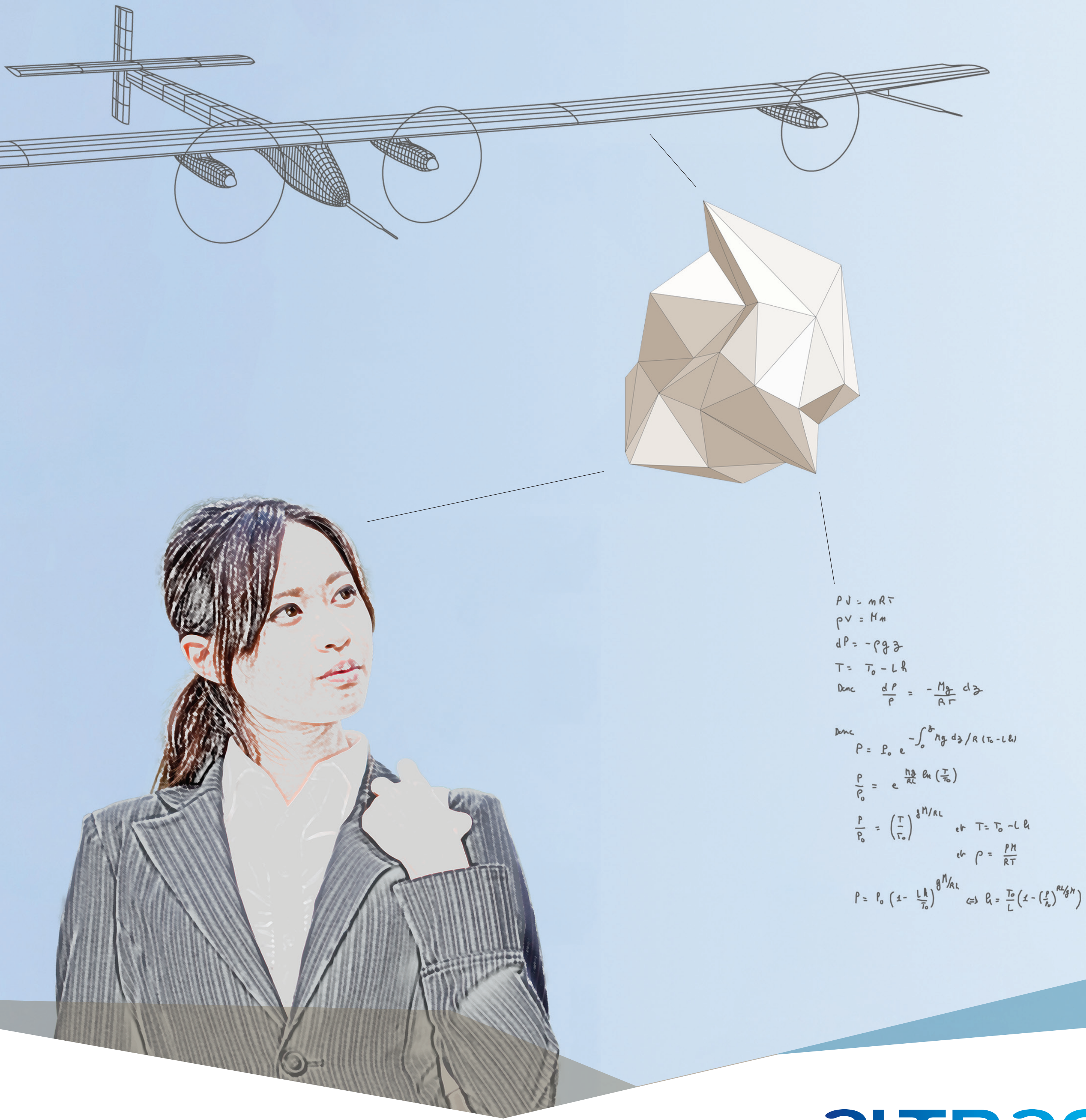
Registration document

Including the annual financial report

2011



altran

summary

2011 Registration Document

2011 Registration Document including the Annual Financial Report filed with the AMF on 23 April 2012

This document is a free translation of the original French text. In case of discrepancies, the French version shall prevail.

«This 2011 Registration Document was filed with the French financial markets authority (AMF) on 23 April 2012 in accordance with Article 212-13 of the AMF General Regulations. This document may be used to support a financial transaction if accompanied by a prospectus approved by the AMF. This document was prepared by the issuer and engages the responsibility of its signatories».

The present registration document is available on the AMF website (www.amf-france.org) and on the issuer's website (www.altran.com)

1 Persons responsible

Statement by the person responsible for the 2011 registration document

I declare that, after taking all reasonable measures for this purpose, the information contained in the present registration document is, to the best of my knowledge, in accordance with the facts and makes no omission likely to give a false representation.

I declare that, to the best of my knowledge, the financial statements were prepared according to generally accepted accounting principles and give a true and fair view of the assets and liabilities, the financial position and the earnings of the Company and all entities in its scope of consolidation, and that the management report (cf. Section 9) presents a faithful summary of the businesses, earnings and financial position, as well as a description of the main risks and uncertainties of the Company and all entities in its scope of consolidation.

I have obtained a completion letter from the statutory auditors stating that they have audited the information relating to the financial position and the financial statements presented in this registration document and in the document as a whole. This completion letter contains no observations.

The statutory auditors' report on the consolidated financial statements for the fiscal year ended 31 December 2011 is given in appendix 3 of this registration document. This report is based on an unqualified opinion and contains an observation on the accounting treatment and presentation of the disposal of Arthur D. Little. The statutory auditors' report on the Company financial statements for the fiscal year ended 31 December 2011 is given in appendix 3 of this registration document and contains no qualifications or observations.

The statutory auditors have issued reports on the historical financial information referred to in this document. The statutory auditors' reports on the consolidated and Company financial statements for fiscal years ended 31 December 2009 and 31 December 2010 are given in appendix 3 of the 2009 and 2010 registration documents filed respectively with the AMF on 12 April 2010 and 20 April 2011 under numbers D.10-0245 and D.11-0343. These statutory auditors' reports are based on an unqualified opinion and contain no observations, with the exception of the report on the consolidated financial statements for the fiscal year ended 31 December 2009 which contains an observation on the application of the new IFRS standards, namely revised IAS 1 « Presentation of financial statements » and IFRS 8 « Operating segments ».

Mr Philippe SALLE,
Chairman and Chief Executive

Person responsible for financial information

Mr Olivier ALDRIN
Senior Vice-President and CFO
Tel: 33 (0)1 46 17 49 69
Email: comfi@altran.com

2 Statutory auditors

Statutory auditors

The permanent statutory auditors are members of the Versailles Regional Statutory Auditors Commission (Compagnie Régionale de Versailles).

Mazars
Represented by Messrs Guy Isimat-Mirin and Jérôme de Pastors until 10 June 2011 and thereafter by Mr Jérôme de Pastors

Tour Exaltis – 61 rue Henri-Regnault

92075 La Défense Cedex

First appointed: 29 June 2005

Mandate expires: At the 2014 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2013.

Deloitte & Associés
Represented by Mr Henri Lejetté until 10 June 2011 and thereafter by Mr Philippe Battisti

185 avenue Charles-De-Gaulle

92524 Neuilly-sur-Seine Cedex

First appointed: 28 June 2004

Mandate expires: At the 2016 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2015.

Substitute statutory auditors

The substitute auditors are members of the Versailles Regional Statutory Auditors Commission (Compagnie Régionale de Versailles).

Mr Jean-Louis Lebrun
Tour Exaltis – 61 rue Henri-Regnault
92075 La Défense Cedex

First appointed: 29 June 2005

Mandate expires: At the 2014 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2013.

BEAS
7-9 Villa Houssay
92524 Neuilly-sur-Seine Cedex

First appointed: 28 June 2004

Mandate expires: At the 2016 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2015.

3 Selected financial information

Sharp improvement in operating margin

Following the sale of the Arthur D. Little group on 30 December 2011 and in accordance with IFRS 5, ADL's results and the impact of its disposal are booked under "Income on discontinued operations" in Altran's 2010 and 2011 consolidated income statements.

- ***Operating profit on ordinary activities of €113.1m, (8.0% of 2011 sales, vs. 5.5% in 2010).***
- ***Free cash flow equivalent to 4.0% of sales, vs. 0.8% in 2010.***
- ***Financial structure strengthened with leverage[1] at 1.24, vs. 2.09 in 2010.***

According to Philippe Salle, Chairman and Chief Executive of the Altran Group, "*2011 results are particularly encouraging since they reflect a sharp improvement in operating margin to 9.2% in the 2nd half. In the space of 6 months, Altran has refocused its business, partially reorganised its management and is now concentrating on 2 solutions and 4 sectors, in accordance with the 2015 strategic plan. As such, the Group reported strong growth in free cash flow in 2011, equivalent to 4% of full-year sales, 3 years ahead of schedule. As global leader in Innovation and High-Tech Engineering Consulting, the Group is looking to forge some 20 strategic partnerships with major clients and step up external growth, if possible as of 2012. While we are maintaining a relatively cautious stance in view of the current economic environment, buoyant business at the beginning of the year makes us confident for 2012.*"

2011 Results

Altran's accounts for fiscal year ended 31 December 2011 were approved by the Board of Directors on 8 March 2012.

In accordance with the AMF recommendation of 5 February 2010, we inform that the consolidated accounts have been audited and the certification report is being prepared.

(€m)	2010	H1 2011	H2 2011	2011
Sales	1,324.4	712.9	706.6	1,419.5
Operating income on ordinary activities	**72.6**	**48.4**	**64.7**	**113.1**
As % of sales	*5.5%*	*6.8%*	*9.2%*	*8.0%*
Other non-recurring operating income and expenses	(21.6)	(8.0)	(39.4)	(47.3)
Goodwill impairment losses	(14.7)	0.0	(15.0)	(15.0)
Operating income	**36.3**	**40.5**	**10.3**	**50.8**
As % of sales	*2.7%*	*5.7%*	*1.5%*	*3.6%*
Cost of net financial debt	(24.4)	(12.5)	(11.7)	(24.2)
Other financial income and expenses	(3.6)	(6.5)	2.9	(3.6)
Tax income/(charges)	(15.4)	(12.1)	(5.4)	(17.6)
Net income before discontinued operations	**(7.0)**	**9.3**	**(3.9)**	**5.4**
Net income on discontinued operations	(18.7)	(37.0)	(13.6)	(50.5)
Net income	**(25.7)**	**(27.7)**	**(17.5)**	**(45.2)**
Minority interests	(0.3)	0.0	(0.4)	(0.3)
NET INCOME ATTRIBUTABLE TO THE GROUP	**(26.0)**	**(27.7)**	**(17.8)**	**(45.5)**

1 Net debt/EBITDA.

2011 **revenues** rose 7.2% to €1419.5m, implying economic growth[1] of 8.1% on 2010 levels.

Operating income on ordinary activities came out at €113.1m (equivalent to 8% of sales), up 56% on 2010 levels (€72.6m and 5.5% respectively) and reflecting a sharp increase in operating margin to 9.2% in H2 2011.

This increase in operating income on ordinary activities stemmed from:

- Sales growth
- An increase in the gross margin from 27.3% to 28.7% thanks notably to an improvement of around 1 point in the inter-contract rate
- Tight management of indirect costs (equivalent to 20.7% of 2011 sales, versus 21.8% in 2010).

In addition, the restructuring of the Group's activity-portfolio and rationalisation of the cost base in 2011 incurred non-recurring costs of €62.3m of which:

- €27m on asset disposals, notably the sale of Hilson Moran UK and the Group's activities in Brazil
- €21m in restructuring and rationalisation costs
- €15m corresponding to amortisation of goodwill on non-core activities.

Consolidated **Operating Income** rose 40% from €36.3m in 2010 to €50.8m.

Financial expenses remained stable on year-earlier levels at -€27.8m. This sum includes 1/ amortisation of €5.5m arising from the booking, in accordance with IFRS, of the €132m convertible bond issued by the Group in 2009, and 2/ a €6m charge linked to an interest rate hedge which expired at end-2011.

Net income of ongoing operations came out at €5.4m versus a loss of -€7m in 2010.

The operating result of ADL and the financial impact of the company's end-2011 disposal represent a net accounting charge of -€50.5m, versus a global charge of -€18.7m in 2010.

