continued to meet the requirements of AVIACOMP SAS, SOGECLAIR AEROSPACE SAS, OKTAL SA, OKTAL SYNTHETIC ENVIRONMENT SAS and SERA INGENIERIE SAS in the areas of administration, management, pay, accounting and legal secretariat.

Information on the terms of payment

The table below summarises the information required in succinct form for the suppliers:

(in euros K)			Non-due debts				Due debts	
	Less than 30 days		30 to 60 days		More than 60 days			
	On 31/12/2009	On 31/12/2010	On 31/12/2009	On 31/12/2010	On 31/12/2009	On 31/12/2010	On 31/12/2009	On 31/12/2010
Total supplier debts	5	7	24	67	151	176 ⁽¹⁾	77	111 ⁽¹⁾

(1) settled in January 2011

On 31 December 2009, the balance owed by customers amounted to € 277.080 compared with € 382,136 the previous year.

Acquisition of shareholdings and takeovers

During the financial year ending 31 December 2010, SOGECLAIR SA carried out the following operations:

- subscription to the increase in capital of SOGECLAIR AEROSPACE SA (ex SOGEMASA INGENIERIA SA) in Spain; the shareholding in this subsidiary has thus been raised from 74.5% to 86,34%,
- buy-back of shares held by minority associates of SOGECLAIR AEROSPACE SAS (ex CLAIRIS TECHNOLOGIES SA); the shareholding in this subsidiary has thus been raised from 99,91% to 100%,
- sale of holding in EDT SA followed by a Universal Transfer of Assets from the latter to SOGECLAIR AEROSPACE SAS.

Detailed information is given in paragraph 2 of the consolidated appendix provided in chapter 20.3.2 of this reference document.

Sanctions for anti-competitive practices

None

Social and environmental consequences of the activity

This information is presented in appendix 1 to this report.

Financial information on the shareholdings

You are reminded that during the year 2010, SOGECLAIR deployed a new organisation within the group with the consequence that a common name has been adopted by certain engineering subsidiaries.

2.2 Activities and results of the subsidiaries

Activities and results of the Aerospace Division

French subsidiaries

AVIACOMP SAS

Set up in mid-2008, this subsidiary won a major contract in Q4 2009 for the design, manufacture and assembly of composite parts for the Airbus A350 programme. Over time, this will generate several tens of millions of Euros of revenue, starting from 2013. During the financial year the company has engaged operating expenses relative to its startup and has immobilised development expenses.

Since the end of 2009, the company has been immobilising its development expenses in the framework of risk-sharing programmes. These development expenses are described in paragraph 1.2.2 of the consolidated appendix provided in chapter 20.3.2 of this reference document.

The company was recapitalised in 2010. The main key indicators, such as they appear in the individual financial statements, are presented below:

SOGECLAIR holding on 31/12/2010	2010 (€k)	2009 (€k)	Change
55.00 %			
Sales	261	30	x 8,7
Operating result	-125	-206	+39%
Net result	-110	-205	+ 46%
Equity capital	483	-7	NS
Net debt	551	-65	NS
Avg. workforce (Full-Time Equivalence)	8	3	x 2,7

SOGECLAIR AEROSPACE SAS

In the past, the company immobilised its development expenses in the framework of risk-sharing programmes. These development expenses are described in paragraph 1.2.2 of the consolidated appendix provided in chapter 20.3.2 of this reference document.

The year 2010 was marked by a return to growth and strong improvement in profitability. The Research Tax Credit is now posted as other operating income and no longer as a tax reduction. During the year, the sister company EDT was acquired and integrated by a Universal Transfer of Assets. A merger penalty of € 370 k is now posted to the net result. You will also note the continued debt reduction of nearly € 1.5 million. The main key indicators, such as they appear in the individual financial statements, are presented below:

SOGECLAIR holding on 31/12/2010	2010 (€k)	2009 (€k)	Change
100.00 %			
Sales	33,393	28,295	+18%
Operating result	1,842	-177	NS
Net result	1,349	366	x 3,7
Equity capital	3,861	2,513	+53%
Net debt	1,099	2,527	-57%
Avg. workforce (Full-Time Equivalence)	439	343	+28%

Remark: the company has integrated its sister company EDT by means of a Universal Transfer of Assets on 31 October 2010. The company is merged. Consequently, the indicators regarding the result for 2010 include 2 months' activity of the merged company and the average workforce for 2010 includes the latter's workforce.

S2E CONSULTING SAS

The activity for 2010 is down, but profitability improved thanks to the change of structure. Its main indicators, such as shown in the individual accounts, are presented below:

SOGECLAIR holding on 31/12/2010	2010 (€k)	2009 (€k)	Change
46.98 %			
Sales	668	834	-20%
Operating result	40	-30	NS
Net result	27	-33	NS
Equity capital	181	153	+18%
Net debt	-39	-20	x 2
Avg. workforce (Full-Time Equivalence)	8	9	-11%

Foreign subsidiaries

SOGECLAIR AEROSPACE LIMITED

Created in mid-2005, the company is pursuing its development. Its activity is growing and profitability is progressing. Its key indicators, such as they appear in the corporate financial statements, restated to the French standards, are presented below in the local currency:

SOGECLAIR holding on 31/12/2010	2010 (£k) ⁽¹⁾	2009 (£k) ⁽²⁾	Change
100.00 %			
Sales	1,795	1,318	+36%
Operating result	247	163	+52%
Net result	229	171	+34%
Equity capital	359	129	x 2,8
Net debt	-26	122	NS
Avg. workforce (Full-Time Equivalence)	31	23	+35%

(1) Conversion rate used for establishing the consolidated accounts: closing rate 0.8607, average rate 0.8582

(2) Conversion rate used for establishing the consolidated accounts: closing rate 0.8881, average rate 0.8910

SOGECLAIR AEROSPACE SARL

The company, created in April 2009, is pursuing its launch. Its key indicators, such as they appear in the corporate financial statements, restated to the French standards, are presented below in the local currency:

SOGECLAIR holding on 31/12/2010 100.00 %	2010 (TNDk)	2009 (TNDk)	Change
Sales	564	172	x 3,2
Operating result	-30	-51	+41%
Net result	-44	-55	+20%
Equity capital	1	-45	NS
Net debt	149	157	-5%
Avg. workforce (Full-Time Equivalence)	12	5	x 2,4

(1) Conversion rate used for establishing the consolidated accounts: closing rate 1.9221, average rate 1.8974

(2) Conversion rate used for establishing the consolidated accounts: closing rate 1.8985, average rate 1.8805

SOGECLAIR AEROSPACE GmbH

The company's activity fell back during the year, with a significant improvement in profitability. The adaptation plan put in place made it possible to restore the company to equilibrium in 2010.

Its key indicators, such as they appear in the corporate financial statements, are presented below:

SOGECLAIR holding on 31/12/2010 99.04 %	2010 (€k)	2009 (€k)	Change
Sales	17,275	18,291	-6%
Operating result	-20	-441	-95%
Net result	23	-476	NS
Equity capital	2,354	2,331	NS
Net debt	462	289	+60%
Avg. workforce (Full-Time Equivalence)	198	202	-2%

SOGECLAIR AEROSPACE SA

The activity showed growth during the year and there was a pick-up in profitability. The adaptation plan put in place made it possible to restore the company to equilibrium in 2010.

Its key indicators, such as they appear in the corporate financial statements, are presented below:

SOGECLAIR holding on 31/12/2010 86.34 %	2010 (€k)	2009 (€k)	Change
Sales	2,418	2,055	+18%
Operating result	169	-126	NS
Net result	118	-108	NS
Equity capital	556	178	x 3
Net debt	225	328	-30%
Avg. workforce (Full-Time Equivalence)	30	29	+3%

Activities and results of the Vehicle Division

SERA INGENIERIE SAS

The activity was down for the year. Under the effect of the reduction in purchases resold on contracts, profitability progressed. Its main indicators, such as shown in the individual accounts, are presented below:

SOGECLAIR holding on 31/12/2010 80.00 %	2010 (€k)	2009 (€k)	Change
Sales	2,319	3,587	-35%
Operating result	308	266	+16%
Net result	218	222	-2%
Equity capital	833	615	+35%
Net debt	-266	-1,442	-82%
Avg. workforce (Full-Time Equivalence)	12	13	+8%

Activity and results of the Simulation Division

OKTAL SA

The company's activity was up and profitability picked up but was affected by additional costs on certain contracts. The Research Tax Credit is now posted as other operating income and no longer as a tax reduction. You will also note a deterioration in the net debt amounting to nearly € 2 million. Its main indicators, such as shown in the individual accounts, are presented below:

SOGECLAIR holding on 31/12/2010 97.94 %	2010 (€k)	2009 (€k)	Change
Sales	10,980	9,830	+12%
Operating result	213	-239	NS
Net result	513	696	-26%
Equity capital	3,108	2,931	+6%
Net debt	1,075	-907	NS
Avg. workforce (Full-Time Equivalence)	99	101	-2%

OKTAL SYNTHETIC ENVIRONMENT SAS

The company's activity was down slightly, whereas profitability progressed. The Research Tax Credit is now posted as other operating income and no longer as a tax reduction. Its main indicators, such as shown in the individual accounts, are presented below:

SOGECLAIR holding on 31/12/2010 63.23 %	2010 (€k)	2009 (€k)	Change
Sales	2,550	2,639	-3%
Operating result	750	602	+25%
Net result	600	605	-1%
Equity capital	2,531	2,421	+5%
Net debt	-1,813	-1,969	-8%
Avg. workforce (Full-Time Equivalence)	26	26	N/A

3. Appropriation of the result

3.1 Proposed appropriation of the result

The appropriation of our company's results that we are proposing conforms to law and our articles of association.

We propose to assign the profit for the financial year, which amounts to € 1,291,398.80, plus a balance carried forward totalling € 4,584,710.02 as follows:

Origine

- Balance carried forward: € 4,584,710.02
- Profit for the financial year: € 1,291,398.80

Appropriation

- Balance carried forward € 5,368,608.82
(thus raised from € 4,584,710.02 to € 5,368,608.82)
- To the shareholders, as dividend
Giving a dividend of € 0.70 per share € 507,500.00

The gross dividend payable to each share is therefore set at € 0.70. The distribution is eligible, for physical people fiscally domiciled in France, for the 40% rebate provided for in article 158-3 2° of General Tax Law.

Coupon detachment will take place on 9 June 2011. This dividend will be payable as from 14 June 2011.

In the case where, at the time of coupon detachment, the company holds certain of its own shares, the sums corresponding to the unpaid dividends relative to those shares shall be carried forward.

3.2 Prior distributions of dividends

Pursuant to the provisions of article 243 bis of General Tax Law, we remind you that for the last three financial years the dividends and other revenue* paid out per share were as follows:

For the financial year	Revenue eligible for the rebate		revenue not eligible for rebate
	Dividends	Other revenues distributed	
2007	€ 398,750 that is € 0.55 per share	None	None
2008	€ 398,750 that is € 0.55 per share	None	None
2009	€ 398,750 that is € 0.55 per share	None	None

* including the sums corresponding to the dividends not distributed relative to self-owned shares

3.3 Non tax-deductible charges

We note that the non-tax deductible expenses and charges mentioned by articles 39-4 of General Tax Law engaged during the past financial year amounted to € 2,730.

We request that you approve them, along with the corresponding tax.

4. Company capital

4.1 Composition of the company capital

We remind you below of the identity of the people who, on 31 December 2010, held more than 5%, 10%, 15%, 20%, 25%, 30%, 33.33 %, 50%, 66.66 % or 95% of the company's capital or voting rights at the General Meeting:

Shareholders	in capital	in voting rights
With more than 5%	Miss Anne ROBARDEY Mrs Huguette ROBARDEY Mr Jean-Louis ROBARDEY Mr Philippe ROBARDEY	Miss Anne ROBARDEY Mrs Huguette ROBARDEY Mr Jean-Louis ROBARDEY Mr Philippe ROBARDEY
With more than 10%	Mr Philippe ROBARDEY	Mrs Huguette ROBARDEY Mr Jean-Louis ROBARDEY Mr Philippe ROBARDEY
With more than 15%	Mr Philippe ROBARDEY	Mr Philippe ROBARDEY
With more than 20%	Mr Philippe ROBARDEY	Mr Philippe ROBARDEY
With more than 25%	Mr Philippe ROBARDEY	Mr Philippe ROBARDEY
With more than 30%	Mr Philippe ROBARDEY	Mr Philippe ROBARDEY
With more than one third	Mr Philippe ROBARDEY	Mr Philippe ROBARDEY
With more than 50%	None	None
With more than 2/3	None	None
With more than 90%	None	None
With more than 95%	None	None

No changes were made to this list during the 2010 financial year.

4.2 Employee shareholding

At year-end there was no employee holding in the company's equity capital as defined in article 225-102 of Commercial Law.

4.3 Own shares holding

Operations carried out in the framework of the buy-back programme

In the framework of a share buyback programme, the Company proceeded between the beginning and end of the financial year, with the following own share purchasing and selling operations:

Market-making contract

- Number of shares purchased: 21,238
Average purchase price: € 16.92
- Number of shares sold: 26,263
Average sale price: € 17.08
- Total amount of the negotiation fees: € 19,000

Outside the market-making contract

- Number of shares purchased: 2,772
Average purchase price: € 13.99
- Number of shares sold: 15,000
Average sale price: € 21.09
- Total amount of the negotiation fees: € 1,977

Reasons for the acquisitions	%
Market making	88.46%
Employee shareholding	/
Securities giving the right to the allocation of shares	/
External growth operations	11.54%
Cancellation	/

No operations on shares other than those listed above were accomplished during the financial year.

Year-end situation

The own-shares situation was therefore as follows at year-end:

Year-end situation	Outside of market making contract	Market making contract	Total
Number of shares held	44,174	981	45,155
Book value	€ 828,139	€ 20,797	€ 848,936
Nominal value			€ 180,620

At year-end, the number of shares registered in the company's name represented 6.23 % of capital.

The company did not proceed with any reallocation of shares to any other purpose during the financial year.

4.4 Share buyback programme

We propose that you should grant the Board of Directors for a period of eighteen months the powers required, pursuant to articles L. 225-209 et seq. of Commercial Law, to buy back in one or more transactions at times that it shall decide, shares in the company within the limit of 10 % of the number of shares making up the company's equity capital adjusted, where applicable, to take into account any increases or reductions of capital that may be made during the term of the programme.

This authorisation puts an end to the authorisation given to the Board of Directors by the Ordinary General Meeting held on 28 May 2010 in its eighth ordinary resolution.

The acquisitions may be made with a view to:

- ensuring market making or the liquidity of the Sogecclair shares through the intermediary of an investment service provider by means of a liquidity contract that is conform to an AMAFI code of ethics recognised by the AMF,
- keeping the purchased shares and putting them at a later time up for exchange or in payment in the framework of growth through acquisition operations, it being stated that the shares purchased for this purpose may not exceed 5 % of the company's capital,
- ensuring the coverage of share option purchase plans and other forms of share allocation to the group's employees and/or directors under the conditions and according to the procedures stipulated by law, in particular in respect of participation in the company's results, of the company savings plan or the free allocation of shares,
- ensuring the coverage of the securities giving the right to the allocation of the company's shares in the framework of the regulations in force,
- proceeding with the possible cancellation of the shares purchased, subject to the authorisation granted by the General Meeting of the shareholders on 28 May 2010 in its sixth, extraordinary, resolution.

These purchases of shares may be carried out by any means, including by the purchase of blocks of shares, and at any time that may be decided upon by the Board of Directors.

These operations may in particular be carried out at the time of public offerings in accordance with regulations in force.

The company reserves the right to use option-based mechanisms or derivative instruments in the framework of the applicable regulations.

We propose that the maximum purchase price should be set at € 46 per share. In the event of transactions on the capital, in particular of a split or reverse split of stock or of a free allocation of shares, the amounts indicated above shall be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares making up the capital before the operation and the number of shares after the operation).

The maximum amount of the transaction is therefore set at € 3,335,000.

As a consequence of the cancellation goal, we request that you authorise the Board of Directors, for a period of 24 months, to cancel, on its sole decision, in one or more times within the limit of 10 % of the capital, calculated on the date the decision to cancel was made, minus any shares cancelled during the preceding 24 months, the shares that the company holds or may hold further to buybacks made in the framework of its buyback programme and to reduce the equity capital by as much, in compliance with the legal and regulatory provisions in force.

The Board of Directors shall therefore have all powers to do the necessary in this matter.

5. Administration and control of the company

5.1 Composition of the Board of Directors

Name	Date of appointment	Date of end of term of office	Function Remarks (family ties)
Mr Philippe Robardey	AGM on 25 May 2007 (renewal)	AG voting on the accounts for 2012	President a CEO Director Son of Mr Jean-Louis Robardey
Mr Jean-Louis Robardey	AGM on 28 May 2009 (renewal)	AG voting on the accounts for 2014	Director Father of Mr Philippe Robardey
Mr Michel Grindes	AGM on 14 May 2008 (renewal)	AG voting on the accounts for 2013	Director
Mr Bernard Ziegler	AGM on 14 May 2008 (renewal)	Resigned on 28 October 2010	Director
Mr Jacques Riba	AGM on 10 June 2005 (renewal)	AG voting on the accounts for 2010	Director
Mr Gérard Blanc	AGM on 25 May 2007	AG voting on the accounts for 2012	Director
Mr Alain Ribet	AGM on 25 May 2007 (renewal)	AG voting on the accounts for 2012	Director
Mr Alberto Fernandez	AGM on 17 May 2006	AG voting on the accounts for 2011	Director
Mr Henri-Paul Brochet	AGM on 28 May 2009	AG voting on the accounts for 2014	Director

Mr Jacques Riba's position as director arrives at its term at the end of the AGM voting on the accounts for 2010. It will be proposed to appoint Mr Jacques Riba to the position of Censor at the Board of Directors' meeting that will be held at the end of this AGM.

5.2 Mandates and functions exercised by the directors in all companies other than the issuer over the last five years

Mr Philippe ROBARDEY, President & CEO, Director

Appointment end date	Mandates and functions	Name of the company
31 october 2010	Director	- Edt SA (TUP to Sogclair Aerospace SAS)
	Director	- Sogclair Aerospace SA
15 september 2010	Director	- Clairis Technologies SA (now Sogclair Aerospace SAS)
	Member of the Board of Directors	- Sogclair Aerospace SAS
	Member of the Board of Directors	- Aviacomp SAS
	Managing Director (Co)	- Sogclair Aerospace SARL
12 september 2008	Managing Director	- Tharsys SAS
	President	- Sogclair Aerospace LTD
	President	- Sera Ingénierie SAS
	Permanent representative of SOGECLAIR on the Board of Directors	- Oktal SA
	Director	- IRDI

Mr Jean-Louis ROBARDEY, Director

Appointment end date	Mandates and functions	Name of the company
15 september 2010	Director	- Clairis Technologies SA (now Sogclair Aerospace SAS)
31 october 2010	Director and President	- Edt SA (TUP to Sogclair Aerospace SAS)
	Managing Director	- SCI Solair

Mr Michel GRINDES, Director

Appointment end date	Mandates and functions	Name of the company
29 december 2008	Director	- MBZ Consultants SARL

Mr Bernard ZIEGLER, Director (resigned on 28 October 2010)

Appointment end date	Mandates and functions	Name of the company
9 october 2008	Director	- Sogclair Aerospace SA

Mr Jacques RIBA, Director

Appointment end date	Mandates and functions	Name of the company
31 december 2005	President	- Sunn et RBH Investissements SA
31 december 2007	Director	- Courtois SA
	Managing Director	- Pigestri SARL

Mr Gérard BLANC, Director

Appointment end date	Mandates and functions	Name of the company
2011	Director	- Valeo SA
	President	- Marignac Gestion SAS

Mr Alain RIBET, Director

Appointment end date	Mandates and functions	Name of the company
31 october 2010	Director	- Edt SA (TUP to Sogclair Aerospace SAS)
15 september 2010	Director	- Clairis Technologies SA (now Sogclair Aerospace SAS)
	Member of the Board of Directors	- Sogclair Aerospace SAS
	Director Expert	- Sogclair Aerospace SAS
	President	- S2E Consulting SAS

Mr Alberto FERNANDEZ, Director

Appointment end date	Mandates and functions	Name of the company
2015	Director	- Aries Industrial y Naval (formerly Aresa SA)
	Member of the Strategy Committee	- Asco
	President	- Jefe Jeronimo SL
	CEO	- Jefe Jeronimo SL

Mr Henri-Paul BROCHET, Director

Appointment end date	Mandates and functions	Name of the company
2008	Director	- Thales Alenia Space Belgium
2008	Director	- Thales Alenia Space Espana
2010	Adviser to President	- Thales Alenia Space
2008	Director of integration for the Alcatel Space / Alenia Spazio merger	- Thales Alenia Space
2010	Executive Vice President	- Thales Alenia Space
2010	Director of the Toulouse site (France)	- Thales Alenia Space
2010	Permanent representative of Thales Alenia Space on the Board of Directors	- Intespace
	Member of the Supervisory Board	- Actia Group

5.3 General management

Since 23 May 2003, General Management of the company has been ensured by Mr Philippe ROBARDEY, President of the Board of Directors. The Board has thus decided not to separate the functions of President of the Board of Directors from that of Chief Executive Officer of the company.

5.4 Directors' remunerations

Below, we indicate the total remuneration and all the benefits of any nature whatsoever paid by the company or by the companies under its control to each Director during the financial year ending 31 December 2010:

Table 1**Table summarising the remuneration, options and shares granted to each Director (in €)**

Mr Philippe Robardey (President and CEO)	2009 financial year	2010 financial year
Remuneration due in respect of the financial year (detailed in table 2)	275,364.36	354,023.80
Valuation of the options granted during the financial year (detailed in table 4)	-	-
Valuation of performance-related shares granted during the financial year (detailed in table 6)	-	-
Total	275,364.36	354,023.80

Table 2**Table summarising the remuneration paid to each Director (in €)**

Mr Philippe Robardey	2009 financial year		2010 financial year	
	Amount due	Amount paid	Amount due	Amount paid
- Fixed remuneration	198,475.50	198,475.50	200,000.00	200,000.00
- Variable remuneration	60,770.36	35,980.00	139,771.80	60,770.36
- Extraordinary remuneration	-	-	-	-
- Director's fees	14,594.00	14,594.00	14,252.00	14,252.00
- Non-cash benefits (company car)	1,524.50	1,525.50	-	-
Total	275,364.36	250,575.00	354,023.80	275,022.36

The variable part of the remuneration paid to Mr Philippe Robardey in 2010 corresponds to the 2009 financial year; that paid in 2011 corresponds to 2010. This variable part of the remuneration is calculated on the basis of 4% of the consolidated pre-tax profit.

Table 3**Table of director's fees and other remuneration received by the non-executive Board Members (in €)**

Non-executive Board Members	Amount paid in 2009	Amount paid in 2010
Mr Gérard Blanc		
Director's fees	5,897	5,626
Other remuneration	-	-
Mr Henri-Paul Brochet		
Director's fees	-	5,626
Other remuneration	-	-
Mr Alberto Fernandez		
Director's fees	5,897	5,626
Other remuneration	20,000	20,000
Mr Michel Grindes		
Director's fees	5,897	5,626
Other remuneration	-	-
Mr Jacques Riba		
Director's fees	5,897	5,626
Other remuneration	-	-
Mr Alain Ribet		
Director's fees	15,297	15,226
Other remuneration	48,000	48,000
Mr Jean-Louis Robardey		
Director's fees	11,797	11,726
Other remuneration	-	-
Mr Bernard Ziegler		
Director's fees	5,897	5,626
Other remuneration	-	-
Total	124,579	128,708

Rule for the distribution of Directors' Fees

The calculation and distribution method for the directors' fees were set for SOGECLAIR SA by the Board of Directors on 5 March 1998 as follows:

" The directors' fees allocated in respect of a financial year to the members of the board of directors are set in application of the rules concerning tax deductibility and each year represent in all 5% of the average remuneration assigned to the 5 highest paid employees in the company multiplied by the number of members on the board of directors rounded off to the nearest hundred Euros. For the forthcoming financial years, the allocation of directors' fees within the board of directors will be determined as follows: double share for the President and for the CEO directors, single share for the other directors. "

There are no allocation criteria such as the rate of attendance at the Board Meetings.

The directors' fees will be maintained for the forthcoming financial years, until notice to the contrary is given.

Table 4**Subscription or purchase options for shares granted during the financial year to each Director by the issuer and by any company in the group**

Name of the Director	Plan No. and date	Nature of the options (purchase or subscription)	Valuation of the options according to the method adopted for the consolidated accounts	Number of options granted during the financial year	Exercise price	Exercise period
				None		

Table 5**Subscription or purchase options for shares taken up during the financial year by each Director**

Name of the Director	Plan No. and date	Number of options taken up during the financial year	Exercise price
		None	

Table 6**Performance-related shares granted to each Director**

Performance-related shares granted by the General Meeting of Shareholders during the financial year to each Director by the Issuer and by any company in the group (nominative list)	Plan No. and date	Number of shares granted during the financial year	Valuation of the shares according to the method adopted for the consolidated accounts	Acquisition date	Date of availability	Performance-related conditions
						None

Table 7

Performance-related shares that have become available for each Director	Plan No. and date	Number of shares that have become available during the financial year	Acquisition conditions
		None	

Table 8**HISTORY OF SHARE SUBSCRIPTION OR PURCHASE ALLOCATIONS****INFORMATION ON THE SUBSCRIPTION OR PURCHASE OPTIONS**

Date of the General Meeting	Plan 1	Plan 2
	None	None

Table 9

Share subscription or purchase options granted to the top ten non-director employees and options taken up by the latter	Total number of options granted / of shares subscribed to or purchased	Weighted average price	Plan 1	Plan 2
				None

Table 10

Directors	Contract of employment		Supplementary pension scheme		Indemnities or benefits owed or liable to be owed due to a termination or change of functions		Indemnities relative to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Mr Philippe Robardey President & CEO Date of entry into office: May 2007 Expiry date: 2013 AGM		x		x	x			x

Commitments of any nature corresponding to elements of remuneration, indemnities or benefits owing or liable to be owed because of the taking up, termination or change of the director's functions or subsequent to it:

At the time of its session held on 18 December 2008, the Board of Directors authorised an undertaking for the benefit of Mr Philippe Robardey, pursuant to the provisions of article L.225-42-1 of Commercial Law, under the terms of which Mr Philippe Robardey shall receive, in the event of termination of his mandate as the company's Chief Executive Officer, except in the case of termination due to failure such as defined in paragraph 2 below or of voluntary departure, an indemnity corresponding to 24 months' remuneration (fixed and proportional calculated on the basis of the last annual period preceding termination of his mandate).

The payment of said indemnity shall be subject to the condition that the group has achieved, in respect of the last five financial years whose consolidated accounts have been closed by the Board before said termination, an average Operating Profit, increased by the amortization expenses and provisions, at least equal to € 5 million.

Remunerations and non-cash benefits paid in the form of the allocation of capital securities, debt securities or securities giving access to the capital or giving the right to the allocation of debt securities of the company or of the controlled or controlling companies:

None

6. Auditors

None of the mandates of the auditors expires at the time of this AGM.

Detailed information is given in chapter 2 in this reference document.

7. Regulated conventions

We inform you that new conventions covered by article L 225-38 et seq. of Commercial Law have been regularly authorised by your Board of Directors during the past financial year. We are asking you to approve them.

We have provided your auditors with the useful indications to allow them to present to you their special report which will be read to you in a few moments.

8. Information that has an impact in terms of public offerings

The capital structure is defined in paragraph 4.1.

There are no shareholders' pacts. However, a commitment was made on 3 December 2004 to keep Company shares in the framework of the preferential tax provisions put in place by the so-called "Dutheil Law" dated 1 August 2003. This commitment concerns the Robardey family and Mr. Marc Darolles and concerns 150,040 shares and the related voting rights.

The voting rights are exercised in accordance with article 15 of our articles of association. There are no shares with special rights of control. However, we inform you that all registered shares have double voting rights that have been held for two years.

The rules for appointing and removing members of the Board are the statutory legal rules, except for the age limit of 72 provided for in article 13 of the articles of association.

Concerning the powers of the Board of Directors, the current delegations are described in the delegation table given in Appendix 2 of this report.

The modification of our company's articles of association are made in compliance with the legal and regulatory provisions.

The following agreements concluded by the company are liable to be modified or to come to an end in the event of a change of corporate control: EADS E2S preferred supplier for engineering services referencing and bank loans.

The agreements providing for the indemnities in the case of a director relinquishing his/her functions are described in paragraph 5.4 of this report.

9. Delegations relative to capital increases

The table summarising the currently valid delegations in the area of capital increases is attached in Appendix 2 of this report.

Furthermore, we propose that you should grant the Board of Directors the following delegations:

9.1 Delegation of powers with a view to increasing the equity capital by incorporating reserves, profits and/or premiums

The delegation of powers with a view to increasing the equity capital by incorporating reserves, profits and/or premiums expires on 27 July 2011.