Factoring in all of these elements, Net Income Attributable to the Group is negative to the tune of €45.5m in 2011, versus -€26.0 m in 2010.

Net debt and Leverage

The Group also strengthened its financial structure in 2011.

Thanks to the improvement in operating income on ordinary activities and a reduction in DSO levels (from 87.7 days at end-2010 to 85.9 days at end-2011), Altran generated Free Cash Flow of €56.3m, equivalent to 4.0% of 2011 sales, versus €11.1m (0.8% of sales) in 2010.

In 2011, this Free Cash Flow was notably used to cover non-recurring outflows totalling €33.4m resulting in an improvement in the Group's net financial debt load, which narrowed to €169.8m at end-2011 from €180.4m at end-2010.

As such, Group gearing[2] narrowed sharply to 1.24 in 2011 from 2.09 at end-2010.

Outlook

Altran is attentive to world economic trends in a still uncertain environment. Nevertheless, given the current market backdrop coupled with the Group's strong performances since the beginning of the year, management expects to see profitable growth in 2012 in line with objectives fixed in the strategic plan.

1 *Economic growth = like-for-like growth excluding forex impact and the change in the number of working days.*

2 *Net debt/EBITDA.*

4 Risks

Altran reviewed the main downside risks that could impair the Group's revenue, financial position and earnings. These risks are outlined below.

4.1 Risks specific to Altran's activity

Risks linked to R&D and IT-Systems Consulting markets

Altran's customers are mainly large European private and public accounts. The Group does not disclose the identity of its clients since this is considered strategic information.

Comparative trends in revenue contributions (as a percentage of consolidated turnover) of the Group's main clients since 2008 are given in the table below.

	2008	2009	2010	2011
Top five clients	16.0%	19.7%	20.4%	22.4%
Top ten clients	23.2%	28.1%	29.1%	30.7%
Top fifty clients	43.8%	53.4%	55.9%	61.0%

Moreover, according to the Group, its broad client-base and segmented offering (both in terms of region and sector) serve to limit the impact of a decline in business in any given country, market or with regards any given client.

The consulting markets, notably for Technology and R&D, as well as Organisation and IT-Systems, are nevertheless subject to rapid change, due mainly to technological innovation, changing trends in customer demand, the increasing globalisation of major players, changes in invoicing methods and contractual commitments. As a result, the Group's performance depends on its ability to adapt to constant changes in the sector, master technological tools and provide services tailored to meet its clients' needs.

In addition, Technology and R&D consulting, the Group's main market, is sensitive to economic trends. While growth rates in most markets are pegged to GDP levels in a given geographical zone, the engineering market is, above all, exposed to production trends in industrial sectors where declines during periods of severe economic slowdown can be sharper than for GDP.

The Consulting markets for Technology and R&D as well as for IT Systems have seen a significant change in the kinds of contracts signed over the last five years with major clients, notably those implementing rigorous procurement policies to reduce the number of partners and service providers. This shift in strategy has given rise to opportunities for companies capable of developing a global offering at the international level. As such, in 2011, Altran succeeded in strengthening its positions with numerous clients. Conversely, however, the impact of losing a contract giving approved-supplier status with a major customer could be more damaging and longer-lasting than for the types of contracts used in the past.

Moreover, in the still-fragmented, Technology and R&D Consulting segment there is a move towards consolidation. Rivals with greater financial, commercial, technical and human resources than the Group could forge long-term strategic or contractual relationships with Altran's existing or potential customers on markets where the Group operates or is looking to expand. Keener competition or a sharp deterioration in the outlook for Altran's markets, therefore, could have an impact on the Group's market share and growth prospects.

Risk of bad and doubtful debt

Since the risk of bad and doubtful debt has always been limited for Altran, the level of provisions booked by the Group is not significant. Bills are generally prepared once the client has agreed to the terms of the contract. At the Group level, a uniform system has been set up to monitor client payments and chase up all bills that are not paid on time. The risk of bad and doubtful debt is limited by two factors: firstly, the profile of Altran's clientele which is made up of major reputed groups, and secondly, the size of the customer-base, which enables the Group to spread risk.

However, one cannot rule out the possibility that the current recession could weaken the financial position of some of the Group's clients, which would, therefore, heighten the risk of non-payment.

Risks linked to responsibility vis-à-vis clients and contract termination

Relationships with clients, primarily in the case of time and material services may be materialized by orders issued for a limited time period. As is often the case for time and material services, these orders do not necessarily stipulate renewal conditions, and may permit termination at short-notice. For the Group, therefore, this can be an element of uncertainty which could affect its revenues, financial situation and growth prospects.

Furthermore, the vast majority of services provided by Altran's subsidiaries are billed on a time-spent, flat-rate basis. The Group's companies are, therefore, only contractually bound by a best-endeavour obligation.

For fixed-rate contracts containing a "performance" clause, revenue-recognition accounting principles require a risk-upon-completion assessment. Margin recognition is only carried out once it has been established that there is no risk of margins being jeopardized.

Since end-2010, offers and contracts involving a certain degree of risk, both at the quantitative level (in terms of sales) and the qualitative level (in terms of commitments or specific constraints) are reviewed weekly by the Project Approval Committee (PAC). The committee, which is made up of representatives of the financial, legal and technical directions, as well as the executive directors concerned by the cases presented, acts on behalf of the Executive Committee.

Further details concerning fixed-price contracts are given in note 6.2 "Sales" of section 20.3.1. "Consolidated Financial Statements" in the present registration document.

Risks linked to staff management

In the Innovation, Technology and IT-Services Consulting sectors, the workforce is made up almost exclusively of highly qualified engineers, who are much sought after on the job market in their specialist fields. Altran's growth potential depends largely on its ability to attract, motivate and/or retain highly qualified consultants with the requisite skills and experience, and to adapt its resources to meet client demand.

The Group is, therefore, particularly exposed to the risk of losing its consultants to competitors or to clients once a mission has been completed.

Altran is especially attentive to recruitment and training, as well as the development of its collaborators' careers. In order to optimise Human Resource management, since 2009, the Group has progressively implemented an integrated software programme for the management of recruitment, in-house mobility and job planning; an application designed to provide access to a central database and to harmonise group procedures.

Trends in the consultant turnover rate, which rose from 24.9% in 2010 to 25.8% in 2011, on a like-for-like basis, can be influenced by changes in the economic environment. However, there is no guarantee concerning future trends in this respect, or the Group's ability to retain the qualified consultants needed to ensure future growth.

In addition, there is always a risk that the Group would not be able to pass on (either immediately or further out) any wage increases it may have to grant, notably resulting from major changes in the labour law or from tighter employment-market conditions in its main sectors or regional markets.

The November 2011 elections for the employee representative bodies, including the Central Works Council, the Works Councils and staff delegates at Altran Technologies and Altran CIS removed the risks involved had these mandates not been extended.

Risks linked to the Group's cost cutting programme

Within the context of Altran's strategic plan, management is particularly set on reducing indirect costs.

Overhead costs as a percentage of sales narrowed from 21.8% in 2010 to 20.7% in 2011. Although management intends to pursue the reduction of indirect costs as a percentage of sales in 2012, it cannot guarantee the success of this strategy given the uncertain economic environment.

Risks associated with insurance cover of Group activities

Altran has taken out an insurance cover against those major risks (detailed below) run by its businesses that can be covered, subject to the exclusion clauses, guarantee limits and deductibles usually imposed by the insurance companies operating on this market.

Subject to standard market exclusions, the Group believes that its current insurance cover is reasonable, because the level of deductibles is consistent with the incidence of claims. Altran cannot, however, guarantee that all third party claims made or losses incurred are, or will be, covered by its insurance, nor that its current insurance policies will always be sufficient to cover the cost and damages arising from third party claims. In the case of claims or losses that are not covered by the insurance policies or significantly exceed the insurance cover limit, or in the event of a major reimbursement by the insurer, any resulting costs and damages could affect the Group's financial position.

Altran Technologies' insurance policies are underwritten by top ranking companies, consistent with the Group's businesses and in line with market conditions. The Group does not divulge the overall cost of the risk insurance management strategy since this information is confidential.

Civil liability

1. Professional liability, product liability and general third party liability insurance: the master policy, negotiated by Altran Technologies for all Group subsidiaries, provides the insured entities public general liability and professional indemnity coverage against bodily injury, property damage and financial loss caused to third parties in the course of their business.
2. Aviation/aerospace insurance: this programme covers Altran Technologies and its subsidiaries operating in the aeronautics and aerospace sectors having specifically requested insurance cover. This policy covers against financial loss resulting from 1/ civil liability as regards products and intellectual services in all engineering sciences related to the Group's aeronautic and aerospace activities, and 2/ flight grounding in the case of the Group's aeronautics activities.
3. In addition, specific insurance policies can be underwritten to cover certain contracts, such as decennial liability insurance policies.

Car fleet insurance

The use of motor vehicles by employees for business purposes is covered by the company's local policies which provide standard market cover.

Office insurance

The Group's multi-risk office insurance policies cover losses arising from damage to goods, furniture and fixtures, and the insured parties against fire, theft, water damage, machinery breakdown and etc.

Welfare, complementary health and personal assistance insurance

Altran Technologies' employees benefit from standard market cover including welfare insurance, complementary health insurance and personal assistance insurance when travelling abroad on business, in line with market standards.

In addition, specific insurance policies can be underwritten to cover certain fixed-time contracts.

4.2 Liquidity risk and management of convertible bond-related debt

Medium-term credit

At end-2011, Altran's net financial debt stood at €194.9m, down €8.5m on end-2010 levels.

The financial ratios at 31 December 2011 pertaining to the Group's medium-term credit lines are given in the table below:

	31/12/2011	31/12/2010
Net debt/equity as defined in the credit agreement	0.42	0.41
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	1.24	2.09

Note that 1/ the EBITDA used to calculate these covenants is the 12-month moving average before employee profit-sharing and staff costs relative to payment in shares (€137.8m) and that 2/ net financial debt excludes employee profit-sharing and accrued interest on bond-related debt (€171.2m).

The revised covenants pertaining to the Group's medium-term credit lines, as determined by the agreement signed on 9 November 2009 with the Group's bankers, are as follows:

	Net financial debt/EBITDA	Net financial debt/equity
31/12/2009	<4.5	<1.0
30/06/2010	<5.5	<1.0
31/12/2010	<4.0	<1.0
30/06/2011	<3.75	<1.0
31/12/2011	<3.0	<1.0
30/06/2012	<2.5	<1.0
31/12/2012 to 31/12/2013	<2.0	<1.0

The margins applicable to the medium-term credit lines are as follows:

- Financial gearing >= 3.5 : margin of 225 bps
- 3.5 < Financial gearing < 2.0 : margin of 190 bps
- Financial gearing <= 2.0 : margin of 90 bps

The amortisation schedule for the Group's medium-term credit lines is given in the table below:

(€m)	Dec. 2008	June 2009	Dec. 2009	June 2010	Dec. 2010	June 2011	Dec. 2011	June 2012	Dec. 2012	June 2013	Dec. 2013
Part A revolving credit	26.0	23.1	20.2	17.3	14.4	11.6	8.7	5.8	2.9	0.0	0.0
Part B revolving credit	124.0	111.6	99.2	86.8	74.4	62.0	49.6	37.2	24.8	12.4	0.0
Subtotal	150.0	134.7	119.4	104.1	88.8	73.6	58.3	43.0	27.7	12.4	0.0
Renegotiated credit line with CADIF	5.0	5.0	4.4	3.8	3.2	2.6	2.0	1.4	0.8	0.2	0.0
TOTAL	155.0	139.7	123.8	107.9	92.0	76.2	60.3	44.4	28.5	12.6	0.0

This credit agreement contains several clauses pertaining to financial ratio thresholds, allocation of cash flow and limitations on acquisitions, in particular:

- One third of net consolidated cash flow over €15 million generated by the Group must be allocated to pay down debt (excluding any future market operation);
- Acquisitions are limited to a total annual investment of €50m, unless the Group obtains special permission from a majority of its lending banks.

At end-2011, Altran respected all of its banking covenant obligations. Nevertheless, given continued uncertainties in the economic environment, it is possible that the Group may not be able to respect all of these ratios. If the company failed to honour any one of these ratios, it would have to renegotiate the conditions, terms and borrowing costs with its banks. Management is unable to assess the possible impact of such an eventuality.

Information relative to the repayment schedule of gross financial debt is given in note 5.11 of the appendix to the consolidated financial statements.

Management has made a specific review of the liquidity risk and believes that the company will be able to respect its debt repayments at maturity.

Factoring lines

In addition, the Group has factoring lines of credit amounting to €291.5m (of which €188m drawn down) which are free of any long-term commitment and are automatically renewed.

Convertible bond (OCEANE)

On 18 November 2009, the Group issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue will allow Altran to meet its overall funding requirements, diversify its borrowing sources, extend average debt maturity and, if necessary, build up equity in the event of bond conversion.

Cash management

Altran has set up a centralised cash-management system to reduce liquidity risk.

This mechanism regulates the use of cash flows at subsidiary and Group levels and is essentially based on two main principles, namely:

- All subsidiary cash surpluses are invested exclusively in Altran's centralised cash-management subsidiary GMTS (Global Management Treasury Services), a company incorporated in France.
- GMTS invests these cash surpluses in money market instruments with sensitivity and volatility rates of less than 1% per annum.

According to management, Altran now has the financial resources to guarantee its development.

Liquidity risk management is ensured at Group level by the Group's financial management team.

4.3 Interest rate risk

At end 2011, the bulk of Altran's net debt €194,9m concerned the €132m convertible bond at a fixed rate of 6.72% and redeemable on 1 January 2015. The impact of interest rate swings is therefore not significant, with the exception of the hedging positions detailed below:

The repayment schedule of the Group's bank debt and financial liabilities is given in the table below:

(€m)	< 1 yr	1-5 yrs	> 5 yrs
Financial liabilities	(240)	(142)	
Financial assets	187	–	–
Net position before hedging	(53)	(142)	
Interest rate hedge	200	50	–

By the credit agreement signed in July 2008, the Group is bound to set up an interest-rate hedging strategy to cover at least 50% of its total revolving credit commitments for a minimum period of three years. The company thus set up a €200m swap for 3 years, maturing on 2 January 2012.

At 31 December 2011, the main characteristics of the Group's hedging contracts were as follows:

	Start Date	Maturity Date	Type	Fixed rate	Nominal	Initial rate	Currency
Sociéte Générale	02/01/2009	02/01/2012	Swap	4.2925%	50,000,000	EURIBOR3M	EUR
BNP Paribas	02/01/2009	02/01/2012	Swap	4.3050%	50,000,000	EURIBOR3M	EUR
Crédit Agricole	02/01/2009	02/01/2012	Swap	4.2900%	50,000,000	EURIBOR3M	EUR
NATIXIS	02/01/2009	02/01/2012	Swap	4.2700%	50,000,000	EURIBOR3M	EUR
BNP Paribas	02/01/2012	02/01/2013	Market	2.0000%	25,000,000	EURIBOR3M	EUR
Sociéte Générale	02/01/2012	02/01/2014	TUNNEL CAP	1.5000%	25,000,000	EURIBOR3M	EUR
Sociéte Générale	02/01/2012	02/01/2014	TUNNEL FLOOR	0.5000%	25,000,000	EURIBOR3M	EUR

Interest-risk management is ensured by the Group's financial management team.

4.4 Exchange rate risk

Most of the Group's assets denominated in foreign currencies involve investments in non-eurozone countries (mainly the US, the UK, Sweden and Switzerland).

At end-2011, the Group had contracted no financial debt in foreign currencies.

Commitments in currencies whose degree of sensitivity is calculated in the table below concern intra-group loans.

◆ *Commitments denominated in foreign currencies at 31 December 2011*

(€m) Currency	Assets	Liabilities	Net currency position	Exchange rate at 31/12/2011	Net position in euros	Sensitivity[a]
USD	92.0	0.0	92.0	0.7729	71.1	0.7
GBP	37.6	(21.9)	15.7	1.1972	18.8	0.2
CHF	4.0	0.0	4.0	0.8226	3.3	0.0
SEK	0.0	(26.4)	(26.4)	0.1122	(3.0)	0.0
SGD	21.5	0.0	21.5	0.5946	12.8	0.1
AED	0.0	(0.1)	(0.1)	0.2104	0.0	0.0
NOK	3.6	0.0	3.6	0.1290	0.5	0.0

(a) Sensitivity of the net position to a 1% change in exchange rates

In 2011, the Group generated sales of €191.1m outside the eurozone. The Group has no systematic foreign-exchange, hedging policy since the income generated, and the expenses incurred on the intellectual services it provides are denominated in the same currency.

4.5 Intangible asset risk

Goodwill is not amortised but is subject to at least one impairment test on 31 December of every year and more frequently if there are any indications that goodwill might be impaired.

The impairment test methodology is detailed in note 1.8 «Goodwill» of section 20.3.1 "Consolidated Financial Statements" in the present registration document.

Impairment losses of €15m booked in the 2011 income statement involved 2 CGUs (Cash Generating Units), corresponding to 3 companies. At end-2011, net book value of goodwill before impairment totalled €382,593k.

Goodwill impairment tests carried out at 31 December 2011 were based on a discount rate after tax (WACC) of 9.41% (vs 9.32% at end-2010), implying a pre-tax discount rate of between 11% and 12%, and growth in sales to infinity of 2%.

This rate factors in:

- A weighted average cost of capital of 13.09%
- A weighted average cost of debt of 2.50%

The results of sensitivity tests carried out in terms of additional goodwill depreciation are summarised in the table below.

WACC		8.41%	9.41%	10.41%
Growth rate to infinity	2.00%	0	0	0
	1.00%		0	

4.6 Environment risk

Since Altran Technologies provides intellectual services, environmental risks are limited.

4.7 Legal risks

In the course of its business, the Group may face legal action, concerning employment issues or other types of claims.

When a risk is identified, the Group may book a provision on the advice of counsel. Altran organises a circularisation of its outside counsel at the close of every financial year.

Altran booked provisions against litigation risk of €9.3m at 31 December, 2011.

The Group is currently involved in criminal proceedings for misuse of company property, fraud and disseminating false information susceptible to influence the share price (detailed in § « Legal and arbitration proceedings», Chapter 20.8). Although Altran has no information concerning any other legal action taken out against the Group to date, the possibility of further legal proceedings, complaints or claims cannot be ruled out.

To the best of Altran's knowledge, no pending or threatening state, legal or arbitration proceedings (including all disputes that the company is aware of), had a major impact (or are likely to do so in the future) on the financial situation or profitability of the company and/or Group over the last 12 months other than those described below.

Legal and arbitration proceedings

Details of the Group's major legal and arbitration proceedings are given in Chapter 20.8, "Risk exposure and risk management".

4.8 Investment risk

Most of the Group's cash reserves are invested in:

- SICAV money-market funds
- Tradeable debt securities
- Investment growth bonds

All investments yield returns based on day-to-day monetary rates or variable rates and the LIBOR benchmark rate in the case of foreign currency investments. The sensitivity of these investments, based on a 10% fluctuation in the benchmark index (EONIA or LIBOR), is 0.1%.

The market value of the Group's marketable securities totalled €145.6m at 31 December, 2011.

5 Company information

5.1 Company history and development

5.1.1 Company name

Altran Technologies

5.1.2 Place of registration and registration number

Company registration number: Paris Trade and Companies Register No. 702 012 956

Company registration number (Siren): 702 012 956

Company registration number (Siret): 702 012 956 00042

Business activity code: 7112 B

5.1.3 Date of incorporation and lifetime

Altran Technologies S.A. was created on 14 February 1970 until 14 February 2045, unless the Company is dissolved before this date or its life is extended beyond this date by law and the Company's Articles of Association.

5.1.4 Domicile, legal form and governing law

Head office: 58, boulevard Gouvion-Saint-Cyr - 75017 Paris

Administrative headquarters: 2, rue Paul Vaillant-Couturier - 92300 Levallois-Perret

Legal form: French public limited company with a Board of Directors

Governing legislation: French law including the French Commercial Code and subsequent legislation governing commercial businesses.

5.2 Main investments

◆ ***Companies acquired over the past five fiscal years***

2007		2008		2009		2010		2011	
Company	Country	Company	Country	Company	Country	Company	Country	Company	Country
Hilson Moran Italy	Italy	SC² by Altran	France	Interfour	The Netherlands	Xype	UK		
Arthur D. Little, Inc.	Korea	NSI	France	NSI	France	IGEAM	Italy		

The annual amounts paid (initial payments plus earn-out) for these acquisitions over the last four years are listed in the table below.

(€m)	2008	2009	2010	2011
	2.3	5.2	10.7	1.4

In addition, in 2011 Altran sold:

- The Synectics group (on 1 January) comprising an American and a Canadian subsidiary
- All of the Group's Brazilian subsidiaries (4 companies) on 26 April
- The French subsidiary, Imnet, on 28 February
- The UK subsidiary, Hilson Moran Partnership to the company's management on 30 December
- Arthur D. Little and its global network to the company's management on 30 December

6 Information about the Group's businesses

6.1 Core activities

As global leader in innovation and information services consulting, Altran accompanies its clients in the creation and development of their new products and services.

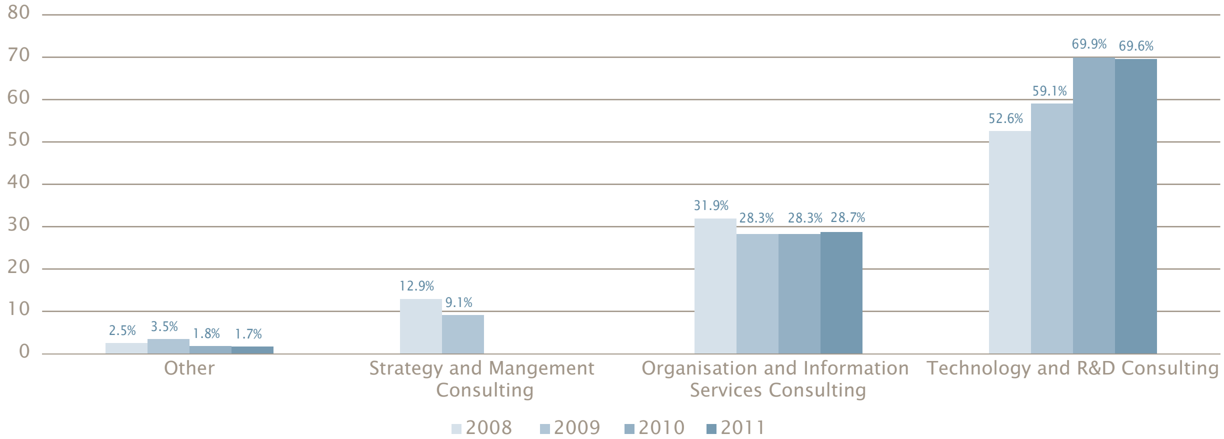
Altran has been providing services for thirty years to key players in the aeronautics, automotive, energy, nuclear, railways, finance, healthcare and telecoms sectors. Covering every stage of project development from strategic planning through to manufacturing, Altran's offers capitalise on the Group's technological know-how in four key areas: Product Lifecycle Management, Mechanical Engineering, Systems Engineering & Embedded Systems, and IT Systems.

Thanks to Altran's innovation skills and the unique expertise of its consultants (all graduates from the most prestigious schools and universities worldwide) the Group has been able to consolidate its position of excellence by offering modes of engagement tailored to meet customer-specific requirements. We offer our consulting services and expertise in the field of high value-added technical assistance and projects potentially leading to the delivery of turn-key customised solutions.

As an international player, Altran is present in twenty markets spanning Europe, Asia and North America. In its role as a strategic partner, the Group offers global support for client projects, while ensuring a consistently high level of services. The Group intends to maintain a local presence in order to provide client-specific support in dedicated markets.

In addition, Altran has built up an in-house research structure, Altran Research, to strengthen its understanding of the technological challenges in terms of innovation. Altran Research is working on the development of research solutions adapted to the consulting business in order to supplement the research carried out by its clients. This multidisciplinary and cross-sector research approach focuses on three key areas: sustainable development (pre-normative research), advanced products and solutions (product research) and management and performance (organisational research).

◆ ***Breakdown of Group revenue by activity***



6.2 Main markets

By refocusing on its core strengths Altran has reinforced its leadership position in the still highly fragmented European market for innovation and engineering consulting.