Consequently, we request that you should renew it and therefore grant the Board of Directors the powers, for a further 26-month period, to increase the capital by incorporating in it reserves, profits, premiums or other sums whose capitalisation is permitted, through the issuing and free allocation of shares or by raising the nominal value of the existing ordinary shares, or a combination of these two procedures.

The amount of the capital increase resulting from the issues made by way of this delegation may not exceed the nominal amount of € 1,450,000. This amount shall not include the overall nominal value of the additional ordinary shares that may have to be issued to preserve, in accordance with the law, the rights of holders of securities giving the right to shares. This ceiling shall be independent from all the ceilings stipulated by the AGM's other delegations.

9.2 Delegations of powers with a view to issuing ordinary shares and/or securities providing access to the capital and/or the right to the allocation of debt securities

The delegations of powers with a view to increasing the equity capital by cash contribution with upholding or cancellation of the preferential right to subscribe come to an end on 27 July 2011. Consequently, we propose that you should renew them under the conditions detailed below.

The purpose of these delegations is to grant the Board of Directors every latitude to proceed at the times of its choice with the issue of ordinary shares and/or any securities providing access, immediately or eventually, to ordinary shares and/or any securities giving the right to the allocation of debt securities for a period of 26 months.

Pursuant to law, the securities to be issued may provide access to ordinary shares in any company that owns directly or indirectly more than half of our company's equity capital or in any company in which our company owns directly or indirectly more than half of the share capital.

9.2.1 Delegation of powers with a view to issuing ordinary shares and/or securities providing access to the capital and/or the right to the allocation of debt securities with upholding of the preferential right to subscription

We propose that you set the maximum overall nominal amount of the shares that may be issued by virtue of this delegation at € 1,450,000.

It is stipulated that this amount shall not be common with that of delegations with elimination of the preferential right to subscription and shall not include the overall nominal value of additional ordinary shares that may have to be issued to preserve, in accordance with the law, the rights of holders of securities providing access to the capital.

The nominal amount of the debt securities on the company that may be issued by virtue of this delegation may not be higher than € 25,000,000.

In respect of this delegation, the issue of ordinary shares and/or of any securities providing access to the capital shall be accomplished with upholding of the shareholders' preferential right to subscription.

If these subscriptions do not absorb the totality of the issue, the Board of Directors may make use of the following possibilities:

- limit the issue to the amount of the subscriptions provided that it reached three quarters of the issue decided upon,
- freely distribute all or part of the unsubscribed shares,
- offer all or part of the unsubscribed shares to the public.

9.2.2 Delegations with cancellation of the preferential right to subscription

9.2.2.1 Delegation of powers with a view to issuing ordinary shares and/or securities providing access to the capital and/or the right to the allocation of debt securities with cancellation of the preferential right to subscription by public offering.

In respect of this delegation, the issues will be made by public offering.

The shareholders' preferential right to subscription to ordinary shares and/or securities providing access to the capital will be cancelled with an obligation being placed on the Board of

Directors to grant the shareholders the possibility of subscribing as a priority.

The maximum overall nominal amount of the shares that may be issued cannot exceed € 1,450,000. This amount shall be included in the ceiling of the nominal amount of shares that may be issued on the basis of the delegation of powers to increase the capital with cancellation of the preferential right of subscription by private placing.

The nominal amount of the debt securities on the company that may be issued by virtue of this delegation may not be higher than € 25,000,000. This amount shall be included in the ceiling of the nominal amount of debt securities that may be issued on the basis of the delegation of powers to increase the capital with cancellation of the preferential right of subscription by private placing.

The sum payable, or that should be payable, to the company for each of the ordinary shares issued – after having taken into account, in case of share warrants being issued, the subscription price of said warrants – shall be determined in accordance with the legal and regulatory provisions and shall therefore be at least equal to the minimum required by the provisions of article R. 225-119 of Commercial Law at the time the Board of Directors implements the delegation.

In the case where shares are issued with a view to remunerating shares contributed in the framework of a public exchange offering, the Board of Directors shall have, within the limits fixed above, the powers required to draw up the list of shares included in the exchange, fix the issue conditions, the exchange parity and, where applicable, the amount of the cash element to be paid, and determine the issue procedures.

If the subscriptions do not absorb the totality of the issue of ordinary shares or of the securities providing access to the capital, the Board of Directors may make use of the following possibilities:

- limit the issue to the amount of the subscriptions provided that it reached three quarters of the issue decided upon,
- freely distribute all or part of the unsubscribed shares.

9.2.2.2 Delegation of powers with a view to issuing ordinary shares and/or securities providing access to the capital and/or the right to the allocation of debt securities with cancellation of the preferential right to subscription by private placing.

In respect of this delegation of powers, the issues shall be made by means of an offer covered by section II of article L. 411-2 of Monetary and Financial Law.

The shareholders' preferential right to subscription to ordinary shares and/or securities providing access to the capital will be cancelled.

The maximum overall nominal amount of the shares that may be issued cannot exceed € 1,450,000, it being stipulated that it will also be limited to 20% of the capital a year. This amount shall be included in the ceiling of the nominal amount of debt securities that may be issued on the basis of the delegation of powers to increase the capital with cancellation of the preferential right of subscription by public offering.

The nominal amount of the debt securities on the company that may be issued by virtue of this delegation may not be higher than € 25,000,000. This amount shall be included in the ceiling of the nominal amount of debt securities that may be issued on the basis of the delegation of powers to

increase the capital with cancellation of the preferential right of subscription by public offering.

The sum payable, or that should be payable, to the company for each of the ordinary shares issued – after having taken into account, in case of share warrants being issued, the subscription price of said warrants – shall be determined in accordance with the legal and regulatory provisions and shall therefore be at least equal to the minimum required by the provisions of article R. 225-119 of Commercial Law at the time the Board of Directors implements the delegation.

9.2.2.3 Determining the procedures for fixing the subscription price in the case of cancellation of the preferential right to subscription within the annual limit of 10 % of the capital.

We propose that you should, pursuant to the provisions of article L. 225-136-1°, para. 2, of Commercial Law, authorise the Board of Directors, which decides to issue ordinary shares or securities providing access to the capital with cancellation of the preferential right to subscription by public offering and/or private placing to waive, within the limit of 10% of the equity capital a year, the price fixing conditions stipulated by the above-mentioned procedures and to fix the share issue price for fungible equity securities to be issued according to the following procedures:

The issue price of fungible equity securities to be issued immediately or at a later time may not be lower, at the Board of Directors' option:

- either than the company shares' weighted average price on the day preceding the fixing of the issue price, possibly decreased by a discount from par of 15% at the most,
- or than the average of five consecutive quoted share prices chosen amongst the last thirty stock market sessions preceding the fixing of the issue price, possibly decreased by a discount from par of 10% at the most.

9.2.3 Authorisation to increase the amount of the issues in the case of oversubscription

We propose that, in the framework of the above-mentioned delegations of powers with the upholding or cancellation of the preferential right to subscription, you should grant the Board of Directors the possibility, under the conditions and within the limits fixed by the legal and regulatory provisions, of increasing the number of shares stipulated in the initial issue.

9.3 Delegation of powers for increasing the equity capital with a view to remunerating the contributions in kind of shares and securities

To facilitate growth by acquisition, we request that you grant the Board of Directors a delegation of powers for increasing the equity capital by issuing ordinary shares or securities providing access to the capital with a view to remunerating any contributions in kind made to the company and made up of equity securities or securities providing access to the capital.

This delegation of powers shall be granted for 26 months.

The overall nominal amount of the ordinary shares that may be issued by virtue of this delegation may not amount to more than 10 % of the equity capital. This ceiling shall be independent from that of all the ceilings provided for regarding the other delegations in the area of capital increases.

9.4 Delegation with a view to increasing the capital for the benefit of members of a PEE (Plan d'Épargne d'Entreprise – Company Savings Scheme)

We submit this resolution to your vote in order to comply with the provisions of article L. 225-129-6 of Commercial Law, under the terms of which the Extraordinary General Meeting must also rule on a resolution relative to making a capital increase under the conditions stipulated by articles L. 3332-18 et seq. of Labour Law, when it delegates its powers for making a cash increase of the capital.

In the framework of this delegation of powers, we propose that you should authorise the Board of Directors, with a view to increasing the capital for the benefit of the subscribers to a PEE (Company Savings Scheme) under the conditions of articles L. 3332-18 et seq. of Labour Law by issuing ordinary cash shares and, where applicable, through the free allocation of ordinary shares or other securities providing access to the capital.

Pursuant to law, the AGM would cancel the shareholders' preferential right to subscription.

The maximum nominal amounts of the capital increases that may be made through the utilisation of the delegation of powers would be 3% of the social capital reached when the Board of Directors decides to make this increase.

This delegation of powers would have a term of 26 months.

It is stated that, pursuant to the provisions of article L. 3332-19 of Labour Law, the price of the shares to be issued may not be more than 20 % (or 30 % when the length of unavailability provided for in the plan, in application of articles L. 3332-25 and L. 3332-26 of Labour Law, is longer than or equal to ten years) lower than the average of the first quotations of the share during the 20 stockmarket sessions preceding the decision made by the Board of Directors relative to the capital increase and the issue of the corresponding shares, or higher than said average.

The Board shall, within the limits set above, have the powers required in particular for fixing the conditions of the issue(s), ascertaining the accomplishment of the resulting capital increases, proceeding with the related modification of the articles of association, charging, on its sole initiative, the capital increase expenses to the amount of the related premiums and taking from that amount the sums required to bring the legal reserve to one tenth of the new capital after each increase and, more generally, doing the necessary in this matter.

10. Operations on the securities of the directors, top management and their next of kin carried out during the last financial year

Refer to Appendix 3 of this report.

11. Conclusion

We request that you give your full and definitive approval to your Board of Directors for its management for the financial year ending on 31 December 2010, and to the Auditors for the accomplishment of their mission such as they detail it in their general report.

Your Board invites you to approve through your vote, the text of the resolutions that it is submitting to you.

The Board of Directors

APPENDIX 1

Social and environmental consequences of the activity

1. Social impact

1.1. Employment

The group's total consolidated workforce, as an average over the year expressed as a full-time equivalence, breaks down as follows:

	2010	2009	2008
Engineers, managers and senior technicians	791	760	750
Technicians and employees	90	92	94
TOTAL	881	852	844

543 people are employed in Midi-Pyrénées and PACA regions, with 51 in the Paris region.

The average age is 36.7 and the turnover rate was 8.5%.

The fixed-term contracts represent approximately 2% of the workforce. The proportion of temporary staff with respect to the total workforce is not significant.

The job creations have mainly concerned engineers and experts in the group's various specialities.

The activity perspectives and the need to strengthen our skills in-house in our new professions allow us to hope to maintain a good level of employment at SOGECLAIR in 2011.

1.2. Subcontracting

SOGECLAIR regularly calls on the services of external companies (subcontracting).

The flexibility rate represents nearly 12% and this level results from the group's on-going efforts to adapt in order to meet the requirements in terms of:

- capacities in its professions, to make it possible to absorb any short-term additional workloads or workloads that are too sudden to be coped with immediately through the allocation of company resources, and to preserve a sufficient degree of flexibility to make it possible to confront changes in the economic factors,
- specialities to make it possible to meet our customers' requirements and quickly obtain know-how before we have capitalised this internally.

To achieve this, SOGECLAIR maintains a network of relations with loyal, specialist companies:

- in the euro zone, recognised for their skills, experience and competitiveness,

- and some from outside the euro zone with tried and tested skills, that provide greater competitiveness and satisfy our quality criteria.

It is reasonable to think that whilst SOGECLAIR could continue to create jobs in the company and jobs subcontracted in the euro zone, subcontracting outside the euro zone should also grow in order to allow us to meet our customers' ever-stronger demands in the area of costs and geographical compensation (offset).

1.3. Working hours/Absenteeism

The French-law companies are subject to compliance with the legal working hours. The 35 working hour agreements were negotiated between 2000 and 2002. Full-time employees work 35 hours a week, or on the basis of 218 days a year. The part-time staff work between 14 and 31 hours a week.

The rate of absenteeism stands at 2.87%. The main reasons for absence are (in increasing order) paternity, maternity and sick leave.

1.4. Remuneration policy

For the French subsidiaries, the pay rises are subject to annual negotiations within each structure. In 2010, the remunerations increased by between 2% and 3%, all staff categories taken into account.

Historically, there are two profit sharing contracts concerning the employees of OKTAL SA and OKTAL SE. For the French subsidiaries, there are three participation agreements, one of which generated a special participation reserve of € 136 k in 2010.

1.5. Professional relations / Result of the collective bargaining agreements

Each French subsidiary has its own staff representation bodies (staff council, single delegation, staff representatives). Meetings are held regularly with them by the directors of the subsidiaries, or by the human resources managers in compliance with the provisions of law. The collective and/or branch bargaining agreements are followed up in the framework of these meetings.

In 2010, triennial senior-employment plans (2010-2012) have been signed within the French subsidiaries.

1.6. Health & Safety conditions

Given the company's activities, which are carried out in "office" areas, the health and safety conditions do not require any particular remarks. The working areas are subject to continual maintenance and upkeep.

1.7. Training (French subsidiaries)

In 2010, a total of € 650 k was devoted to training expenses, representing 3.34% of payroll. The training expenses, mainly technical, are intended to maintain a high technical level and multiple skills for all the staff. The legal provisions in the DIF (individual right to training) framework were implemented on 1 January 2005.

1.8. Equal opportunities

In the area of equal opportunities, the company takes care to ensure the legal provisions are applied and does not make any difference based on criteria other than skills and working conditions.

In particular no distinction is made between men and women, and the company seeks to promote the employment and rehabilitation of disabled workers through internships and hiring or by calling on the services of specialist service providers (Sheltered Workshops, etc.).

In application of the law dated 27 January 2011, the Board of Directors must now deliberate annually, as from the 2011 financial year, on the issue of equal opportunities.

1.9. Social works (French subsidiaries)

Social works come within the scope of the staff councils and concern the benefits granted to the staff: company restaurant, organisation of travel and sports outings, cut-rate plane/cinema/theatre tickets, holiday rentals. In 2010, the social works budget totalled € 220 k.

2. Environmental Impact

The environmental impact of the companies in the SOGECLAIR group concerns two levels:

- Impact of the products they have designed and/or manufactured when in operation or when withdrawn from service,
- Impact of the companies' operations themselves when accomplishing their activity.

The companies in the SOGECLAIR group have launched a self-assessment initiative per ISO 14001, leading to the definition of an environmental policy, a management system coupled with the quality system and making it possible to identify the resources required.

Impact of products designed and/or manufactured

The products designed and/or manufactured satisfy the regulations in force. ISO 14062 and the REACH directive are the main applicable requirements that have required the implementation of awareness-raising actions or actions to ensure compliance during the past year.