In this respect, and in accordance with management's strategic plan presented on 19 October 2011 by Chairman and Chief Executive, Mr Philippe Salle, Group repositioning resulted in the disposal of the subsidiaries, Arthur D. Little and Hilson Moran Partnership.

Altran now operates on two core markets: Technology and R&D consulting and organisation and IT-systems consulting.

In addition, the Group has opted to:

- Focus investments on six European countries: Germany, Belgium, Spain, France, Italy and the UK, while strengthening its presence in the other European countries
- Manage globally four industrial divisions at the international level: Automotive, Infrastructure & Transportation (AIT); Aeronautics, Space & Defence (ASD); Energy & Healthcare; Telecoms
- Reinforce the global development of two of its expert solutions; Product Lifecycle Management and Embedded & Critical Systems.

Growth will also be fostered by the development of technological innovation in the most advanced emerging countries. Initially, focus will be on China where the Group aims to forge partnerships, as well as on India where Altran intends to develop its offshore platform.

◆ *Technology and R&D Consulting:*

As global leader in technology and R&D consulting, Altran mainly operates in the automotive, aeronautics, space, defence, telecoms, energy and healthcare markets. Technology and R&D consulting, the Group's core activity, covers the entire range of engineering disciplines and provides support throughout the design, development and manufacturing phases for the products and services of major innovative companies with a vision of the future.

◆ *Organisation and information services consulting;*

Organisation and information services consulting focuses on the supply of consulting in the integration of information services. As a support for technology and R&D consulting, this activity plays a key role in providing customised IT solutions for a company's most valuable assets: products, services and innovation. By virtue of the skills of our IT consultants and our consultants in organisation, we are able to provide companies with internal intelligence systems that can speed up decision-making, foster organisational flexibility and monitor in-house transformation.

Overall, organisation and IT-services consulting accounts for less than 33% of Group turnover. This activity is particularly developed in the finance and telecoms sectors, as well as in industrial sectors, notably with respect to the roll-out of new communication and embedded systems.

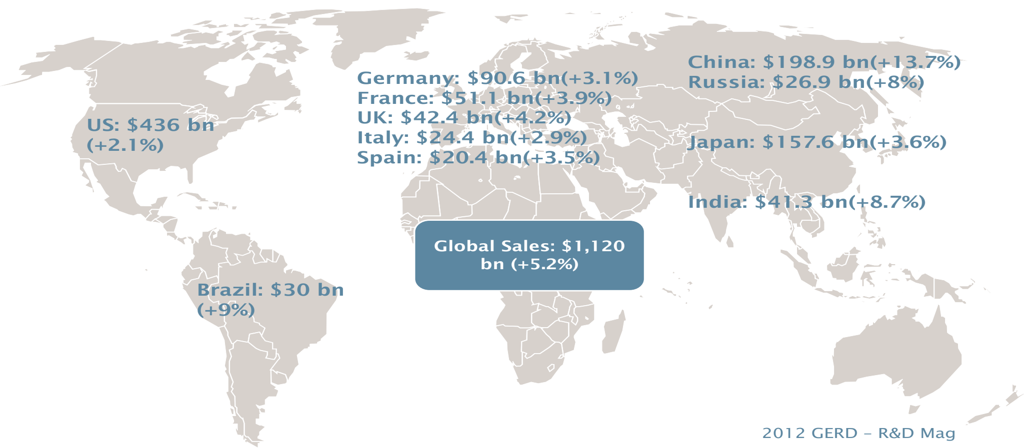
6.2.1 The technology and R&D consulting market

Despite the uncertain macroeconomic backdrop, global R&D budgets should continue to increase by around 5% in 2012. The US, the EU and Asia are still the biggest spenders in terms of Research and Development and together account for 92% of global R&D expenditure.

The US still accounts for the bulk of R&D volumes, followed by China, Japan and the European trio; Germany, France and the UK.

With an estimated increase of 14% in R&D spending in 2012, China could well outpace the US by 2025. Similarly, R&D investment in India is expected to rise (+8.7% in 2012), with the objective of reaching the 2% GDP-benchmark by 2017.

◆ *Gross Domestic R&D Expenditure in 2012 (GERD)*



Source: R&D Mag - 2012 Global R&D Funding forecast

By sector, R&D spending should increase by 7.8% in the energy sector in 2012, compared with +3.8% for chemicals and advanced materials, while material growth is expected in embedded systems (+4.9%). Similarly, expenditure is unlikely to slow in the Aeronautics, space and defence (ASD) sector, with estimated growth of over 2% in 2012.

In the telecoms industry, pressure from investors forcing to implement drastic cost-cutting strategies should lead to a slight reduction in R&D budgets in 2012.

Investments in R&D and innovation are becoming an increasingly important issue for major companies given that:

- At the heart of their business plans, R&D budgets represent an unprecedented competitive edge
- The build-up of new products and technologies has triggered new problems at the strategic, organisational and operational levels
- Developing countries are significantly increasing their global contribution to R&D spending and now appear as offensive, direct rivals
- The shortage of qualified staff has again been confirmed with the number of engineers still insufficient to meet market demand.

Outsourced R&D accounts for around 20% of European R&D spending. While this percentage is expected to increase, it is unlikely to reach levels in the IT services sector.

The above factors should lend support to the technology and R&D consulting market, thus ensuring Altran a solid base for sustained growth in the coming years.

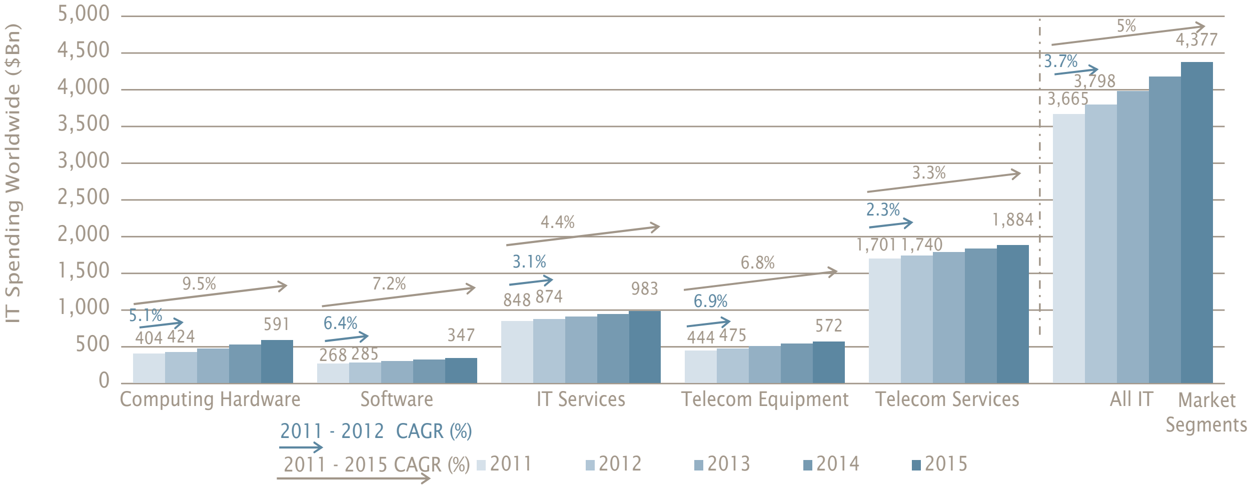
6.2.2 The organisation and information services consulting market

In 2011, the IT market grew by 5%. Although this a gradual return to growth after the crisis, 2008 growth rates have not yet been attained. This trend is mirrored by growth in IT services spending of 2%.

In the organisation and information services consulting business, industry and transportation account for the bulk of sales (35% and 20% respectively), banking and insurance for 20%, the public sector for 15% and telecoms & media for 6%.

Given the Eurozone crisis and the current pessimistic backdrop, sales growth forecasts for the IT market in 2012 fall short of levels reported in 2011 (+3.7% and +5% respectively).

Global R&D expenditure in the IT sector between 2008 and 2015



Source Gartner – 2012 figures.

Nevertheless, Altran stands to benefit from growth opportunities in this market in 2012 given:

- Buoyant demand regarding support applications for embedded systems in the Automotive, Aeronautics and Defence industries, as well as the Telecoms & Media sector
- Soaring demand for solutions, notably PLM (Product Lifecycle Management) and SCM (Supply Chain Management), designed to optimise time-to-market, as well as cost management of company products and services
- Consolidation of the IT infrastructures of major groups

- Expansion of the information-management and IT security markets
- Development of new technologies (cloud computing, green IT, etc.)
- Outsourcing of support functions
- Regulatory compliance requirements, notably in the financial and healthcare sectors;
- Growing demand in the public-services sector

6.3 Altran on these markets

Although the macroeconomic environment remains bleak for 2012, this does not imply a sharp decline in Altran's sales.

Overall, we expect to see appreciable growth in the aeronautics, space and defence markets, as well as the rail, energy and healthcare sectors, in the coming years.

While these markets should remain buoyant, the automotive industry in France is being penalised by increasingly fierce competition. However, the German and Italian markets are still lively and a key source of interest for the Group.

In the finance and telecoms sectors, uncertainty persists, and pricing pressure on players operating in the same market segments as Altran could dampen the Group's ambitions in these areas.

The IT management market is, to a certain extent, expected to run out of steam. However, investment in solutions for corporate products and services remains buoyant. This is particularly advantageous for Altran which is considered a major European player in this segment.

Market concentration is expected to continue to the benefit of the major players given pressure from customers seeking industrial partnerships. Trends over the last four years show that customers are standardising their procurement processes and reducing the number of suppliers. In addition, client globalisation is stimulating customer preference for the sector players, like Altran, with extensive market reach.

Moreover, the surge in client appeal for project consulting implies a demand for strong support on the part of Altran and an increase in the technical content of our solutions, a factor which is pushing out smaller players providing only technical support.

Prompted by customer demand, Altran is focusing on increasingly complex projects which include outsourcing and in-depth support solutions at the global level. The Group aims to forge long-term partnerships by providing active and proactive support solutions for major innovative companies with a vision of the future. Altran thus offers state-of-the-art expertise, as well as our ability to anticipate and react rapidly in order to help our clients to address their problems and meet their strategic challenges.

6.4 Competition

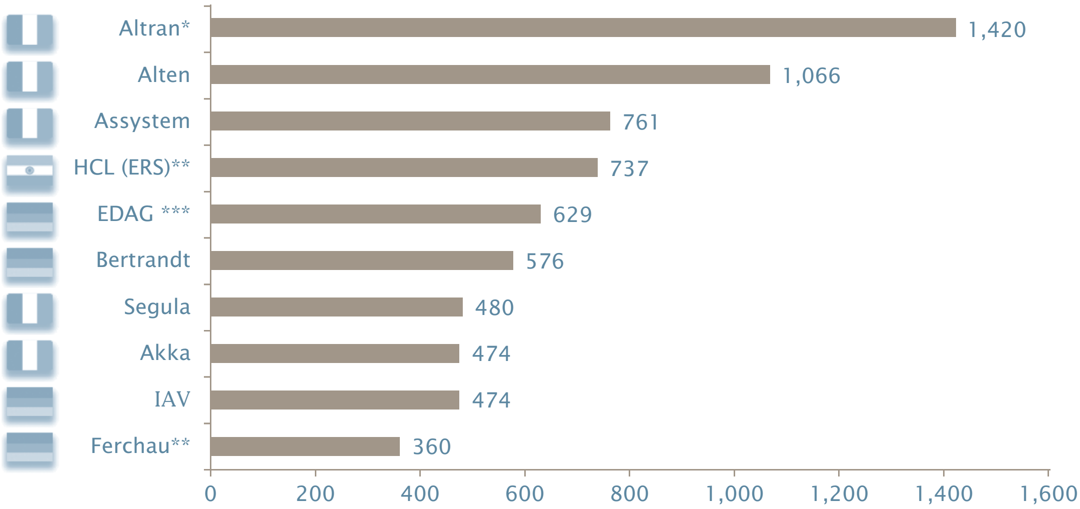
Altran is the global leader in technology and R&D consulting. The Group's rivals in this market vary depending on the type of project. Competitors may thus include:

- French and international innovation and technological consulting agencies
- Large IT firms offering traditional consulting and integration services
- Research departments and engineering firms specialised in one particular field (e.g. environmental, mechanical, acoustical engineering)
- Listed and unlisted companies offering similar services as Altran.

Note, however, that none of Altran's rivals benefit from the Group's extensive geographic reach, nor its wide range of sectors, skills or technologies. Altran's ability to leverage its international network and to provide solutions by setting up working consortiums to pool its expert skills in several countries is a key differentiating factor and one that can help the Group address its clients' problems, which are becoming increasingly global in nature.

Altran: leader on a market dominated by European players

◆ ***2011 revenues of Top 10 players (€m)***



* Including Hilson Moran Partnership and excluding Arthur D. Little
** Estimate
*** Q4 2010 figures

Sources: Companies' financial communication/Altran data / BCG interviews & estimates.

7 Organisational chart

The companies making up Altran's scope of consolidation are listed in note 2 of the appendix to the consolidated financial statements – "Scope of Consolidation" (Section 20.3.1. of the present registration document).

All information regarding changes in the Group's scope of consolidation is given in section 5.2 «Main investments» of the present registration document.

The main cash flows between the parent company and its subsidiaries are described below.

Management fees, administrative subcontracting and trademark royalties

Altran Technologies, the parent company, bears the costs of its subsidiaries' support functions (communication, human resources, accounting, legal and tax services, etc.). The company then bills these services to its subsidiaries in the form of management fees and subcontracted administrative charges.

Billing is calculated on a time-and-material basis and divided between the subsidiaries according to their operating revenues and use of resources.

The Altran Technologies corporate holding billed its subsidiaries a total of €43.7m for support functions in fiscal year 2011. Support functions paid for by the parent company and not billed to its subsidiaries amounted to €13.3m over the full year.

The parent company also charges a royalty fee for the use of Altran's trademark, the amount of which is calculated as a percentage of sales.

Centralised cash management

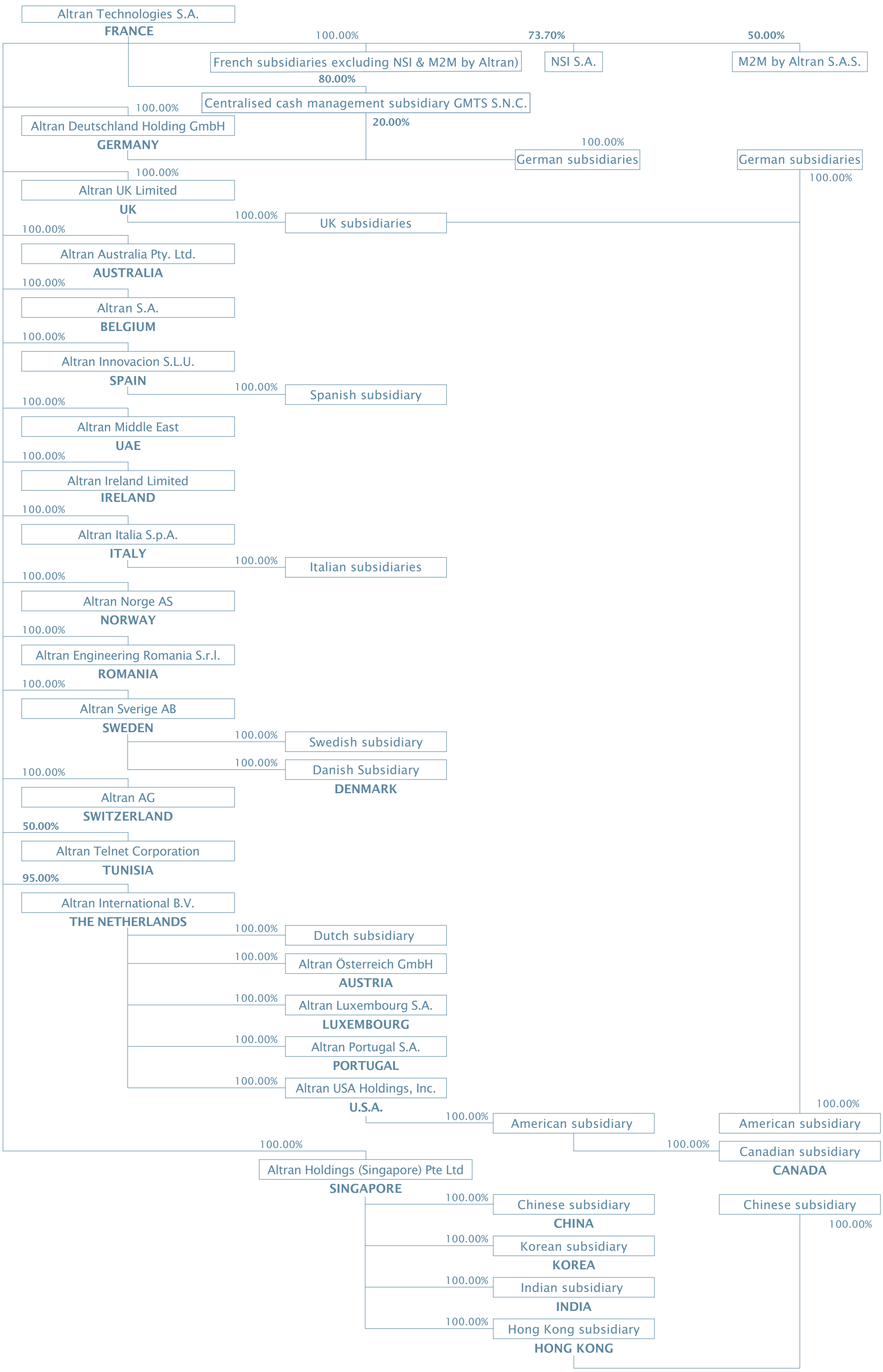
The parent company, like other Group entities, uses GMTS, Altran's centralised cash management subsidiary, for its day-to-day cash management.

GMTS remunerates cash surpluses and covers overdrafts.

Dividends

As the parent company, Altran Technologies receives dividends from its direct subsidiaries.

Simplified organisational chart



8 Property, plant & equipment

8.1 Major property, plant and equipment

Although Altran's policy is to rent its business premises, the Group owns property in France, Italy and the UK worth a total net value of €6.9m.

No property that is owned, either directly or indirectly by Group managers, is leased to the Company or the Group.

8.2 Environmental issues

Not significant.

8.3 Trademarks and patents

Altran has one subsidiary that carries out development work and files patents exclusively for the Group. Altran's customers are the sole owners of all products and technologies developed by the Group's consultants.

Almost the entire portfolio of trademarks managed by Altran is owned by the Group.

9 Financial statements – Management report

9.1 Key events

On 26 April 2011, Altran sold its subsidiaries in Brazil to the former local management teams and a Brazilian partner. All of these activities had incurred heavy losses over the last 2 years, and their disposal resulted in an overall loss of €9m in the Group's 2011 accounts. Within the context of the sale, Altran did not grant any representations and warranties to the benefit of the buyer.

On 30 December 2011, Altran sold its UK subsidiary, Hilson Moran Partnership to an investment fund and the company's managers for £5m.

The Group sold the subgroup, Arthur D. Little and the associated trademark to the company's management. A net accounting charge of €50.5m on this disposal was booked under "Income on discontinued activities" in Altran's 2011 financial statements. Furthermore, in order to facilitate the takeover of Arthur D. Little's activities, the Altran group granted the buyer a credit line capped at €15m, to be reimbursed by end-2015 at the latest and guaranteed by the Arthur D. Little brand.

These last two disposals were carried out in accordance with the strategic plan drawn up by the Group's new board of directors.

At the Annual General Meeting on 10 June 2011, Group shareholders appointed two new directors, Mrs Monique Cohen and Mr Philippe Salle, to the Board of Directors of Altran Technologies, bringing the total number of directors to ten. Following the AGM, the Board of Directors elected Philippe Salle to replace Mr Yves de Chaisemartin as the Chairman and Chief Executive of the Altran group. Mr de Chaisemartin has remained a director of the Group.

On 19 October 2011, Mr Salle presented his strategic plan for 2012-2015, targeting a return to profitable growth.

Within the context of this plan, the Group opted to:

- Focus investments on six European countries: Germany, Belgium, Spain, France, Italy and the UK, while strengthening its presence in the other European countries
- Manage globally four industrial divisions at the international level: Automotive, Infrastructure & Transportation (AIT); Aeronautics, Space & Defence (ASD); Energy & Healthcare; Telecoms
- Reinforce the global development of two of its expert solutions; Product Lifecycle Management and Embedded & Critical Systems.

This strategic refocusing will enable Altran to capitalise on its strengths and consolidate its position as European leader in engineering and innovation consulting, a status the Group has earned by its very size on this still highly fragmented market. The implementation of this strategy resulted in restructuring costs of around €18m in 2011.

Growth will also be fostered by the development of technological innovation in the most advanced emerging countries. Initially, focus will be on China where the Group aims to forge partnership, as well as on India where Altran intends to develop its offshore platform.

To implement this strategy, Altran has set up of a new and more functional organisational structure centred on twelve major projects, focused on efficiency optimisation, client-based services, staff loyalty and margin enhancement.

In addition to the positive impact of the disposals mentioned above, the Group is beginning to reap the initial benefits of this strategy: in the context of PSA Peugeot Citroën's 2012 performance plan, PSA has chosen Altran as a strategic partner in the field of automotive product and process design. This procurement policy is part of the strategy adopted by PSA Peugeot Citroën and its partners to enhance operational efficiency expand business at the international level and step up innovation, while ensuring responsible development. This partnership is in keeping with one of the main objectives of Altran's strategic plan to become a strategic partner to twenty major clients.

9.2 Group performances

	2011	2010*
Revenue	1,419.5	1,324.4
Other income from operations	26.8	11.8
Revenue from ordinary activities	**1,446.3**	**1,336.3**
Operating income on ordinary activities	**113.1**	**72.6**
Other non-recurring operating income and expenses	(47.3)	(21.6)
Goodwill depreciation	(15.0)	(14.7)
Operating income	**50.8**	**36.3**
Cost of net financial debt	(24.2)	(24.4)
Other financial income	4.2	4.1
Other financial expenses	(7.9)	(7.7)
Tax expenses	(17.6)	(15.3)
Equity share in net income of associates		
Net income before discontinued operations	**5.4**	**(7.0)**
Net profit/loss on discontinued operations	(50.5)	(18.7)
Net profit	**(45.2)**	**(25.7)**
Minority interests	(0.3)	(0.3)
NET INCOME ATTRIBUTABLE TO GROUP	**(45.5)**	**(26.0)**
Earnings per share	(0.32)	(0.18)
Diluted earnings per share	(0.32)	(0.18)

** 2010 figures restated for the disposal of Arthur D. Little. ADL's results booked under "Net profit/loss on discontinued operations"*

Excluding Arthur D. Little (sold on 30 December 2011), Altran Technologies reported revenue of €1,419.5m in 2011, vs. €1,324.4m in 2010.

Altran thus posted growth of 7.2% in 2011, a sharp increase on the year- earlier level of +2.3%. This performance includes a negative scope-of-consolidation impact of -1.6%, and favourable forex and number-of-working days impacts of +0.2% and +0.5%, respectively. Economic growth (i.e. on a like-for-like basis, excluding the forex impact and the change in the number of working days) came out at 8.1%.

Invoicing rates rose to 84.9% in 2011 from 83.7% in 2010, excluding Arthur D. Little.

Stronger sales growth over the period made for an improvement in margins. As such operating income on ordinary activities rose to €113.1m in 2011, equivalent to 8% of full-year sales up from 5.5% in 2010.

With regards other non-recurring operating income and expenses liable to impair the understanding of the Group's operating performance, Altran booked exceptional costs of -€47.3m at 31 December 2011, of which -€17.7m in net restructuring charges.

Goodwill depreciation of €15m concerns 2 cash-generating units (CGUs) comprising 3 entities.

Consolidated operating income came out at €50.8m in 2011, vs €36.3m in 2010.

Net financing costs narrowed from -€24.4m at end-2010 to -€24.2m at end-2011.

Tax charges totalled €17.6m over the period, the bulk of which in secondary taxes (€17.1m).

Factoring in a net accounting charge of €50.5m on the disposal of Arthur D. Little, Altran reported a net loss of €45.5m in 2011.

Turnover

In 2011, the Group reported sales of €1419.5m, excluding Arthur D. Little, implying growth of 7.2% over the period, a marked improvement on 2010 (+2.3%). Economic growth (i.e. on a like-for-like basis, excluding the forex impact and the change in the number of working days) came out at 8.1%.