The staff's awareness has been raised regarding the integration of the environmental requirements in the design and manufacture of their products. The suppliers are an integral part of this system.

Impact of operations

As the main intervention area is engineering, the companies in the SOGECLAIR group do not have many activities liable to have an impact on the environment.

Steps have been taken for all the companies to reduce power consumption, particularly the consumption of electricity and water, essentially sanitary. The introduction of "green IT" is now widespread. The staff's awareness has been raised regarding a responsible attitude concerning their consumption.

Remote means of communication are currently being deployed to reduce the number of trips and CO2 emissions. In France, the staff's new company cars must have CO2 emissions lower than 140 g/km.

The companies in the SOGECLAIR group responsible for manufacturing have the material and human resources required for processing waste and discharges.

Measures taken to limit breaches against biological equilibrium, natural environments, protected animal and plant species

Not applicable

Assessment or certification initiatives taken regarding the environment

For the moment, the company has not launched any such initiative, given its activity.

Measures taken to ensure compliance of the company's activity with the applicable legal and regulatory provisions in this area

Not applicable

Expenses incurred to avert the consequences of the company's activity on the environment

Not applicable

Existence within the company of in-house environment management services, employee training and information with respect to the environment, the means devoted to reducing risks for the environment as well as the organisation put in place to cope with pollution accidents that have consequences outside the company's sites

Not applicable

Amount of the provisions and guarantees for environmental-related risk

None

Amount of the indemnities paid out during the year in execution of a decision of the courts regarding the environment and the actions taken to repair damage caused to the environment

None

APPENDIX 2

Table summarising the currently valid delegations relative to capital increases

	Date of the E.G.M.	Delegation expiry date	Authorised amount	Increases made in the previous years	Increases made during the financial year	Residual amount on the day this table was established
Authorisation to increase the capital by incorporating reserves, profits or premiums	28/05/2009	27/07/2011	€ 1,450,000	-	-	€ 1,450,000
Authorisation to increase the capital with upholding of PSR	28/05/2009	27/07/2011	€ 1,450,000 ⁽¹⁾	-	-	€ 1,450,000
Authorisation to increase the capital with cancellation of PSR by public offer and/or private placement	28/05/2009	27/07/2011	€ 1,450,000 ⁽¹⁾	-	-	€ 1,450,000
Authorisation to increase the capital as remuneration for a contribution of shares or securities	28/05/2009	27/07/2011	10 % of capital ⁽¹⁾	-	-	10 % of capital
Authorisation to increase the capital with cancellation of PSR for the benefit of members of a Company Savings Scheme (PEE)	28/05/2010	27/07/2012	3 % of capital	-	-	3 % of capital
Authorisation to allocate free shares to be issued	28/05/2010	24/07/2013	3 % of capital	-	-	3 % of capital
Authorisation to issue share subscription and/or purchase options	28/05/2010	24/07/2013	2 % of capital	-	-	2 % of capital

(1) : Delegations to be charged one to the other.

APPENDIX 3

Table summarising the share operations accomplished by the directors, top management and their next of kin during the last financial year

Surname and first name	
Capacity	NONE
Operations performed by a person related to the above person	
Description of the financial instrument	
Total number of financial instruments transferred	
Weighted average price	
Total amount of the transfers	
Total number of financial instruments purchased	
Weighted average price	
Total amount of the purchases	
Total amount of the financial instruments subscribed to/ exchanged	
Weighted average price	
Total amount of the operation	

APPENDIX 4

Table summarising the results over the last five financial years (in €)

NATURE OF THE INDICATIONS	2006 FINANCIAL YEAR	2007 FINANCIAL YEAR	2008 FINANCIAL YEAR	2009 FINANCIAL YEAR	2010 FINANCIAL YEAR
Capital at year-end					
Equity capital	2,900,000	2,900,000	2,900,000	2,900,000	2,900,000
Number of existing ordinary shares	725,000	725,000	725,000	725,000	725,000
Number of existing shares with priority dividend (without voting rights)					
Maximum number of future shares to be created: . by conversion of obligations . by exercising subscription rights					
Operations and earnings for the financial year					
Sales ex VAT	3,219,407	3,307,059	3,894,934	3,754,758	3,909,861
Earnings before taxes, employee shareholding, amortisation and provisions	1,525,933	1,061,348	1,999,103	807,018	1,909,608
Income tax	309,867	-13,302	25,758	-184,851	573,413
Employee participation for the financial year	0	0	0	0	0
Earnings after taxes, employee shareholding, amortisation and provisions	1,162,050	1,034,014	1,505,077	746,591	1,291,399
Distributed earnings	362,500	398,750	398,750	398,750	507,500(*)
Earnings per share					
Earnings after taxes, employee shareholding but before amortisation and provisions	1.68	1.48	2.72	1.14	1.84
Earnings after taxes, employee shareholding, amortisation and provisions	1.60	1.42	2.07	1.03	1.78
Dividend distributed per share (a)	0.50	0.55	0.55	0.55	0.70(*)
Personnel					
Average headcount for the year	13	15	16	17	16
Payroll for the year	946,741	1,058,532	1,072,385	1,047,686	1,207,455
Sum paid in respect of social benefits for the year (social security, social works, etc.)	411,956	498,573	506,739	511,940	567,644

(*) project

Description of the share buy-back programme

Pursuant to the provisions of article 241-2 of the AMF's general regulations and of European regulation No. 2273/2003 dated 22 December 2003, the purpose of this description is to describe the end-purpose of the company's own-share buy-back programme and the procedures used. This programme will be subject to the authorisation of the AGM on 27 May 2011.

1) Distribution by objective of the shares held determined on 28 February 2011

Number of shares held directly and indirectly: 45,670 representing 6.30% of the company's capital.

Number of shares held, distributed by objective:

Market making by means of an AMAFI market-making contract	1,496
Growth through acquisition operations	16,077
Coverage of share purchase options or other employee shareholding schemes	none
Coverage of securities giving the right to the allocation of shares	none
Not assigned	28,097

Operations accomplished in respect of the last authorisation (period from 28/05/2010 to 28/02/2011)

	Market making	Employee share-holding	Not assigned	Growth through acquisition operations	Coverage of securities	Cancellation	Total
Purchase							
Number of shares	13,786	/	/	2,772	/	/	16,558
Amount of shares used ⁽¹⁾	100%	/	/	/	/		
Sale/transfer							
Number of shares	16,179	/	15,000	/	/		31,179

(1) market making

2) New share buyback programme

Programme authorisation: AGM on 27 May 2011

Shares concerned: ordinary shares

Maximum proportion of the capital for which buyback is authorised: 10% of the capital (that is 72,500 shares at the present time), it being said that this limit is assessed on the day of the buybacks so as to take into account any capital increases or decreases that may have been made during the term of the programme. The number of shares taken into account for the calculation of this limit corresponds to the number of shares purchased, minus the number of shares resold during the term of the programme in the framework of the market-making objective.

As the company may not hold more than 10% of its capital, taking into account the number of shares already held, amounting to 45,670 (that is to say 6.30% of the capital), the maximum number of shares that may be purchased will be 26,830 shares (that is to say 3.70% of the capital) unless the shares already held are sold (or cancelled).

Maximum purchase price: € 46

Maximum amount for the programme: € 3,335,000

Buyback methods: the purchases, sales and transfers may be made by all means on the market or over the counter, including operations on blocks of shares, it being said that the resolution submitted to the vote of the shareholders does not limit the proportion of the programme that may be accomplished through the purchase of blocks of shares.

These operations may, in particular, be carried out during periods of public offerings in compliance with the regulations in force.

Objectives:

- Ensuring market making on the secondary market or the liquidity of SOGECLAIR shares through the intermediary of an investment service provider by means of a market-making contract that conforms to the AMAFI code of good conduct accepted by the AMF,
- Keeping the shares purchased and handing them back at a later time in exchange or as payment in the framework of possible growth through acquisition operations, it being said that the shares purchased for this purpose may not exceed 5% of the company's capital,
- Ensuring coverage of the share purchase option plans and other forms of share allocation to the employees and/or to the group's directors under the conditions and according to the procedures stipulated by law, particularly in respect of the participation in the company's profits, in respect of a company savings scheme or the free allocation of shares,
- Ensuring coverage of the securities giving the right to the allocation of the company's shares in the framework of the regulations in force,
- Proceeding with the possible acquisition of the shares purchased, subject to the authorisation to be granted by this AGM of the shareholders in its sixth, extraordinary, resolution.

Term of the programme: 18 months as from the AGM held on 27 May 2011, that is to say until 26 November 2012.

27.1. President's Report to the Combined General Meeting

Dear Shareholders,

The law obliges the President of the Board of Directors of Joint Stock Companies whose shares are traded on a regulated market (Euronext Paris) to indicate the following in a report attached to the Board's report:

- references made to a code of corporate governance,
- composition of the Board and application of the principle of balanced representation of women and men on said Board,
- conditions under which the Board prepares and organises its work,
- special conditions relative to the shareholders' participation in the General Meeting,
- any limitations imposed on the powers of the CEO,
- principles and rules put in place to determine the remuneration and non-cash benefits granted to the directors,
- elements likely to have an impact in the case of a public offering,
- internal control and risk management procedures put in place by the company.

This report was prepared by the President & CEO in cooperation with the company's specialist lawyers and the person in charge of the legal secretariat and establishing the annual reference document.

This report has been submitted to the approval of the Board of Directors on 21 April 2011 and transmitted to the auditors.

Corporate governance

Concerning the code of corporate governance, our company now refers to the Middlednext Code on corporate governance for medium and small listed companies dated December 2009, available on request from Middlednext (www.middlednext.com), hereinafter the Reference Code.

The Board declares it has familiarised itself with the data presented in the "points of vigilance" section of that Code.

However, the provisions of that Code concerning directors' fees are not applied.

Indeed, given the Board Members' good level of attendance, it was not deemed necessary to modify current practices, recalled below, when distributing the Directors' fees between the Board Members, to base that on attendance and the time devoted to the function.

1. Board of Directors and Committees

1.1 Board of Directors

1.1.1 Composition of the Board

The board has eight members:

- Mr. Philippe Robardey, president of the board of directors, born on 14 October 1959, renewed in 2007 for six years, that is to say until the end of the general meeting held in 2013 to approve the accounts of the previous financial year,
- Mr. Jean-Louis Robardey, director, born on 22 July 1931, renewed in 2009 for six years, that is to say until the end of the general meeting held in 2015 to approve the accounts of the previous financial year,
- Mr. Michel Grindes, director, born on 28 March 1937, appointed in 2008 for six years, that is to say until the end of the general meeting held in 2014 to approve the accounts of the previous financial year,
- Mr. Jacques Riba, director, born on 21 August 1944, renewed in 2005 for six years, that is to say until the end of the general meeting held in 2011 to approve the accounts of the previous financial year,
- Mr. Alain Ribet, director, born on 16 January 1944, renewed

in 2007 for six years, that is to say until the end of the general meeting held in 2013 to approve the accounts of the previous financial year,

- Mr. Alberto Fernandez, director, born on 1 April 1949, appointed in 2006 for six years, that is to say until the end of the general meeting held in 2012 to approve the accounts of the previous financial year,
- Mr. Gérard Blanc, director, born on 6 March 1943, appointed in 2007 for six years, that is to say until the end of the general meeting held in 2013 to approve the accounts of the previous financial year,
- Mr. Henri-Paul Brochet, director, born on 12 September 1945, appointed in 2009 for six years, that is to say until the end of the general meeting held in 2015 to approve the accounts of the previous financial year.

Mr Bernard Ziegler resigned from his position as director as of 28 October 2010 and has not been replaced.

Mr. Philippe ROBARDEY, President of the Board of Directors, serves as the company's Chief Executive Officer in his capacity as a director.

Besides the members of the Board, Mrs. Huguette Robardey, who is no longer a Director, has been appointed Secretary of the Board.

The number and nature of the other mandates and functions exercised by the directors are given in the Board of Directors' annual report.

Amongst the Board Members, five of them – Messrs Michel Grindes, Jacques Riba, Alberto Fernandez, Gérard Blanc and Henri-Paul Brochet – are considered to be independent in accordance with the definition given by the Reference Code. Indeed, according to the eighth recommendation of the Middlednext Code on corporate governance for medium and small listed companies, the following criteria are used to qualify a Board Member as being independent:

- Not to be an employee or director of the company or of a company in its group and not to have been so during the preceding three years,
- Not to be a significant customer, supplier or banker of the company or of its group or for which the company or its group represents a significant part of its activity,

- Not to be a reference shareholder of the company,
- Not to have close family ties with a director or a reference shareholder,
- Not to have been an auditor of the company during the last three years.

Furthermore, generally speaking and to the knowledge of the company, on the date this report was established, there were no conflicts of interest between the duties of each of the Board Members with respect to the company and their private interests or other duties.

Mr Jacques Riba's term of office expires at the end of this AGM. His appointment as Censor will be proposed to the Board of Directors meeting today, for a period of six years.

At its meeting held on 14 March 2011, the Board of Directors took note of the new provisions of the law dated 27 January 2011 relative to the balanced representation of women and men on Boards of Directors and to equal opportunities.

1.1.2 Conditions under which the Board prepares its work

To allow the members of the board to prepare the meetings effectively, the President makes every effort to provide them with all the necessary information or documents beforehand.

Whenever a member of the Board so requests, the President provides him, insofar as possible, with the additional information and documents that he wishes to receive.

1.1.3 Holding of Board Meetings

The convocations to the meetings of the Board of Directors are issued by the President of the Board in writing, at least ten days in advance, except under special circumstances. The meetings are held at headquarters.

Furthermore, the directors receive the documents exchanged at the time of meetings of the Board of Directors (four in 2010).

Before any communication of financial information, the data and documents are sent in advance to all the directors.

At the time of each meeting of the Board of Directors, the President presents the key points and various issues examined in the form of documents issued to the directors. Each meeting thus makes it possible to follow up the activity of the Company subsidiary by subsidiary.

The Board of Directors examines and/or orients and then authorises negotiations in the area of changes of scope and of growth through acquisitions.

Twice yearly, for the half-yearly and annual accounts, the President presents the draft documents to the board for SFAF (Society of French Financial Analysts) results presentation meetings.

The board examines and/or orients and authorises the negotiations relative to the variation in the scope of growth through acquisitions.

In the framework of the strengthening of the role of the Board of Directors, since the end of 2004 it comments on the budgets and plans of each subsidiary prior to approval by the President and Chief Executive Officer.

Lastly, the Board of Directors examines and authorises the company's commitments to projects requiring significant financing or guarantees, securities or amendments that could be associated with them.