Trends by region show that all zones reported growth in revenue with sales up 10.1% in France, +2.7% in the Southern region (+7.5% excluding scope-of-consolidation changes) and +7.3% in the Northern region (+4.9% on a constant forex and like-for-like basis). In the Rest of the World (RoW) region, sales fell 13.1%, but rose 24.4% on a constant forex and like-for-like basis.

This strong sales performance was notably achieved thanks to the recovery in the Automotive sector and robust growth in the Aeronautics, Space and Defence sector, where Altran's work-force was strenghthend by a net increase of 1,136 employees on 2010 levels, thanks to the group's dynamic recruitment programme.

The Group's annual invoicing rate increased from 83.7% in 2010 to 84.9% in 2011.

Gross margin and operating income on ordinary activities

(€m)	2011	H2 2011	H1 2011	2010*	H2 2010*	H1 2010*
Turnover	1,419.5	706.6	712.9	1,324.4	668.2	656.3
Gross margin	406.8	209.3	197.5	361.0	191.7	169.3
%	28.7%	29.6%	27.7%	27.3%	28.7%	25.8%
Overheads	(293.7)	(144.6)	(149.1)	(288.4)	(142.9)	(145.4)
%	-20.7%	-20.5%	-20.9%	-21.8%	-21.4%	-22.2%
Operating income on ordinary activities	113.1	64.7	48.4	72.6	48.8	23.8
%	8.0%	9.2%	6.8%	5.5%	7.3%	3.6%

** 2010 figures restated for the disposal of Arthur D. Little*

At end-2011, the gross margin widened to €406.8m (equivalent to 28.7% of sales), up 140 basis points on 2010 levels (27.3%).

This improvement notably stemmed from a 120 basis-point increase in the invoicing rate in 2011.

Operating income on ordinary activities rebounded sharply to €113.1m (equivalent to 8% of sales), compared with €72.6m (5.5% of sales) in 2010. This sharp increase stemmed from strong sales growth, an improvement in performances at the operating level and tight control of indirect costs. Overhead costs as a percentage of sales narrowed further to 20.7% in 2011 from 21.8% in 2010.

Trends in staff levels

	30/06/2010*	31/12/2010*	30/06/2011	31/12/2011
Total headcount at end of period	16,150	16,414	16,888	17,261

** 2010 figures restated for the disposal of Arthur D. Little*

	H1 2010*	H2 2010*	H1 2011	H2 2011
Average headcount	16,120	16,233	16,547	17,129

** 2010 figures restated for the disposal of Arthur D. Little*

At 31 December 2011, the total headcount stood at 17,261 employees, up 5.2% (+847 employees) on end-2010 levels.

Altran recruited 4,978 employees in 2011 (excluding hirings resulting from changes in the scope of consolidation), implying a sharp 32.6% like-for-like increase on year-earlier levels (3,754 recruitments). This increase reflects brisker business trends in several countries such as France, Germany and Sweden, which accounted for the bulk of Group hirings in 2011. Contrary to trends in 2010, when a certain number of recruitments were postponed to the second half due to a difficult start to the year, Group hirings in 2011 were spread evenly over the full year.

In 2011, the increase in the 12-month moving average of the consultant staff turnover rate remained contained on a like-for-like basis (+1 point to 25.8%), notably in France, despite the sharp rebound in business.

Operating costs on ordinary activities

(€ million)	2011	2010*	2011 vs 2010
Turnover	1,419.5	1,324.4	7.2%
Personnel costs	1,007.2	942.9	6.8%
As % of sales	71.0%	71.2%	-0.2 pt

(€ million)	2011	2010*	2011 vs 2010
Total external charges	287.0	287.4	-0.1%
As % of sales	20.2%	21.7%	-1.5 pt
Outsourcing	106.2	112.9	-5.9%
As % of sales	7.5%	8.5%	-1.0 pt
Rentals – Leasing charges	3.2	3.2	0.1%
As % of sales	0.2%	0.2%	0.0 pt
Simple rentals and external expenses	47.7	48.4	-1.5%
As % of sales	3.4%	3.7%	-0.3 pt
Training	8.9	7.6	17.5%
As % of sales	0.6%	0.6%	0.1 pt
Professional fees and external services	24.8	25.1	-1.4%
As % of sales	1.7%	1.9%	-0.2 pt
Transport and travel expenses	57.7	53.6	7.5%
As % of sales	4.1%	4.0%	0.0 pt
Other purchases and external services	38.5	36.5	5.4%
As % of sales	2.7%	2.8%	0.0 pt

** 2010 figures restated for the disposal of Arthur D. Little*

In 2011, growth in sales (+7.2%) outpaced the increase in personnel costs (+6.8% on 2010 levels). As a percentage of sales, personnel costs thus narrowed 20 basis points over the period.

External charges remained stable on 2010 levels (-0.1%). The increase in transport and travel expenses (+€4.1m) and other purchases and external services (+€2m) was offset by a -€6.7m decline in outsourcing costs.

Cost of net financial debt

In 2011, the cost of net financial debt (at -€24.2m) comprises financial charges of -€27.5m, and financial income of +€3.3m on investments in cash and cash equivalents.

Financial charges correspond to interest paid on 1/ the convertible bond loan, redeemable on 1 January 2015 (for €14.3m), 2/ borrowings (for €0.5m), 3/ credit lines drawn down by the Group (€2.1m), 4/ interest rate swap contracts (€6.0m) and 5/the factoring of trade receivables (€3.8m).

Tax on earnings

Tax expenses of €17.6m in 2011 include:

- A tax charge of €25.6m, of which -€17.1m in secondary taxes (with the French CVAE accounting for -€10.2m and the Italian IRAP business tax for -€3.4m), and
- A deferred tax-credit of +€8.0m.

Statement of Cash flows

The Group's cash flows at end-2011 and end-2010 are given in the following table:

(€m)	Dec. 2011 A	Dec. 2010 B
Net financial debt at opening (1 January)	**(180.4)**	**(172.9)**
Cash flow before net interest expenses and taxes	115.1	48.2
Change in working capital requirement	(16.1)	(6.4)
Net interest paid	(20.4)	(11.1)
Taxes paid	(27.7)	(10.4)
Impact on cash flow from operations of discontinued operations	(9.0)	(1.7)
Net cash flow from operations	**41.7**	**18.6**
Net cash flow from investments	**(37.0)**	**(29.6)**
Net cash flow before investments	**4.8**	**(11.0)**
Impact of changes in exchange rates and other	4.8	2.7
Impact of capital increase	1.0	0.4
NET FINANCIAL DEBT AT CLOSING (31 DECEMBER)	**(169.8)**	**(180.4)**

Net cash flow generated by operations including interest payments

Net cash flow from operations rose to €41.8m over the period, vs. €18.6m at end-2010, on the back of:

- An increase in cash flow generation to €115.1m at end-2011 (vs. €48.2m at end-2010), stemming from an improvement in the Group's operating performances
- A €16.1m deterioration in working capital requirement, arising from revenue growth.
- An increase in the amount of net interest and taxes paid in 2011 (€20.4m and €27.7m, respectively).

Net cash flow invested

The Group invested net cash of €37m in 2010 vs. €29.6m in 2010. This increase stemmed essentially from the disposal of Arthur D. Little and the Group's Brazilian subsidiaries. These scope-of-consolidation changes led to an €18m cash reduction.

Group net debt

Net financial debt is the difference between total financial liabilities and cash and cash equivalents.

(€m)	Dec. 2011	Dec. 2010	Variation
Convertible bonds	99.8	99.8	–
Medium-term credit line	29.3	68.4	(39.1)
Short-term credit line	227.7	227.3	0.4
o/w factoring	*187.9*	*186.1*	*1.8*
TOTAL FINANCIAL DEBT	**356.9**	**395.5**	**(38.6)**
Cash and cash equivalent	187.1	215.1	(28.0)
NET FINANCIAL DEBT	**169.8**	**180.4**	**(10.6)**

(€m)	Dec. 2011	Dec. 2010
NET FINANCIAL DEBT	**169.8**	**180.4**
Employee profit-share	3.3	5.0
Accrued interest	21.7	18.0
NET DEBT	**194.9**	**203.4**

Available factoring lines totalled €291.5m in 2011.

9.3 Segment reporting

In accordance with IFRS 8, Altran presents its segment financial information by aggregations of operating segments.

After the disposals of Arthur D. Little and the Group's Brazilian subsidiaries, and taking into account changes within the Group's regional operating zones, Altran's operating segments at end-2011 include:

- France
- Northern zone: Germany, Austria, the Benelux countries, Denmark, Ireland, Norway, the UK, Sweden and Switzerland
- Southern zone: Spain, Italy and Portugal
- Rest of the World (RoW zone): North America, Asia, the Middle East and Tunisia

Altran International B.V., which was included in the Arthur D. Little zone until the sale of this activity in December 2011, has been moved to the Northern zone.

Sales by operating segment (after inter-segment eliminations)

At 31 December 2011, consolidated sales came out at €1,419.5m, up 7.2% on 2010. The breakdown of Group revenue by operating segment is given in the table below:

	2011				2010*		
(€m)	Total Segments	Inter-segment eliminations	Total Turnover	As % of sales	Total Turnover	As % of sales	% Variation
France	760.3	(32.1)	728.2	51.3%	661.4	49.9%	10.1%
Northern zone	376.7	(11.7)	365.0	25.7%	340.3	25.7%	7.3%
Southern zone	304.2	(5.6)	298.7	21.0%	290.9	22.0%	2.7%
Rest of the World	32.3	(4.6)	27.7	2.0%	31.9	2.4%	-13.1%
TOTAL	**1,473.5**	**(54.0)**	**1,419.5**	**100.0%**	**1,324.4**	**100.0%**	**7.2%**

** 2010 figures restated for the disposal of Arthur D. Little*

Economic growth (i.e. on a like-for-like basis, excluding the forex impact and the change in the number of working days) came out at 8.1%.

Trends by region show that all zones reported growth in revenue on a constant forex and like-for-like basis.

- France reported further growth in 2011 with sales up 10.1%, compared with +6.2% in 2010
- In the Southern zone business also remained brisk with sales up 8.1%, excluding the impact of the Brazilian activities sold in Q2 2011
- The Northern zone recorded a rebound in 2011 sales of 4.9% on a like-for-like and excluding forex impact, versus a 2.7% decline in 2010
- The RoW zone reported keep on growing with sales up 24.4% on a like-for-like and excluding forex impact, compared with +25.8% in 2010.

The breakdown of 2011 Group sales by country (after inter-segment eliminations) are as follows:

(€m)	2011	As % of sales	H2 2011	As % of sales	H1 2011	As % of sales	2010*	As % of sales	H2 2010*	As % of sales	H1 2010*	As % of sales	2011 vs 2010
France	728.2	51.3%	361.7	51.2%	366.5	51.4%	661.4	49.9%	336.7	50.4%	324.7	49.5%	10.1%
Germany	101.0	7.1%	52.4	7.4%	48.6	6.8%	94.7	7.2%	47.1	7.0%	47.6	7.3%	6.6%
Austria	2.0	0.1%	1.0	0.1%	1.0	0.1%	1.8	0.1%	0.8	0.1%	1.0	0.2%	16.0%
UK/Ireland	103.5	7.3%	52.1	7.4%	51.3	7.2%	100.3	7.6%	52.9	7.9%	47.4	7.2%	3.1%
Benelux Countries/Norway	96.5	6.8%	47.2	6.7%	49.3	6.9%	99.0	7.5%	48.0	7.2%	51.1	7.8%	-2.6%
Switzerland	24.3	1.7%	12.6	1.8%	11.7	1.6%	17.5	1.3%	9.4	1.4%	8.1	1.2%	38.8%
Sweden/Denmark	37.7	2.7%	18.4	2.6%	19.3	2.7%	26.9	2.0%	13.9	2.1%	13.1	2.0%	40.0%
Italy	160.3	11.3%	78.6	11.1%	81.8	11.5%	150.8	11.4%	74.9	11.2%	75.9	11.6%	6.3%
Spain/Andorra	122.1	8.6%	60.4	8.5%	61.7	8.7%	108.1	8.2%	54.5	8.2%	53.6	8.2%	13.0%
Portugal	16.2	1.1%	7.9	1.1%	8.3	1.2%	17.5	1.3%	8.2	1.2%	9.2	1.4%	-7.2%
Brazil							14.6	1.1%	6.1	0.9%	8.5	1.3%	-100.0%
Tunisia	0.6	0.0%	0.3	0.0%	0.3	0.0%							na
UAE							0.1	0.0%	0.0	0.0%	0.1	0.0%	na
Asia	4.4	0.3%	2.6	0.4%	1.9	0.3%	4.6	0.4%	2.0	0.3%	2.6	0.4%	-4.7%
USA	22.7	1.6%	11.5	1.6%	11.2	1.6%	27.1	2.0%	13.8	2.1%	13.3	2.0%	-16.3%
TOTAL	**1,419.5**	**100.0%**	**706.6**	**100.0%**	**712.9**	**100.0%**	**1,324.4**	**100.0%**	**668.2**	**100.0%**	**656.3**	**100.0 %**	**7.2%**

** 2010 figures restated for the sale of Arthur D. Little*

Sales by business segment

The breakdown of 2011 sales by business segment is given in the table below:

(€m)	Technology & Innovation Consulting	Organisation & IT Services Consulting	Other	Total
Turnover	988.3	407	23.6	1,419.5
As % of sales	69.6%	28.7%	1.7%	100.0%

In keeping with the strategic plan, the Group's repositioning is, above all, reflected by the disposal of the Strategy and Management consulting specialist, Arthur D. Little.

Altran is now focused on two main markets: Technology & Innovation Consulting and Organisation & IT services Consulting.

Technology & Innovation Consulting, Altran's core business accounted for 69.6% of 2011 turnover, vs. 69.9% in 2010. As global leader in this sector, Altran mainly operates in the Automotive, Aeronautics, Space, Defence, Telecoms and Energy markets. This activity ensures client support throughout the design, development, processing and manufacturing phases of their products and services.

Organisation & IT services Consulting focuses on IS consulting and the integration of IT services. This activity is particularly developed in the financial and telecoms sectors, as well as in industrial sectors, notably with respect to the implementation of new communication and embedded systems.

Sales and operating income on ordinary activities by operating segment (before inter-segment eliminations)

France

(€m)	2011	H2 2011	H1 2011	2010	H2 2010	H1 2010	2011 vs 2010
Turnover France zone	760.3	381.1	379.2	685.2	348.4	336.8	11.0%
Total operating income	781.5	397.5	384.0	693.0	353.3	339.7	12.8%
Total operating charges	(722.7)	(360.6)	(362.0)	(650.0)	(324.8)	(325.2)	11.2%
Operating income on ordinary activities	58.8	36.8	22.0	43.1	28.5	14.5	36.5%
Operating income on ordinary activities (%)	7.7%	9.7%	5.8%	6.3%	8.2%	4.3%	1.4 pt

In France, stronger-growth trends apparent as of H2 2010 were confirmed in 2011 when sales rose 11%, versus growth of 6.7% in 2010. Before inter-segment eliminations, sales came out at €760.3m, compared with €685.2m, in the year-earlier period.

The invoicing rate rose 140 basis points on 2010 levels.

Growth in sales was driven mainly by the Technology & Innovation division and, to a lesser extent, by Organisation and IT services consulting.

In France, all sectors contributed to growth:

- Business in the Aeronautics, Space and Defence (ASD) segment remained brisk thanks to Altran's status as an E2S level level-A supplier for EADS and the fact that the Group is one of the latter's top five suppliers in international engineering and consulting markets.
- The recovery in the Automotive sector (AIT) in H2 2010 continued into 2011, allowing Altran to benefit from significant opportunities on the part of carmakers and suppliers alike. PSA Peugeot Citroën's decision to choose Altran as its strategic partner at the beginning of 2012 will enable the Group to strengthen its leadership position in the innovation market, notably in the Automotive segment.
- The renegotiation of prices with certain clients in the Telecoms & Media sector (TEM) allowed the Group to limit pricing pressure on new contracts. The development of new accounts also served to reinforce the Group's client portfolio.
- Despite more contrasted performances in the EILiS sector, growth in divisional sales was notably driven by performances in the nuclear sector and medical-devices. However, the Pharmaceutical division was penalised by restructuring at Altran's clients, and the Oil & Gas segment was hit by the postponing of projects.
- The Financial Services and Government (FSG) business benefited from buoyant market conditions, mainly in the bank segment, as well as the build-up of market share in the public services sector. The insurance division, however, recorded a decline in sales in 2011.

Operating income on ordinary activities in France came out at €58.8m in 2011, equivalent to 7.7% of revenue, compared with 6.3% in 2010.

This 140 basis-point improvement in operating margin on ordinary activities rate was underpinned by the fact that growth in operating income (+12.8%) outpaced the increase in charges (+11.2%).

Personnel costs (+€46.5m, or +9.1%) rose at a slower pace than the Group's workforce (+10.3%). The full-year impact of the Personalised Voluntary Departure Plan (PVDP), implemented in 2010, as well as the streamlining of sales teams, limited the increase in personnel costs, while playing a key role in resource utilisation.

The increase in outsourcing costs in the French zone (+€7.1m, or +13.4%) was due mainly to greater collaboration between Altran and its subsidiaries in other regional markets, as well as the complexity of some of the more recent contracts demanding a wider range of services, some of which are not within Altran's field of competence.

Note that the French region includes operating subsidiaries as well as the Group holding activities (head office and cross-functional services). Excluding holding-company expenses not billed to Group subsidiaries (€13.3m in 2011, vs. €14.2m in 2010), the operating margin on ordinary activities in France would have been 9.5%, compared with 8.4% in 2010.

Northern zone

(€m)	2011	H2 2011	H1 2011	2010	H2 2010	H1 2010	2011 vs 2010
Turnover Northern zone	376.7	189.7	187.0	349.2	177.1	172.1	7.9%
Total operating income	381.7	192.2	189.4	352.6	180.5	172.1	8.2%
Total operating charges	(350.2)	(175.8)	(174.4)	(330.9)	(167.1)	(163.8)	5.8%
Operating income on ordinary activities	31.5	16.4	15.1	21.7	13.4	8.3	45.2%
Operating income on ordinary activities (%)	8.4%	8.6%	8.1%	6.2%	7.6%	4.8%	2.1 pts

Revenue (before inter-segment eliminations) in the Northern operating segment totalled €376.7m at end-2011, vs. €349.2m in 2010. This 7.9% y-o-y increase includes a favourable scope-of-consolidation impact with the Q3 2010 acquisition of a UK company specialised in Product Lifecycle Management.

In terms of organic growth, excluding the forex impact, sales rose 5.3% over the period, vs. a decline of -2.1% in 2010.

In the Northern zone, the Netherlands was the only country where sales declined.

- Germany: after a difficult year in 2010, Group operations in Germany enjoyed a return to growth in 2011 (7.8%) thanks to the performances in the Automotive (AIT) and the Aeronautics, Space & Defence (ASD) divisions with an 80 basis-point improvement in the invoicing rate.
- Scandinavia: brisk business trends as of H2 2010 continued in 2011 when sales surged 29.8% on a constant forex basis. Altran's Scandinavian subsidiaries reported growth in all activities – Technology & Innovation consulting, as well as Organisation & IT services consulting - and posted a 380 basis-point increase in the invoicing rate thanks to framework-contract wins in the Public Services division, and growth in the healthcare and Pharmaceuticals segments.
- Switzerland: Altran's Swiss operations reported a 24% increase in sales on a constant forex basis. Growth was driven by opportunities in the pharmaceutical sector and the invoicing rate rose sharply (+530 basis points) as did the workforce (+14.9%).
- The UK: sales edged up 1.3% on a constant forex and like-for-like basis.

  The decline in sales in the Organisation & IT-services Consulting activity was offset by new clients in the Automotive (AIT) division and brisk business in the Healthcare segment, thanks mainly to the performance of Cambridge Consultants.
- Belgium: 2011 sales edged up by 1% on a like-for-like basis (vs. -5.7% in 2010) thanks to buoyant business in H2 and despite recruitment difficulties.
- The Netherlands: sales dropped by a further 14.3% in 2011 given the postponement of client projects in the Automotive division and restructuring measures implemented by the Group, which made for a 330 basis-point increase in the invoicing rate in 2011.

The return to sales growth in the Northern zone in 2011 led to a 210 basis-point increase in the operating margin on ordinary activities on year-earlier levels and operating income on ordinary activities came out at €31.5m, equivalent to 8.4% of 2011 sales, vs. 6.2% in 2010.

On a constant forex and like-for-like basis, regional operating margin on ordinary activities widened to 8.2% in 2011, from 6.1% in 2010, due to an improvement in the invoicing rate and average daily rate as well as the tight management of costs which rose at a slower pace than growth in sales.

Southern zone

(€m)	2011	H2 2011	H1 2011	2010	H2 2010	H1 2010	2011 vs 2010
Turnover Southern zone	304.2	149.6	154.6	294.4	145.7	148.8	3.3%
Total operating income	305.0	150.3	154.6	294.5	145.5	149.0	3.6%
Total operating charges	(281.3)	(138.5)	(142.8)	(284.6)	(138.1)	(146.5)	-1.2%
Operating income on ordinary activities	23.7	11.9	11.8	9.9	7.4	2.5	139.2%
Operating income on ordinary activities (%)	7.8%	7.9%	7.7%	3.4%	5.1%	1.7%	4.4 pts

The Southern zone performed well in 2011, in terms of growth in sales and margins.

Revenue (before inter-segment eliminations) continued to rise, with 2011 sales up 3.3% on 2010 levels to €304.2m. Excluding changes in scope-of-consolidation, concerning mainly the sale of the Group's Brazilian subsidiaries, growth in this zone came out at 8.3%. This performance was underpinned by an increase in the workforce, as well as improvements in the invoicing rate and average daily rate.

Barring Portugal (-4.8%), performances in the Southern zone were strong; sales increased by 5.9%, on a like-for-like basis in Italy and by 13.9% in Spain, despite harsh economic conditions in both countries.

- Spain: the Group's Spanish operations reported the best performances in the Southern zone, with sales growth of 13.9%. This performance was driven by the favourable impact of reorganisation measures stemming from the early-2011 merger of Altran's main operating subsidiaries in Spain, which has served to consolidate Altran's foothold in this region.

  The sharp rise in sales stemmed from the build-up of the Group's business with its main clients as well as new contract wins in the Energy, Automotive, Distribution and Telecoms & Media sectors. The best performances were recorded in the Aeronautics, Space and Defence (ASD) segment and the Bank & Insurance sectors. Public Services was the only segment where sales declined.
- Italy: sales growth was driven mainly by a recovery in the Automotive sector and by the Telecoms & Media (TEM) segment. In addition, the Automotive business benefited from strong growth in margins despite recourse to outsourcing.

  The Financial Services & Government (FSG) segment was confronted by further difficulties, as was the Energy division, which was penalised by the renegotiation of contracts and the withdrawal from the nuclear business in Italy.
- Portugal: despite a backdrop of difficult conditions at the regional level, the Group's Portuguese operations managed to limit the decline in sales on year-earlier levels to 4.8%. Buoyant business in the Telecoms & Media (TEM) division, accounting for 53% of regional turnover, did not suffice to offset the halt in healthcare projects and heavy pricing pressure in the Finance sector.

Operating income on ordinary activities in the Southern zone came out at €23.7m, equivalent to 7.8% of 2011 sales, vs. 3.4% in 2010.

On a like-for-like basis, the operating margin on ordinary activities in this zone was 7.8% in 2011, vs. 6.3% in 2010. An improvement in the invoicing and average daily rates, as well as tight cost control, contributed to this performance.

Rest of the World (Asia, the US, the Middle East and Tunisia)

(€m)	2011	H2 2011	H1 2011	2010	H2 2010	H1 2010	2011 vs 2010
Turnover Row zone	32.3	16.5	15.8	35.5	18.0	17.5	-9.1%
Total operating income	32.3	16.5	15.8	35.5	18.0	17.5	-8.9%
Total operating charges	(31.9)	(16.4)	(15.5)	(36.4)	(18.0)	(18.5)	-12.4%
Operating income on ordinary activities	0.4	0.2	0.2	(1.0)	(0.0)	(1.0)	139.9%
Operating income on ordinary activities (%)	1.2%	1.0%	1.4%	-2.8%	0.0%	-5.6%	4.0 pts

In the RoW operating segment, sales (before inter-segment eliminations) totalled €32.3m at end-2011, down -9.1% on end-2010 levels (€35.5m), owing to changes in the scope-of-consolidation in the US (the main market in this zone) where the Group sold several subsidiaries in 2010 and 2011, notably Altran Control Solutions.