Besides the regular meetings held between general management and the directors, the Board of Directors met six times during the year 2010. The members' attendance rate was very good, with no particular absences. The rate of effective physical presence was 85% (with no participation using telecommunications systems).

No meetings were held in the absence of the President and Chief Executive Officer.

No meetings were called on the initiative of the directors.

The Auditors were invited to the meeting of the Board of Directors that voted on the annual accounts, the half-yearly accounts and the provisional management documents. They effectively took part.

1.1.4 Board of Directors' internal regulations

Internal regulations have been drawn up for the Board as of 16 March 2007 the purpose of which is to remind the members of the Board of Directors of their various duties and to complete the legal, regulatory and statutory rules in order to detail the Board of Directors' operating conditions.

The internal regulations define the role and composition of the Board of Directors and of the committees. They stipulate the duties of the directors in a general way and also their obligations relative to having privileged information in their possession.

The internal regulations stipulate the frequency of the meetings and the means to be implemented to take part in them.

The internal regulations were updated on 14 December 2010 and are available in the "investors" section of the company's website (www.sogclair.com).

1.1.5 Subjects debated at the time of the Board meetings and activity report

During the year 2010, the Board of Directors deliberated on the following topics in particular:

- establishing the annual and half-yearly individual and consolidated accounts,
- examining the budgets for the financial year 2010 and the forecast budgets for 2011 to 2013,
- company strategy (analysis of the strategic, economic and financial orientations, the new organisation of the subsidiaries),
- examining expansion by acquisition projects and other changes of scope;
- Board of Director's remuneration.
- the company's situation in the face of the economic and financial crisis,
- following up reference listings and progress made with the contracts of major importance,
- relations with third parties,
- the situation regarding the auditors' terms of office.

1.1.6 Assessment of the Board's work

In accordance with the Middleden reference code and the recommendations of the AMF, the Board has been informed that it would be appropriate to put in place a Board assessment procedure, in a regular way, with a view in particular to (i) reviewing its operating procedures, (ii) verifying that the important questions are suitably prepared and debated and (iii) measuring the effective contribution of each Director to its work by way of his/her competence and involvement in its discussions.

This assessment should be implemented for the first time during the year 2011.

1.2 Organisation and operation of the specialist committees

Two committees have worked during the financial year.

1.2.1 The audit committee

This Committee was set up by the Board at the time of its meeting on 18 December 2008 to bring it into line with the AFEF-MEDEF code of corporate governance adopted on that same date. The existence of this committee is not compulsory with respect to the Middenext Code, adopted by SOGECLAIR on 10 March 2010.

In 2010 it was made up of three directors, two of whom are independent directors: Messrs Jean-Louis Robardey, Gérard Blanc and Michel Grindes.

Its mission, under the exclusive and collective responsibility of the Board of Directors, is to ensure the follow-up of questions relative to the drawing up and control of the accounting and financial information.

The committee has met twice since 1 January 2010 and has accomplished the following work: follow-up of the implementation procedures relative to management control, financial and operational risk monitoring, and surveillance of the auditors.

This committee had a 100% attendance level.

The committee members had sufficient time to examine the financial and accounting documents, had the possibility of hearing the auditors, the head of accounting, cashflow and management control.

The committee reported on its works to the Board, which took note of all its recommendations and applied them.

Further to its meeting held on 14 December 2010, the Board of Directors decided, in compliance with the provisions of article L. 823-20 of Commercial Law, to abolish the audit committee initially set up on 18 December 2008 and itself to accomplish the missions assigned to the audit committee, pursuant to article L. 823-19 of said Law.

The Board also decided to follow the recommendations of the Poupart Lafarge working group made on 14 June 2010 that had been presented to it concerning the missions assigned to the audit committee as well as the recommendations specific to medium and small listed companies whose board meets in the form of an audit committee. However, it was decided that the President & CEO would take part in the Board meetings held and taking the form of an audit committee.

1.2.2 Remunerations Committee

This Committee includes all of the directors with the exception of Mr Philippe Robardey.

Once a year, the Committee analyses the remunerations of the Board of Directors. This committee had a 100% attendance level.

It decides on any changes to be made to the President & CEO's fixed remuneration and proposes a remuneration framework for the other members of the Board of Directors.

It submitted its report to the Board in January 2011.

In the framework of the AFEF-MEDEF recommendations made in December 2008, the Board decided, at its meeting on 12 March 2009, to extend the Remuneration Committee's mission to the examination of the appointment of directors and board members.

Further to its adherence to the Middenext code of corporate governance at the Board Meeting held on 10 March 2010, the mission of the Remunerations Committee remains unchanged.

2. Limit on the powers of the CEO

No specific limitations have been imposed on the powers of the CEO by the Board of Directors.

3. Principles and rules for determining the remuneration of the directors

3.1. Remuneration of the Board Members – Rule for the distribution of Directors' fees

The calculation and distribution method for the directors' fees were set for SOGECLAIR SA by the Board of Directors on 5 March 1998 as follows:

" The directors' fees allocated in respect of a financial year to the members of the board of directors are set in application of the rules concerning tax deductibility and each year represent in all 5% of the average remuneration assigned to the 5 highest paid employees in the company multiplied by the number of members on the board of directors rounded off to the nearest thousand francs. For the forthcoming financial years, the allocation of directors' fees within the board of directors will be determined as follows: double share for the President and for the CEO directors, single share for the other directors. "

3.2. Remuneration of the Directors – Calculation criteria or circumstances for establishing the elements making up the remunerations and non-cash benefits

Concerning the remuneration of the Directors, the Board refers to the Middenext code of corporate governance for listed companies, dated December 2009.

The variable part of the remuneration paid to Mr Philippe ROBARDEY in 2009 corresponded to the 2008 financial year; that paid in 2010 corresponds to the 2009 financial year. This variable part of his remuneration is calculated on the basis 2% of the consolidated result before tax until 2008. As from 2009, and as decided by the Board of Directors on 10 March 2010, this remuneration is set at 4% of the consolidated result before tax.

Furthermore, the company has undertaken to pay Mr Philippe Robardey, in case of termination of his mandate as the company's Chief Executive Officer, except in the case of failure or voluntary departure, an indemnity according to his fixed and proportional remuneration calculated on the basis of the last annual period preceding the termination of his mandate, subject to the performance of the company's operating result.

Mr Philippe Robardey has not benefited from any stock purchase of subscription options, shares granted free or from any fixed-benefits pension scheme.

4. Shareholders' participation at the General Meeting

The conditions relative to the shareholders' participation at the General Meetings are given in article 15 of the company's articles of association.

5. Elements likely to have an impact in the case of a public offering

These elements are detailed in the Board's Report.

Internal control procedures and risk management procedures

Allocation of responsibilities

General management defines the objectives relative to internal control and distributes the responsibilities for ensuring the regular evaluation of the activities of all the companies in the group.

In the framework of internal control, the following responsibilities have been assigned to the various management bodies:

■ Group General Management

General Management is responsible for putting in place accounting and operational reporting systems, their structures, the choice of consistent indicators and setting reasonable deadlines for information reporting.

It sets the goals of the Finance Department and facilitates the auditors' mission.

It is also responsible for providing feedback to the subsidiaries on the consolidated level at the time of the quarterly meetings.

■ Finance department

This department is organised in two units:

- Accounts, management control and cash flow,
- Consolidation, financial communication and publications, legal and insurance.

This department is responsible for collecting the accounting and operational data from the subsidiaries, for their consolidation as group data, interfacing with the subsidiaries' and group's auditors, internal auditing and compliance with the group's procedures, and the internal reporting system and its updating.

It detects and analyses any drift, informs Group General Management and validates the corrective and/or preventive action plans with the subsidiaries.

It has the authority, competence and tools required to accomplish these control missions. This department is responsible for group financial publications and ensures coordination for the legal and insurance aspects.

■ The subsidiaries' General Management bodies

These are responsible for collecting information from the operational units, and for providing the Financial and Planning Directorate with their reporting indicators.

They establish the action plans in the event of a confirmed or probable risk of drift, inform their Board of Directors and Group General Management and implement the validated measures.

Lastly, they regularly inform their operational units of any changes in the group's control procedures, of any drift detected and of the measures taken.

■ The subsidiaries' Operational Directorates

They are responsible for the reliability of the accounting and operational data relative to their activity and for the lowest level application of the group's control procedures.

In this respect, they are responsible for selecting and implementing the most appropriate rules for preventing errors and/or misconduct, detecting deviations at the earliest possible time, limiting their effect and reporting without delay to General Management.

Objectives pursued

The objectives of internal control are to put in place tools and organisations making it possible to guarantee the reliability of the financial information provided, identify the risks and prevent their occurrence, detect any malfunctioning and secure the value of the company's assets.

The main risks identified are financial and commercial risks linked to problems of:

- initial estimation and execution of contracts,
- project financing,
- commercial or technical dependence,

■ sensitivity to economic factors: interest and exchange rates, market growth.

In the face of these risks, the accent has been placed in particular on the following instruments applied to all of the subsidiaries.

■ Quarterly accounts

The quarterly accounting statements are established under the responsibility of each subsidiary and are recorded according to procedures and a harmonised plan with the group in order to conform to the national legal obligations and facilitate their presentation in IFRS format.

These data are, for the joint stock companies in the group, subject to examination by the auditors (limited for the half-year, complete for the year), and for all the companies subject to a likelihood verification by the group Finance Department (on reception of the statements, and an on-site examination of the subsidiaries in turn).

■ Operational Reporting management chart

An operational and financial reporting system aiming to provide a frequent and prospective vision of the performance of the group's various operational units and subsidiaries in France and abroad, and satisfy a process of continuous improvement.

This system is based on a monthly Reporting Management Chart, deployed in a unified format providing the following information:

- winning of orders and order book,
- invoicing and level of work in process,
- headcount, payroll and subcontracting,
- average salary,
- non-productivity rate,
- cashflow and investments.

The goal of the continuous improvement actions is to:

- increase the group's visibility of the data from the subsidiaries and procure multi-dimensional analysis capacities (subsidiaries, products, markets),
- offer top management indicators suited to their management needs.
- project control.

The main projects are followed up while being executed:

- during execution, all the expenses and invoicing relative to each project are recorded immediately in an IT tool that has been tried and tested for several years and offering real-time visibility of production, the costs engaged, the remaining work and any drift with respect to the initial budget,
- the data provided by this tool are used directly to establish the monthly follow-up of the critical projects included in the Reporting Management Chart.

Since 2009, monthly meetings have been put in place with each Director in order to analyse each entity's indicators, economic performance and commercial activity.

Current limits

Internal control does all it can to prevent, detect and correct all errors, problems, and even fraud, particularly those resulting from any collusion or malfunctioning that would escape the normal and continuous vigilance of the personnel and the company's management at all levels. However, like any system of internal control, the system put in place cannot provide an absolute guarantee that the risks have been eliminated.

Internal control also relies on the reliability and pertinence of the indicators chosen, on the performance of the tools and methods used to draw up and consolidate the data and on the organisational rules put in place at every level to guarantee its independence.

It has not yet been formalised by means of a procedures manual, no more than the control instruments described above are the subject of a systematic internal audit, prior to the intervention of our auditors.

The internal control process did not, during the year 2010, detect any major failures or shortcomings.

The President of the Board of Directors

REPORT OF THE AUDITORS IN APPLICATION OF ARTICLE L. 225-235 OF COMMERCIAL LAW, ON THE PRESIDENT OF SOGECLAIR'S BOARD OF DIRECTORS' REPORT

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

FINANCIAL YEAR ENDING 31 DECEMBER 2010

To the shareholders,

In our capacity as the Auditors of SOGECLAIR and in application of the provisions of article L. 225-235 of Commercial Law, we are presenting our report on the report established by the President of your company pursuant to the provisions of article L. 225-37 of Commercial Law with respect to the year ending on 31 December 2010.

It is the responsibility of the President of the Board of Directors to report, in particular, on the conditions under which the Board of Directors' work is prepared and organised and on the internal control procedures put in place in the company and providing the other information required by articles L. 225-37 of Commercial Law relative in particular to the organisation in the area of corporate governance.

It is our task to:

- *notify to you any remarks we may have concerning the information and declarations given in the President's report concerning the internal control procedures relative to the drawing up and processing of the accounting and financial information, and*
- *certify that the report includes all the other information required by articles L. 225-37 of Commercial Law, it being stated that it is not our mission to verify the sincerity of this other information.*

We have carried out our work according to the professional standards that apply in France.

Information concerning the internal control procedures relative to the elaboration and processing of accounting and financial information

The professional standards require the implementation of due diligence for assessing the sincerity of the information given and the declarations made in the President's report concerning the internal control procedures relative to the drawing up and processing of the accounting and financial information. This due diligence concerns the following in particular:

- taking cognizance of the internal control procedures relative to the drawing up and processing of the accounting and financial information underlying the information presented in the President's report and the existing documentation;
- taking cognizance of the work that made it possible to elaborate this information and the existing documentation;
- determining whether any major internal control deficiencies relative to the elaboration and processing of the accounting and financial information that we may have observed in the framework of our mission have been the subject of appropriate information in the President's report.

On the basis of this work we do not have any remarks to make on the information concerning the company's internal control procedures relative to the drawing up and processing of the accounting and financial information, contained in the President of the Board's report, established in application of the provisions of article L. 225-37 of Commercial Law.

Other information

We certify that the President of the Board's report includes the other information required in article L. 225-37 of Commercial Law.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS **EXCO FIDUCIAIRE DU SUD-OUEST**
Didier GARRIGUES **Christian DUBOSC**

27.2. Agenda and proposed draft resolutions submitted to the Combined General Meeting of 27 May 2011

AGENDA

- Approval of the annual accounts for the year ending 31 December 2010,
- Approval of the consolidated accounts for the year ending 31 December 2010,
- Appropriation of the profit for the year and setting the dividend,
- Auditors' special report on the regulated agreements and commitments and approval of those agreements,

- Authorisation to be given to the Board of Directors with a view to having its own shares bought back by the company in the framework of the provisions of article L. 225-209 of Commercial Law,
- Authorisation to be given to the Board of Directors with a view to cancelling the shares bought back by the company in the framework of the provisions of article L. 225-209 of Commercial Law,
- Delegation of powers to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums,
- Delegation of powers to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with upholding of the preferential right to subscription,
- Delegation of powers to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription and obligatory period of priority by public offering,
- Delegation of powers to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription by private placing,
- Authorisation, in the case of issuing with cancellation of the preferential right to subscription, to set, within the limit of 10% of the capital per year, the issue price under the conditions set by the AGM,
- Authorisation to increase the amount of the issues in the case of oversubscription,
- Delegation of powers to the Board of Directors to increase the capital, within the limit of 10%, with a view to remunerating contributions in kind of equity securities or of securities providing access to the capital,
- Delegation of powers to be given to the Board of Directors to proceed with a capital increase by issuing shares reserved for PEE (corporate savings plan) subscribers in application of articles L. 3332-18 et seq. of Labour Law,
- Situation regarding the directors' terms of office,
- Powers for formalities.

TEXT OF THE PROPOSED RESOLUTIONS

First resolution (ordinary) - Approval of the annual accounts for the year ending 31 December 2010

The general meeting, having taken cognizance of the Board of Directors', the President of the Board's and the Auditors' reports relative to the year ended 31 December 2010, approves the annual financial statements closed on that date, such as they were presented, resulting in a net profit of € 1.291.398,80.

The General Meeting especially approves the overall sum, amounting to € 2,730, of the expenses and charges covered by para. 4 of article 39 of General Tax Law, as well as the corresponding tax.

Second resolution (ordinary) - Approval of the consolidated accounts for the year ending 31 December 2010

The general meeting, having taken cognizance of the Board of Directors', the President of the Board's and the Auditors' reports on

the consolidated accounts relative to the year ended 31 December 2010, approves these accounts such as they were presented, resulting in a profit of (group share) of € 2,485 k.

Third resolution (ordinary) - Appropriation of the profit for the year and setting the dividend

As proposed by the Board of Directors, the general meeting decides to distribute the profit for the financial year ending 31 December 2010 as follows:

Origin

- Carried forward from previous year	€ 4,584,710.02
- Profit for the financial year	€ 1,291,398.80

Appropriation

- Carried forward (thus raised from € 4,584,710.02 to € 5,368,608.82)	€ 5,368,608.82
- To the shareholders, as dividends, giving a dividend of € 0.70 per share	€ 507,500.00

The General Meeting notes that the overall dividend payable for each share is set at € 0.70, the whole of this amount thus distributed is eligible for the 40% tax reduction mentioned in article 158-3-2° of General Tax Law.

The dividends will be detached as from 9 June 2011. Payment of the dividends will be made on 14 June 2011.

It is stated that in the case where, at the time these dividends are paid out, the company holds certain of its own shares, the sums corresponding to the unpaid dividends relative to those shares shall be carried forward.

Pursuant to the provisions of article 243 bis of General Tax Law, the General Meeting acknowledges that it has been reminded that, in respect of the previous three fiscal years, the dividends and revenues* paid were out were as follows:

FOR THE FINANCIAL YEAR	REVENUES ELIGIBLE FOR THE REDUCTION		REVENUES NOT ELIGIBLE FOR THE REDUCTION
	DIVIDENDS	OTHER REVENUES DISTRIBUTED	
2007	€ 398,750 that is € 0.55 per share	-	-
2008	€ 398,750 that is € 0.55 per share	-	-
2009	€ 398,750 that is € 0.55 per share	-	-

* including the sums corresponding to the dividends not distributed by way of the self-owned shares.

Fourth resolution (ordinary) – Auditors' special report on the regulated agreements and commitments and approval of those agreements

Deliberating on the special report of the auditors that was submitted to it on the regulated agreements and commitments, the General Meeting approves successively each of the new agreements mentioned therein.

Fifth resolution (ordinary) - Authorisation to be given to the Board of Directors with a view to having its own shares bought back by the company in the framework of the provisions of article L. 225-209 of Commercial Law

The General Meeting, having taken cognizance of the Board of Directors' report, authorises the Board for a period of eighteen months, pursuant to articles L 225-209 et seq. of Commercial Law, to buy back in one or more transactions at times that it shall decide,

shares in the company within the limit of 10 % of the number of shares making up the company's equity capital adjusted, where applicable, to take into account any increases or reductions of capital that may be made during the term of the programme.

This authorisation puts an end to the authorisation given to the Board of Directors by the Ordinary General Meeting held on 28 May 2010 in its seventh ordinary resolution.

The acquisitions may be made with a view to:

- ensuring market making or the liquidity of the Sogclair shares through the intermediary of an investment service provider by means of a liquidity contract that is conform to an AMAFI code of ethics recognised by the AMF,
- keeping the purchased shares and putting them at a later time up for exchange or in payment in the framework of external growth operations, it being stated that the shares purchased for this purpose may not exceed 5 % of the company's capital,
- ensuring the coverage of share option purchase plans and other forms of share allocation to the group's employees and/or directors under the conditions and according to the procedures stipulated by law, in particular in respect of participation in the company's results, of the company savings plan or the free allocation of shares,
- ensuring the coverage of the securities giving the right to the allocation of the company's shares in the framework of the regulations in force,
- proceeding with the possible cancellation of the shares purchased, subject to the authorisation granted by the General Meeting of the shareholders in its sixth, extraordinary, resolution.

These purchases of shares may be carried out by all means, including by the purchase of blocks of shares, and at any time that may be decided upon by the Board of Directors.

These operations may in particular be carried out at the times of public offerings in compliance with the regulations in force.

The company reserves the right to use option-based mechanisms or derivative instruments in the framework of the applicable regulations.

We propose that the maximum purchase price should be set at € 46 per share. In the event of transactions on the capital, in particular of a split or reverse split of stock or of a free allocation of shares, the amounts indicated above shall be adjusted in the same proportions (multiplication coefficient equal to the ratio between the number of shares making up the capital before the operation and the number of shares after the operation).

The maximum amount of the transaction is therefore set at € 3,335,000.

The Board of Directors shall therefore have all powers to proceed with these operations, determine the conditions and procedures, reach any agreements and accomplish all the formalities.

Sixth resolution (extraordinary) - Authorisation to be given to the Board of Directors with a view to cancelling the shares bought back by the company in the framework of the provisions of article L. 225-209 of Commercial Law

The General Meeting, having taken cognizance of the Board of Directors' report and of the Auditors report:

1°) - Authorises the Board of Directors to cancel, as it alone decides, in one or more times, within the limit of 10% of the capital calculated on the date the decision to cancel was made, minus any shares cancelled during the preceding 24 months, the shares that the company holds or may hold further to buybacks made in the framework of article L. 225-209 of Commercial Law and to reduce the equity capital by as much, in compliance with the legal and regulatory

provisions in force;

2°) – Sets at twenty-four months to run from this AGM, that is to say until 26 May 2013, the term of validity for this authorisation;

3°) – Grants all powers to the Board of Directors to accomplish the operations required for such cancellations and related reductions in equity capital, modify the company's articles of association accordingly and accomplish all the necessary formalities.

Seventh resolution (extraordinary) - Delegation of powers to the Board of Directors to increase the capital by incorporation of reserves, profits and/or premiums

The AGM, deliberating under the conditions regarding the quorum and the majority required for Ordinary General Meetings, having taken cognizance of the Board of Directors' report, and in compliance with the provisions of articles L. 225-129-2 et L. 225-130 of Commercial Law :

1) Delegates to the Board of Directors its powers with a view to deciding to increase the equity capital, in one or more times, at the times and according to the procedures that it will determine, by incorporation in the capital of reserves, profits, premiums or other sums whose capitalisation is permitted, by the issuing and free allocation of shares or by raising the nominal value of the existing ordinary shares, or a combination of these two procedures.

2) Decides that should the Board of Directors make use of this delegation of powers, pursuant to the provisions of article L. 225-130 of Commercial Law, in the case of a capital increase taking the form of a free allocation of shares, the rights forming fractions shall not be negotiable, nor transferrable and that the corresponding equity securities shall be sold; the sums resulting from the sale shall be allocated to the holders of the rights within the time stipulated by the regulations.

3) Sets at twenty-six months the term of validity of this delegation of powers, to run from the day of this AGM.

4) Decides that the amount of the capital increase resulting from the issues made by way of this resolution may not exceed the nominal amount of € 1,450,000, taking into account the amount required to preserve, in accordance with the law, the rights of the holders of securities giving the right to shares.

This ceiling is independent from all the ceilings stipulated by the other resolutions of this AGM.

5) Grants to the Board of Directors all powers with a view to implementing this resolution and, more generally, take every measure and accomplish all the formalities required for the satisfactory completion of each capital increase, take note of accomplishment and proceed with the corresponding modification of the articles of association.

6) Notes that this delegation of powers cancels the effect – as from today, up to the unused part where applicable – of any earlier delegation of powers serving the same purpose.

Eighth resolution (extraordinary) - Delegation of powers to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with upholding of the preferential right to subscription

The General Meeting, having taken cognizance of the Board of Directors' report and of the Auditors special report and in compliance with the provisions of Commercial Law and, in particular, of its article L. 225-129-2:

1) Delegates to the Board of Directors its powers with a view to proceeding with the issue, in one or more times, in the proportions and at the times it deems appropriate, either in euros or in foreign currencies or in any other unit of account established with reference to a set of currencies,

- of ordinary shares,
- and/or securities providing access immediately or eventually, at any moment or at a fixed date, to ordinary shares in the company, whether by subscription, conversion, exchange, reimbursement, presentation of a coupon or by any other way,
- and/or securities giving the right to the allocation of debt securities.

Pursuant to article L. 228-93 of Commercial Law, the securities to be issued may provide access to ordinary shares in any company that holds directly or indirectly more than half of its capital or in which it holds directly or indirectly more than half of the capital.

2) Sets at twenty-six months the term of validity of this delegation of powers, to run from the day of this AGM.

3) Decides to fix, as follows, the limits on the amounts of the issues authorised in the case where the Board of Directors makes use of this delegation of powers:

The overall nominal amount of the shares that may be issued by virtue of this delegation of powers may not be higher than € 1,450,000.

The ceiling thus set does not include the overall nominal value of the additional shares that may be issued to preserve, in accordance with the law, the rights of the holders of securities providing access to the capital. It is independent from all the ceilings stipulated by the other resolutions of this AGM.

The nominal amount of the debt securities on the company that may be issued by virtue of this delegation of powers may not be higher than € 25,000,000.

4) Should the Board of Directors make use of this delegation of powers in the framework of the issues stipulated in 1) above:

- a/ decides that the issue(s) of ordinary shares or securities providing access to the capital shall preferably be reserved for the shareholders who may subscribe on a pre-emptive basis;
- b/ decides that if the subscriptions on a pre-emptive basis and, where applicable in the case of application for excess shares, do not take up all of the issue stipulated in a/, the Board of Directors may use the following possibilities:

- limit the amount of the issue to the amount of the subscriptions provided it reaches three quarters of the issue decided upon,
- freely distribute all or part of the unsubscribed shares,
- offer to the public all or part of the unsubscribed shares.

5) Decides that the Board of Directors shall have, within the limits fixed above, the powers required in particular to set the conditions for the issue(s), where applicable, note the accomplishment of the resulting capital increases, and proceed with the corresponding modification of the articles of association, charge, on its sole initiative, the expenses relative to the capital increases to the amount of the related premiums and take from this amount the sums required to bring the legal reserve to one tenth of the new capital after each increase and, more generally, do the necessary in this matter.

6) Notes that this delegation of powers cancels the effect of any earlier delegation of powers serving the same purpose.

Ninth resolution (extraordinary) - Delegation of powers to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of

debt securities with cancellation of the preferential right to subscription and obligatory period of priority by public offering

The General Meeting, having taken cognizance of the Board of Directors' report and of the Auditors special report and in compliance with the provisions of Commercial Law and, in particular, of its article L. 225-136 :

1) Delegates to the Board of Directors its powers with a view to proceeding with the issue, in one or more times, in the proportions and at the times it deems appropriate, on the French and/or international market(s) by means of a public offering either in Euros or in foreign currencies or in any other unit of account established with reference to a set of currencies:

- of ordinary shares,
- and/or securities providing access immediately or eventually, at any moment or at a fixed date, to ordinary shares in the company, whether by subscription, conversion, exchange, reimbursement, presentation of a coupon or by any other way,
- and/or securities giving the right to the allocation of debt securities.

These shares may be issued with a view to remunerating shares contributed to the company in the framework of a public exchange offering on shares that meet the conditions fixed by article L. 225-148 of Commercial Law.

Pursuant to article L. 228-93 of Commercial Law, the securities to be issued may provide access to ordinary shares in any company that holds directly or indirectly more than half of its capital or in which it holds directly or indirectly more than half of the capital.

2) Sets at twenty-six months the term of validity of this delegation of powers, to run from the day of this AGM.

3) The nominal amount of the shares that may be issued by virtue of this delegation of powers may not be higher than € 1,450,000.

This amount is charged to the amount of the ceiling of the capital increase fixed by the tenth resolution.

The nominal amount of the debt securities on the company that may be issued by virtue of this delegation of powers may not be higher than € 25,000,000.

This amount is charged to the ceiling of the nominal amount of the debt securities provided for in the tenth resolution.

4) Decides to cancel the shareholders' preferential right to subscribe to ordinary shares and securities providing access to the capital and/or debt securities that are the subject of this resolution and to provide an obligatory period of priority for the benefit of the shareholders for the whole issue that will be implemented by the Board of Directors in accordance with the law.

5) Decides that the sum payable or that should be payable, to the company for each of the ordinary shares issued in the framework of this delegation of powers after having taken into account, in the case where warrants are issued, the issue price of said warrants, shall therefore be at least equal to the minimum required by the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.

6) Decides, in the case where shares are issued with a view to remunerating shares contributed in the framework of a public exchange offering, the Board of Directors shall have, under the conditions fixed by article L. 225-148 of Commercial Law and within the limits fixed above, the powers required to draw up the list of shares included in the exchange, fix the issue conditions, the exchange parity and, where applicable, the amount of the cash element to be paid, and determine the issue procedures.

7) Decides that if the subscriptions have not taken up all of the issue of ordinary shares or of securities providing access to the capital, the Board of Directors may use the following possibilities:

- limit the amount of the issue to the amount of the subscriptions provided it reaches three quarters of the issue decided upon,
- freely distribute all or part of the unsubscribed shares,

8) Decides that the Board of Directors shall have, within the limits fixed above, the powers required in particular to set the conditions for the issue(s), where applicable, note the accomplishment of the resulting capital increases, and proceed with the corresponding modification of the articles of association, charge, on its sole initiative, the expenses relative to the capital increases to the amount of the related premiums and take from this amount the sums required to bring the legal reserve to one tenth of the new capital after each increase and, more generally, do the necessary in this matter.

9) Notes that this delegation of powers cancels the effect of any earlier delegation of powers serving the same purpose.

Tenth resolution (extraordinary) - Delegation of powers to the Board of Directors to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription by private placing

The General Meeting, having taken cognizance of the Board of Directors' report and of the Auditors special report and in compliance with the provisions of Commercial Law and, in particular, of its article L. 225-136:

1) Delegates to the Board of Directors its powers with a view to proceeding with the issue, in one or more times, in the proportions and at the times it deems appropriate, on the French and/or international market(s) by means of an offer covered by article L. 411-2 of Monetary and Financial Law, either in Euros or in foreign currencies or in any other unit of account established with reference to a set of currencies:

- of ordinary shares,
- and/or securities providing access immediately or eventually, at any moment or at a fixed date, to ordinary shares in the company, whether by subscription, conversion, exchange, reimbursement, presentation of a coupon or by any other way,
- and/or securities giving the right to the allocation of debt securities.

Pursuant to article L. 228-93 of Commercial Law, the securities to be issued may provide access to ordinary shares in any company that holds directly or indirectly more than half of its capital or in which it holds directly or indirectly more than half of the capital.

2) Sets at twenty-six months the term of validity of this delegation of powers, to run from the day of this AGM.

3) The overall nominal amount of the shares that may be issued by virtue of this delegation of powers may not be higher than € 1,450,000, it being stated that it shall also be limited to 20% of the capital a year.

This amount is charged to the amount of the ceiling of the capital increase fixed by the ninth resolution.

The nominal amount of the debt securities on the company that may be issued by virtue of this delegation of powers may not be higher than € 25,000,000.

This amount is charged to the ceiling of the nominal amount of the debt securities provided for in the ninth resolution.

4) Decides to cancel the shareholders' preferential right to subscribe to ordinary shares and securities providing access to the capital and/or debt securities that are the subject of this resolution.

5) Decides that the sum payable or that should be payable, to the company for each of the ordinary shares issued in the framework of this delegation of powers after having taken into account, in the case where warrants are issued, the issue price of said warrants, shall therefore be at least equal to the minimum required by the legal and regulatory provisions applicable at the time the Board of Directors implements the delegation.

6) Decides that the Board of Directors shall have, within the limits fixed above, the powers required in particular to set the conditions for the issue(s), where applicable, note the accomplishment of the resulting capital increases, and proceed with the corresponding modification of the articles of association, charge, on its sole initiative, the expenses relative to the capital increases to the amount of the related premiums and take from this amount the sums required to bring the legal reserve to one tenth of the new capital after each increase and, more generally, do the necessary in this matter.

7) Notes that this delegation of powers cancels the effect of any earlier delegation of powers serving the same purpose.

Eleventh resolution (extraordinary) – Determining the procedures for setting the subscription price in the case of cancellation of the preferential right to subscription within the limit of 10% of the capital per year

The General Meeting, having taken cognizance of the Board of Directors' report and of the Auditors special report and pursuant to the provisions of article L. 225-136-1°, para. 2, of Commercial Law, authorises the Board of Directors, which decides to issue ordinary shares or securities providing access to the capital in application of the ninth and tenth resolutions, to waive, within the limit of 10% of the equity capital a year, the price fixing conditions stipulated by the above-mentioned procedures and to fix the share issue price for fungible equity securities to be issued according to the following procedures:

The issue price of fungible equity securities to be issued immediately or at a later time may not be lower, at the Board of Directors' option:

- either than the company shares' weighted average price on the day preceding the fixing of the issue price, possibly decreased by a discount from par of 15% at the most,
- or than the average of five consecutive quoted share prices chosen amongst the last thirty stock market sessions preceding the fixing of the issue price, possibly decreased by a discount from par of 10% at the most.

Twelfth resolution (extraordinary) – Authorisation to increase the amount of the issues in the case of oversubscription

For each of the issues of ordinary shares or of securities providing access to the capital decided in application of the eighth to tenth resolutions, the number of shares to be issued may be increased under the conditions stipulated by article L. 225-135-1 of Commercial Law and within the limit of the ceiling set by the AGM, when the Board of Directors notes an oversubscription.

Thirteenth resolution (extraordinary) - Delegation of powers to the Board of Directors to increase the capital, within the limit of 10%, with a view to remunerating contributions in kind of equity securities or of securities providing access to the capital

1) Authorises the Board of Directors to proceed, further to the report of the contributions auditor, with the issue of ordinary shares or securities providing access to ordinary shares with a view to remunerating contributions in kind made to the company and made up of equity capital or securities providing access to the capital when the provisions of article L. 225-148 of Commercial Law do not apply.

2) Sets at twenty-six months the term of validity of this delegation of powers, to run from the day of this AGM.

3) Decides that the overall nominal amount of the ordinary shares that could be issued by virtue of this delegation of powers may not be higher than 10% of the equity capital on the day of this AGM, this amount being independent from any other ceiling imposed in the area of delegations to increase the capital.

4) Delegates all powers to the Board of Directors, with a view to proceeding with the approval of the valuation of the contributions, to deciding the resulting capital increase, to noting accomplishment, to charging where applicable to the contribution premium all the expenses and duties generated by the capital increase, to taking from the contribution premium the sums required to bring the legal reserve to one tenth of the new capital after each increase and to proceeding with the related modification of the articles of association, and to doing the necessary in this matter.

5) Notes that this delegation of powers cancels the effect of any earlier delegation of powers serving the same purpose.

Fourteenth resolution (extraordinary) - Delegation of powers to be given to the Board of Directors to proceed with a capital increase by issuing shares reserved for PEE (corporate savings plan) subscribers in application of articles L. 3332-18 et seq. of Labour Law

The General Meeting, having taken cognizance of the Board of Directors' report and of the Auditors special report, deliberating in application of articles L. 225-129-6 and L. 225-138-1 of Commercial Law and L. 3332-18 et seq. of Labour Law:

1) Authorises the Board of Directors, if it considers it opportune, on its sole decisions, to increase the equity capital in one or more times by issuing ordinary shares for cash and, if applicable, by the free allocation of ordinary shares or of other securities giving access to the capital, reserved for the employees (and directors) of the company (and of companies linked to it in the sense of article L. 225-180 of Commercial Law) who subscribe to a corporate savings plan.

2) Cancels in favour of these people the preferential right to subscribe to the shares that may be issued by virtue of the present authorisation.

3) Fixes at twenty-six months the validity of this authorisation, to run from the date of this Meeting.

4) Limits the maximum nominal amount of the increase(s) that may be made through the utilisation of the present authorisation to 3 % of the amount of the share capital reached when the Board of Directors takes the decision to proceed with this increase, this amount being independent from any other ceiling provided for in the area of a delegation to increase the capital.

5) Decides that the price of the shares to be issued, in application of 1/ of the present delegation, may not be more than 20 % lower – or 30 % lower when the period of unavailability provided for in the plan in application of articles L. 3332-25 and L. 3332-26 of Labour Law is greater than or equal to ten years – than the average of the first share prices quoted at the time of the 20 stock-market sessions preceding the Board of Director's decision relative to the capital increase and to the corresponding issue of shares, nor may it be higher than that average.

6) Notes that this delegation of powers cancels the effect of any earlier delegation of powers serving the same purpose.

The Board of Directors may or may not implement the present authorisation, take all measures and accomplish all the necessary formalities.

Fifteenth resolution (ordinary) - Situation regarding the directors' terms of office

The General Meeting, having taken cognizance of the Board of Directors' report and noted that the term of office of the Director Mr Jacques Riba expires on this day, decides not to renew his term of office and not to proceed with his replacement.

Sixteenth resolution (ordinary) - Formalities

The General Meeting grants all powers to the bearer of a copy or of an extract of these minutes with a view to accomplishing all registration and publicity formalities required by Law.

AUDITORS' REPORT ON THE REDUCTION OF CAPITAL

Extraordinary General Meeting held on 27 May 2011
(6th resolution)

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Dear Shareholders,

In our capacity as the auditors of your company and in execution of the mission stipulated in article L.225-209 of Commercial Law in the case of a capital reduction by cancellation of shares purchased, we have drawn up this report with a view to informing you of our appreciation of the causes of and conditions for the envisaged capital reduction.

Your Board of Directors is asking you to delegate to it, for a period of 24 months as from this General Meeting, all powers to cancel, within the limit of 10% of its capital, the shares purchased by way of implementation of an authorisation given to your company to buy its own shares in the framework of the provisions of the above-mentioned article.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence leads us to examine whether the causes of and conditions for the envisaged reduction, which is not of a nature to undermine the equality of shareholders, are regular.

We do not have any remarks to make regarding the causes of and conditions for the envisaged capital reduction.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS
Didier GARRIGUES

EXCO FIDUCIAIRE DU SUD-OUEST
Christian DUBOSC

AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES PROVIDING ACCESS TO THE CAPITAL AND/OR PROVIDING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES WITH UPHOLDING OF THE PREFERENTIAL RIGHT TO SUBSCRIPTION

**Extraordinary General Meeting held on 27 May 2011
(8th resolution)**

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"
S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Ladies and Gentlemen,

In our capacity as the auditors of your company and in execution of the mission stipulated in article L. 228-92 of Commercial Law, we present to you our report on the request to delegate to the Board of Directors the powers to decide to issue ordinary shares and/or securities providing access to the capital and/or granting the right to the allocation of debt securities, with upholding of the preferential right to subscription, for the following amounts:

- *The overall nominal amount of the shares that may be issued may not be higher than € 1,450,000. The ceiling thus set does not include the overall nominal value of the additional shares that may be issued to preserve, in accordance with the law, the rights of the holders of securities providing access to the capital. It is independent from all the ceilings stipulated by the other resolutions of this AGM;*
- *The nominal amount of the debt securities on the company that may be issued may not be higher than € 25,000,000, operation on which you are asked to pronounce yourselves.*

Your Board of Directors is asking you, on the basis of its report, to delegate to it for a period of 26 months the powers to decide to issue ordinary shares and/or securities providing access to the capital and/or granting the right to the allocation of debt securities, with upholding of the preferential right to subscription. Where applicable, it is the Board's responsibility to fix the definitive issue conditions for this operation.

It is the responsibility of your Board of Directors to draw up a report in compliance with articles R. 225-113 and R. 225-114 of Commercial Law. It is our responsibility to give our opinion on the sincerity of the valuated information taken from the accounts and certain other items of information concerning the issue, given in that report.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the content of the report issued by the competent body relative to this operation and the procedures for determining the issue price of the equity capital to be issued.

Subject to the later examination of the conditions for the issue of ordinary shares and/or securities providing access to the capital and/or granting the right to the allocation of debt securities, with upholding of the preferential right to subscription that may be decided, we do not have any remarks to make on the procedures for setting the issue price of the equity securities to be issued given in the Board of Directors' report.

As the issue price of the equity securities to be issued has not been fixed, we will not express any opinion on the definitive conditions under which the issue operations may be accomplished.

Pursuant to article R. 225-116 of Commercial Law, we will draw up an additional report, if applicable, when your Board of Directors makes use of this authorisation.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS
Didier GARRIGUES

EXCO FIDUCIAIRE DU SUD-OUEST
Christian DUBOSC

AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES PROVIDING ACCESS TO THE CAPITAL AND/OR PROVIDING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES WITH CANCELLATION OF THE PREFERENTIAL RIGHT TO SUBSCRIPTION AND OBLIGATORY PERIOD OF PRIORITY BY PUBLIC OFFERING

**Extraordinary General Meeting held on 27 May 2011
(9th resolution)**

MOREREAU AUDIT SAS **EXCO FIDUCIAIRE DU SUD-OUEST**
10, rue Reyer 2, rue des Feuillants
31200 TOULOUSE 31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Ladies and Gentlemen,

In our capacity as the auditors of your company and in execution of the mission stipulated in articles L. 225-135 and L. 228-92 of Commercial Law, we present to you our report on the request to delegate to the Board of Directors the powers to decide to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription and obligatory period of priority by public offering, for the following amounts:

- *the overall nominal amount of the shares that may be issued may not be higher than € 1,450,000; this amount is charged to the amount of the capital increase ceiling set in the tenth resolution;*
- *the nominal amount of the debt securities on the company that may be issued may not be higher than € 25,000,000; this amount is charged to the ceiling of the nominal amount of the debt securities set in the tenth resolution;*

operation on which you are asked to pronounce yourselves.

Your Board of Directors is asking you, on the basis of its report, to delegate to it for a period of 26 months the powers to decide to issue, in one or more times, shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription. Where applicable, it is the Board's responsibility to fix the definitive issue conditions for this operation.

It is the responsibility of your Board of Directors to draw up a report in compliance with articles R. 225-113 and R. 225-114 of Commercial Law. It is our responsibility to give our opinion on the sincerity of the valuated information taken from the accounts, on the proposal to cancel the preferential right to subscription, and certain other items of information concerning the issue, given in that report.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the content of the report issued by the competent body relative to this operation and the procedures for determining the issue price of the equity capital to be issued.

Subject to the later examination of the conditions for the issue of ordinary shares and/or securities providing access to the capital and/or granting the right to the allocation of debt securities that may be decided, we do not have any remarks to make on the procedures for setting the issue price of the equity securities to be issued given in the Board of Directors' report.

As the issue price of the equity securities to be issued has not been fixed, we will not express any opinion on the definitive conditions under which the capital increases may be accomplished and, consequently, on the proposal to cancel the preferential right to subscription that is being made to you.

Pursuant to article R. 225-116 of Commercial Law, we will draw up an additional report, if applicable, when your Board of Directors makes use of this authorisation.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS EXCO FIDUCIAIRE DU SUD-OUEST
Didier GARRIGUES Christian DUBOSC

AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES PROVIDING ACCESS TO THE CAPITAL AND/OR PROVIDING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES WITH CANCELLATION OF THE PREFERENTIAL RIGHT TO SUBSCRIPTION BY PRIVATE PLACING

**Extraordinary General Meeting held on 27 May 2011
(10th resolution)**

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Ladies and Gentlemen,

In our capacity as the auditors of your company and in execution of the mission stipulated in articles L. 225-135 and L. 228-92 of Commercial Law, we present to you our report on the request to delegate to the Board of Directors the powers to decide to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription by private placing, for the following amounts:

- *the overall nominal amount of the shares that may be issued may not be higher than € 1,450,000, it being stipulated that it will also be limited to 20 % of the capital per year; this amount is charged to the amount of the capital increase ceiling set in the ninth resolution;*
- *the nominal value of the debt securities on the company that may be issued may not be higher than € 25,000,000; this amount is charged to the ceiling of the nominal amount of the debt securities set in the ninth resolution;*

operation on which you are asked to pronounce yourselves.

Your Board of Directors is asking you, on the basis of its report, to delegate to it for a period of 26 months the powers to decide to issue, in one or more times, securities and to waive your preferential right to subscription to the shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities. Where applicable, it is the Board's responsibility to fix the definitive issue conditions for this operation.

It is the responsibility of your Board of Directors to draw up a report in compliance with articles R. 225-113 and R. 225-114 of Commercial Law. It is our responsibility to give our opinion on the sincerity of the valuated information taken from the accounts, on the proposal to cancel the preferential right to subscription, and certain other items of information concerning the issue, given in that report.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the content of the report issued by the competent body relative to this operation and the procedures for determining the issue price of the equity capital to be issued.

Subject to the later examination of the conditions for the issue of shares and/or securities that may be decided, we do not have any remarks to make on the procedures for setting the issue price of the equity securities to be issued given in the Board of Directors' report.

As the issue price of the equity securities to be issued has not been fixed, we will not express any opinion on the definitive conditions under which the capital increases may be accomplished and, consequently, on the proposal to cancel the preferential right to subscription that is being made to you.

Pursuant to article R. 225-116 of Commercial Law, we will draw up an additional report, if applicable, when your Board of Directors makes use of this authorisation.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS
Didier GARRIGUES

EXCO FIDUCIAIRE DU SUD-OUEST
Christian DUBOSC

AUDITORS' REPORT ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES PROVIDING ACCESS TO THE CAPITAL AND/OR PROVIDING THE RIGHT TO THE ALLOCATION OF DEBT SECURITIES WITH CANCELLATION OF THE PREFERENTIAL RIGHT TO SUBSCRIPTION

Extraordinary General Meeting held on 27 May 2011
(11th resolution)

MOREREAU AUDIT SAS EXCO FIDUCIAIRE DU SUD-OUEST
10, rue Reyer 2, rue des Feuillants
31200 TOULOUSE 31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Ladies and Gentlemen,

In our capacity as the auditors of your company and in execution of the mission stipulated in articles L. 225-135 and L. 228-92 of Commercial Law, we present to you our report on the request to delegate to the Board of Directors the powers to decide to issue ordinary shares and/or securities providing access to the capital and/or providing the right to the allocation of debt securities with cancellation of the preferential right to subscription such as stipulated in the ninth and tenth resolutions, operation on which you are asked to pronounce yourselves.

The procedures for the operations are as follows:

■ 9th resolution:

- the overall nominal amount of the ordinary shares issued may not be higher than € 1,450,000; this amount is charged to the amount of the capital increase ceiling set in the tenth resolution;
- the nominal amount of the debt securities on the company that may be issued may not be higher than € 25,000,000; this amount is charged to the ceiling of the nominal amount of the debt securities set in the tenth resolution;
- period of validity of 26 months to run from 27 May 2011.

■ 10th resolution :

- the overall nominal amount of the shares that may be issued may not be higher than € 1,450,000, it being stipulated that it will also be limited to 20 % of the capital per year; this amount is charged to the amount of the capital increase ceiling set in the ninth resolution;
- the nominal value of the debt securities on the company that may be issued may not be higher than € 25,000,000; this amount is charged to the ceiling of the nominal amount of the debt securities set in the ninth resolution;
- period of validity of 26 months to run from 27 May 2011.

Pursuant to the provisions of article L. 225-136-1°, para. 2, of Commercial Law, the Board of Directors reserves the right to waive, within the limit of 10% of the equity capital a year, the

price fixing conditions stipulated by the ninth and tenth resolutions and to fix the issue price of the equity securities to be issued according to the following procedures: the issue price for fungible equity securities to be issued immediately or at a later time may not be lower than, at the Board of Directors' option:

- either the company shares' weighted average price on the day preceding the fixing of the issue price, possibly decreased by a discount from par of 15% at the most,
- or the average of five consecutive quoted share prices chosen amongst the last thirty stock market sessions preceding the fixing of the issue price, possibly decreased by a discount from par of 10% at the most.

It is the responsibility of your Board of Directors to draw up a report in compliance with articles R. 225-113 and R. 225-114 of Commercial Law. It is our responsibility to give our opinion on the sincerity of the valuated information taken from the accounts, on the proposal to cancel the preferential right to subscription, and certain other items of information concerning the issue, given in that report.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the content of the report issued by the competent body relative to this operation and the procedures for determining the issue price of the equity capital to be issued.

Subject to the later examination of the conditions for the issue of shares and/or securities providing access to the capital and/or granting the right to the allocation of debt securities that may be decided, we do not have any remarks to make on the procedures for setting the issue price of the equity securities to be issued given in the Board of Directors' report.

As the issue price of the equity securities to be issued has not been fixed, we will not express any opinion on the definitive conditions under which the capital increases may be accomplished and, consequently, on the proposal to cancel the preferential right to subscription that is being made to you.

Pursuant to article R. 225-116 of Commercial Law, we will draw up an additional report, if applicable, when your Board of Directors makes use of this authorisation.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS EXCO FIDUCIAIRE DU SUD-OUEST
Didier GARRIGUES Christian DUBOSC

**AUDITORS' REPORT ON THE INCREASE OF CAPITAL,
WITHIN THE LIMIT OF 10%, WITH A VIEW TO
REMUNERATING CONTRIBUTIONS IN KIND OF
EQUITY SECURITIES OR OF SECURITIES PROVIDING
ACCESS TO THE CAPITAL**

**Extraordinary General Meeting held on 27 May 2011
(13th resolution)**

MOREREAU AUDIT SAS **EXCO FIDUCIAIRE DU SUD-OUEST**
10, rue Rayer 2, rue des Feuillants
31200 TOULOUSE 31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Ladies and Gentlemen,

In our capacity as the auditors of your company and in execution of the mission stipulated in articles L. 225-135 and L. 228-92 of Commercial Law, we present to you our report on the request to delegate to the Board of Directors the powers to decide to issue, further to the report of the contributions auditor, ordinary shares or securities providing access to ordinary shares with a view to remunerating contributions in kind made to the company and made up of equity capital or securities providing access to the capital when the provisions of article L. 225-148 of Commercial Law do not apply. The overall nominal amount of the ordinary shares that could be issued by virtue of this delegation of powers may not be higher than 10% of the equity capital on the day of this AGM, this amount being independent from any other ceiling imposed in the area of delegations to increase the capital, operation on which you are asked to pronounce yourselves.

Your Board of Directors requests, on the basis of its report, that you delegate to it for a period of 26 months, all powers with a view to proceeding with the approval of the valuation of the contributions, to deciding the resulting capital increase, to noting accomplishment, to charging where applicable to the contribution premium all the expenses and duties generated by the capital increase, to taking from the contribution premium the sums required to bring the legal reserve to one tenth of the new capital after each increase and to proceeding with the related modification of the articles of association, and to doing the necessary in this matter.

It is the responsibility of your Board of Directors to draw up a report in compliance with articles R. 225-113 and R. 225-114 of Commercial Law. It is our responsibility to give our opinion on the sincerity of the valued information taken from the accounts, and certain other items of information concerning the issue, given in that report.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the content of the report issued by the competent body relative to this operation and the procedures for determining the issue price of the equity capital to be issued.

Subject to the later examination of the conditions for the issue of shares and/or securities providing access to the capital that may be decided, we do not have any remarks to make on the procedures for setting the issue price of the equity securities to be issued given in the Board of Directors' report.

As the issue price of the equity securities to be issued has not been fixed, we will not express any opinion on the definitive conditions under which the capital increases may be accomplished.

Pursuant to article R. 225-116 of Commercial Law, we will draw up an additional report, if applicable, when your Board of Directors makes use of this authorisation.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS EXCO FIDUCIAIRE DU SUD-OUEST
Didier GARRIGUES Christian DUBOSC

AUDITORS' REPORT ON THE INCREASE OF CAPITAL BY ISSUING SHARES RESERVED FOR PEE (CORPORATE SAVINGS PLAN) SUBSCRIBERS

Extraordinary General Meeting held on 27 May 2011
(14th resolution)

MOREREAU AUDIT SAS
10, rue Reyer
31200 TOULOUSE

EXCO FIDUCIAIRE DU SUD-OUEST
2, rue des Feuillants
31076 TOULOUSE CEDEX 3

Auditors

Members of the "Compagnie Régionale de Toulouse"

S.A. SOGECLAIR
7, avenue Albert Durand
31700 BLAGNAC

Ladies and Gentlemen,

In our capacity as the auditors of your company and in execution of the mission stipulated in articles L. 225-135 et seq. of Commercial Law, we present to you our report on the request to delegate to the Board of Directors the powers to decide to make a capital increase, in one or more times, by issuing ordinary shares for cash and, if applicable, by the free allocation of ordinary shares or of other securities giving access to the capital, with cancellation of the preferential right to subscription, reserved for the employees (and directors) of the company (and of companies linked to it in the sense of article L. 225-180 of Commercial Law), operation on which you are asked to pronounce yourselves.

This capital increase is subject to your approval in application of articles L. 225-129-6 and L.225-138-1 of Commercial Law and L. 3332-18 et seq. of Labour Law.

Your Board of Directors requests, on the basis of its report, that you delegate to it for a period of 26 months, the power to decide to make one or more capital increases and that you should waive your preferential right to subscription to the equity securities to be issued. Where applicable, it is the Board's responsibility to fix the definitive issue conditions for this operation.

It is stated that:

- the maximum nominal amount of the increase(s) that may be made through the utilisation of the present authorisation is limited to 3 % of the amount of the share capital reached when the Board of Directors takes the decision to proceed with this increase, this amount being independent from any other ceiling provided for in the area of a delegation to increase the capital
- the price of the shares to be issued may not be more than 20 % lower – or 30 % lower when the period of unavailability provided for in the plan in application of articles L. 3332-25 and L. 3332-26 of Labour Law is greater than or equal to ten years – than the average of the first share prices quoted at the time of the 20 stockmarket sessions preceding the Board of Director's decision relative to the capital increase and to the corresponding issue of shares, nor may it be higher than that average.

It is the responsibility of your Board of Directors to draw up a report in compliance with articles R. 225-113 and R. 225-114 of Commercial Law. It is our responsibility to give our opinion on the sincerity of the valuated information taken from the accounts, on the proposal to cancel the preferential right to subscription, and certain other items of information concerning the issue, given in that report.

We have exercised all the due diligence that we considered necessary with respect to the professional standards of the "Compagnie nationale des commissaires aux comptes" (National Company of Auditors) relative to this mission. This due diligence consisted of verifying the content of the Board of Directors' report relative to this operation and the procedures for determining the issue price of the equity capital to be issued.

Subject to the later examination of the conditions for the capital increases that may be decided, we do not have any remarks to make on the procedures for setting the issue price of the equity securities to be issued given in the Board of Directors' report.

As the issue price of the equity securities to be issued has not been fixed, we will not express any opinion on the definitive conditions under which the capital increases may be accomplished or, consequently, on the proposal to cancel the preferential right to subscription that is being made to you.

Pursuant to article R. 225-116 of Commercial Law, we will draw up an additional report, if applicable, when your Board of Directors makes use of this authorisation.

Toulouse, 21 April 2011

The Auditors,

MOREREAU AUDIT SAS EXCO FIDUCIAIRE DU SUD-OUEST
Didier GARRIGUES Christian DUBOSC

28 Other documents

The following documents are included in the reference document so that they can benefit from the separate publication exemptions provided for by the general regulations of the AMF.

28.1. Information published or made public over the last twelve months

This information is given in Chapter 20.5, page 48 of this reference document.

28.2. Annual financial report

28.2.1. Annual accounts

The annual accounts for the year ending 31 December 2010 are given in chapter 20.3.3, page 36 of this reference document.

28.2.2. Consolidated accounts

The consolidated accounts for the year ending 31 December 2010 are given in chapter 20.3.1, page 21 of this reference document.

28.2.3. Management report relative to article 222-3-3° of the general regulations of the AMF

1. Objective and exhaustive analysis of the business trends, result and financial situation of the company and those of the group that it consolidates, as well as a description of the main risks and uncertainties.

This information is given in Chapter 26, page 53 of this reference document.

2. Information likely to have an impact in the event of a public offering.

This information is given in Chapter 8 page 69 of this reference document.

3. Information relative to the accomplishment of the share buy-back programme during the financial year.

This information is given in Chapter 26, page 75 of this reference document.

4. Declaration of the physical persons who assume responsibility for the annual financial report.

This information is given in Chapter 1, page 4 of this reference document.

28.2.4. Reports of the auditors on the consolidated and annual accounts

This information is given in Chapter 20, pages 43 and 44 of this reference document.

28.3. Table of the fees paid by the group to the auditors and to the members of their networks

	Cabinet Morereau Audit				Cabinet Robert Morereau				EXCO Fiduciaire du Sud Ouest				Cabinet Rosenkrantz			
	Amount (ex VAT)		%		Amount (ex VAT)		%		Amount (ex VAT)		%		Amount (ex VAT)		%	
	N	N-1	N	N-1	N	N-1	N	N-1	N	N-1	N	N-1	N	N-1	N	N-1
Audit																
* Auditors, certification, examination of the individual and consolidated accounts																
- Issuer	15,300	15,300	100%	100%					15,300	15,300	29.7%	29.0%				
- Fully integrated subsidiaries					29,250	38,700	100%	100%	36,200	37,375	70.3%	71.0%	31,950	35,250	100%	100%
* Other duties and services directly linked to the auditor's mission																
- Issuer																
- Fully integrated subsidiaries																
Sub-total	15,300	15,300			29,250	38,700			51,500	52,675			31,950	35,250		
Other services rendered by the networks to the fully integrated subsidiaries																
* Legal, fiscal, social																
* Other (to be detailed if > 10% of audit fees)																
Sub-total																
Total	15,300	15,300			29,250	38,700			51,500	52,675			31,950	35,250		

Useful address

• Aerospace Division

- **SOGELAIR AEROSPACE SAS**
7, avenue Albert Durand
31703 BLAGNAC Cedex - France
- **SOGELAIR AEROSPACE GmbH**
Georg Heyken Strasse, 4
21147 - HAMBOURG - Germany
- **SOGELAIR AEROSPACE SA**
C/ Francisco Santillan 2B
Edificio Mezquitas
Poligono Ind. San Marcos
28906 GETAFE (Madrid) - Spain
- **SOGELAIR AEROSPACE Ltd**
Unit 18, Apex Court
Woodlands Bradley Stoke
Bristol BS32 4JT - United Kingdom
- **SOGELAIR AEROSPACE SARL**
Route de Raoud km 3,5
2088 ARIANA - Tunisia
- **AVIACOMP SAS**
ZI de la Saudrune
2, rue Saint Exupéry
31140 LAUNAGUET - France
- **S2E Consulting SAS**
7, avenue Albert Durand
31703 BLAGNAC Cedex - France

• Vehicle Division

- **SERA INGENIERIE SAS**
12, avenue du Québec - Bât. Hibiscus
BP 30357 Villebon-sur-Yvette
91958 COURTABOEUF - France

• Simulation Division

- **OKTAL SA**
2, rue Boudeville
31100 TOULOUSE - France
- **OKTAL SYNTHETIC ENVIRONMENT SAS**
11, avenue du Lac
31320 VIGOULET - France