The RoW zone turned in a solid performance, with sales up 29.5% on a like-for-like basis, excluding the forex impact.

Brisk business in this zone was driven mainly by Group operations in the US (+30.3% at constant forex and on a like-for-like basis) thanks to new contracts won for the roll-out of control systems in Chinese nuclear plants. These contracts will reinforce the Group's core US-based activity, which operates mainly in the nuclear sector. These opportunities should serve to offset sluggish conditions in the regional market, notably in the energy sector.

Group operations in Asia also marked up strong sales growth (+20.4% on a like-for-like and constant forex basis) thanks to performances in China and India. Business in the Chinese subsidiary is being driven by new contracts in the Automotive, Infrastructure & Transportation (AIT) sector, as well as the opening of an office in Peking. The Indian subsidiary has been reorganised, with the repositioning of the offshore activity and support solutions for major European groups.

Thanks to the combination of growth and restructuring measures implemented as of 2010, mainly in the US, the Rest-of-the-World zone succeeded in generating operating income on ordinary activities of €0.4m in 2011, versus an operating loss of €1m on ordinary activities in 2010.

9.4 Outlook

Attentive to world economic trends, Altran remains vigiliant in a still uncertain environment.

Nevertheless, given the current market backdrop coupled with the Group's strong performances since the beginning of the year, management expects to see profitable growth in 2012 in line with objectives fixed in the Strategic Plan.

9.5 Post-closure events

There were no major events between 31 December 2011 and 8 March 2012 when the Group's 2011 financial statements were approved by the Board of Directors.

9.6 Altran Technologies' financial statements and proposed allocation of net income

In addition to its own operational activities, Altran Technologies S.A. also carries out the management functions for the Group as defined in section 7, "Organisational Chart", of the present registration document.

In 2011, Altran Technologies reported revenue of €615.3m, vs. €524.6m in 2010. This improvement reflects brisk business in the aeronautics sector and the strong performances of the Group's Automotive and telecoms activities.

Operating income increased to €30.9m (equivalent to 5.02% of sales) from €22.5m (4.29% of sales) in 2010, due mainly to tight control of staff costs, an improvement in the utilisation rate of resources and despite the increase in outsourcing required to carry out certain tasks related to the management of some complex projects which are not within Altran Technologies' field of competence.

Financial expenses narrowed to -€21.5m in 2011 from -€26.2m in 2010.

The Group posted an exceptional loss of €144.6m in 2011 (due notably to the capital loss on the Arthur D. Little disposal) vs. -€7.3m reported in 2010.

Including net tax income of €16m (stemming from fiscal integration and the recognition of tax credits), Altran booked a net accounting loss of €119,216,150.41 at 31 December 2011. Management proposes that this loss be allocated to retained earnings, which would come out at -€114,058,101.28.

It should be noted that non-deductible expenses totalled €33,770,975 in 2011. This sum includes total non-deductible expenses of €537,894, pursuant to Article 39.4 of the French Tax Code.

As required by law, we inform you that no dividends have been paid out for the past three fiscal years.

The breakdown of trade payables (Group and Non Group) at end-2010 and end-2011 is given in the tables below:

31.12.2011 (€m)	Debts expired				Debts outstanding				Total trade payables
	Total debts expired	Since 0-30 days	Since 31-60 days	Since > 61 days	Total debts outstanding	Maturity 0-30 days	Maturity 31-60 days	Maturity > 61 days	
Suppliers	4.7	2.3	1.2	1.2	18.9	15.5	3.3	0.1	23.6
Accounts payable to fixed-asset suppliers	0.1	0.1	0.0	0.0	1.2	0.4	0.7	0.0	1.3
I – TOTAL OUTSTANDING	**4.8**	**2.4**	**1.2**	**1.2**	**20.0**	**15.9**	**4.0**	**0.1**	**24.8**
Suppliers - Accruals					10.6	10.6			10.6
II – TOTAL TRADE PAYABLES	**4.8**	**2.4**	**1.2**	**1.2**	**30.6**	**26.5**	**4.0**	**0.1**	**35.4**

31.12.2010 (€m)	Debts expired				Debts outstanding				Total trade payables
	Total debts expired	Since 0-30 days	Since 31-60 days	Since > 61 days	Total debts outstanding	Maturity 0-30 days	Maturity 31-60 days	Maturity > 61 days	
1 – TOTAL OUTSTANDING	**6.8**	**4.3**	**1.6**	**0.9**	**15.2**	**10.9**	**3.9**	**0.4**	**22.0**
II – TOTAL TRADE PAYABLES	**6.8**	**4.3**	**1.6**	**0.9**	**23.5**	**19.2**	**3.9**	**0.4**	**30.3**

9.7 Subsidiaries and equity holdings

In 2011, Altran sold:

- The US company Synecticsworld and its Canadian subsidiary on 1 January 2011
- The French company, Imnet France on 28 February 2011
- All of its Brazilian subsidiaries (Altran do Brasil/Altran Consultoria e Tecnologia/TC/BR – Tecnologia e Consultoria Brasileira/Arthur D. Little) on 26 April 2011
- Its UK subsidiary, Hilson Moran Partnership on 30 December 2011
- The subgroup, Arthur D. Little, comprising 23 legal entities, on 30 December 2011.

In addition, in line with management's strategy to streamline its basis of consolidation, the Group merged three of its Spanish subsidiaries into one single entity.

9.8 Other information

Information relative to R&D costs is presented in section 11 of the present registration document.

A description of the main risks and uncertainties to which the Group is exposed is given in section 4 "Risks" of the present registration document.

Information relative to Group executives (functions, stock options and corporate-officer compensation) is presented in sections 14, 17 and 15 of the present registration document.

Details concerning Altran Technologies' shareholders, treasury stock and statutory threshold crossing declarations are presented in section 18 of the present registration document.

10 Cash and capital resources

10.1/10.2 Information on the borrower's capital

Information on Altran's capital is presented in section 18 "Major Shareholders" of the present registration document.

10.3 Borrowing requirements

Information on Altran's borrowing conditions is presented in section 4.2 «Liquidity risk and management of convertible bond-related debt» of the present registration document.

10.4 Restrictions on the use of capital resources

The main restrictions attached to the use of lines of credit agreed between Altran and its pool of bankers on 7 July 2008 are given in section 4.2.– "Liquidity risk and management of convertible bond-related debt" – of the present registration document. These restrictions, which go into effect when the first draw-down is made and remain in effect throughout the term of the credit agreement, specify that:

- As of 2009, one third of net consolidated cash flow over €15 million generated by the Group must be allocated to pay down debt (excluding any future market operation)
- Acquisitions are limited to a total annual investment of €50m, unless the Group obtains special permission from a majority of its lending banks.

10.5 Financing of operations

Information on the financing of Altran's operations is presented in sections 4.2 «Liquidity risk and management of convertible bond-related debt» and 21.1 « Potential capital » of the present registration document.

11 Research and development

At Group level, development costs were capitalised up to €0.6m in 2011, the gross value of these assets totalled €4.2m at 31 December, 2011.

No development expenses were capitalised by Altran Technologies.

12 Trends

12.1 Main trends

Attentive to world economic trends, Altran remains vigilant in a still uncertain environment.

Nevertheless, given the current market backdrop coupled with the strong performance since the beginning of the year, the Group expects to see profitable growth in 2012 in line with objectives fixed in the strategic plan.

12.2 Post-closure events

There were no major events between 31 December 2011 and 8 March 2012 when the Group's 2011 financial statements were approved by the Board of Directors.

13 Forecasts

The markets for Altran's businesses – Technology and R&D Consulting and Organisation and IT-Systems Consulting – are expected to enjoy further growth over the next few years. This should provide the Group with a solid base and bodes well for the success of the 2012-2015 strategic plan.

14 Administrative, management and supervisory bodies

14.1 Members of the governing bodies

14.1.1 Members of the Board

Altran Technologies is a Public Limited Company governed by a Board of Directors whose members are appointed at General Meetings for a period of four years. On 1 July 2008, the Board of Directors elected a censor.

At the Annual General Meeting on 10 June 2011,the Group's shareholders appointed two new directors, Mrs Monique Cohen and Mr Philippe Salle bringing the total number of directors to ten.

The Board of Directors includes three independent directors, Messrs Sénamaud, de Calan and de T'Serclaes, whose eligibility to serve as directors is in compliance with the recommendations set forth in the AFEP-MEDEF code. On 31 January 2012, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) voted to retain this eligibility. Particular attention was paid to the situation of Mr T'Serclaes who, via the company Alter, continued to provide consulting services to the Group in 2011, for which he received fees of €55,200 in 2011. The consulting services contract between Altran and Alter ended on 31 December 2011.

Following the General Meeting of 10 June 2011, the Board of Directors:

- Relieved Mr Yves de Chaisemartin of his functions as Chairman of the Board and CEO of Altran. Mr de Chaisemartin will however retain his mandate as director until it expires at the General Meeting called to approve the financial statements for fiscal 2011.
- Appointed Mr Philippe Salle as Chairman of the Board and Chief Executive, until the General Meeting held to approve the financial statements for fiscal 2014.

Members of the Board of Directors until 10 June 2011

Name	First appointed	End of mandate	Main functions in the company
Mr Yves de Chaisemartin born 26 August 1948	1 July 2008 meeting of the Board of Directors	AGM to approve the 2011 financial statements	Director & Chairman of the Board and CEO
Mr Roger Alibault born 20 February 1944	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Jean-Pierre Alix born 2 February 1950	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Apax Partners SA, represented by Mr Maurice Tchenio (born 19 January 1943)	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director

Name	First appointed	End of mandate	Main functions in the company
Mr Dominique de Calan born 5 May 1947	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Gilles Rigal born 26 May 1958	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Michel Senamaud born 16 July 1943	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Jacques-Etienne de T'Serclaes. born 4 June 1947	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Thomas de Villeneuve* born 19 May 1972	1 July 2008 Meeting of the Board of Directors	AGM to approve the 2011 financial statements	Censor

** Thomas de Villeneuve (38 years old), who graduated from HEC (one of the top business schools in France) in 1994, currently serves as censor on Altran's Board of Directors, and is deputy manager of Apax MidMarket SAS. Before joining Apax Partners in 2001, he worked with the Boston Consulting Group in Paris and New York. Specialised in Telecoms, Media and Technology (TMT) investment, Mr de Villeneuve is a member of the InfoPro Communications' supervisory board, a member of the Boards of Directors of Clarisse SA, Apax Partners MidMarket SAS and Financière MidMarket SAS, and manager of Codilink Sarl and Coditel Management Sarl.*

Members of the Board of Directors as of 10 June 2011

Name	First appointed	End of mandate	Main functions in the company
Mr Philippe Salle born 17 May 1965	10 June 2011	AGM to approve the 2014 financial statements	Director, Chairman of the Board and Chief Executive
Mr Roger Alibault born 20 February 1944	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Jean-Pierre Alix born 2 February 1950	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Apax Partners SA, represented by Mr Maurice Tchenio (born 19 January 1943)	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Dominique de Calan born 5 May 1947	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Yves de Chaisemartin born 26 August 1948	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mrs Monique Cohen born 28 January 1956	10 June 2011 AGM	AGM to approve the 2014 financial statements	Director
Mr Gilles Rigal born 26 May 1958	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Michel Senamaud born 16 July 1943	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Jacques-Etienne de T'Serclaes. born 4 June 1947	30 June 2008 AGM	AGM to approve the 2011 financial statements	Director
Mr Thomas de Villeneuve born 19 May 1972	1 July 2008 Meeting of the Board of Directors	AGM to approve the 2011 financial statements	Censor

Functions of the Board of Directors

All information pertaining to the functions of the Group's governing bodies is given in the Chairman's report on corporate governance, in appendix 1 of the present registration document.

14.1.2 General Management

Until 10 June 2011, Altran's Board of Directors was chaired by Mr Yves de Chaisemartin, appointed Chairman of the Board and CEO on 1 July 2008. At that time, the Board of Directors decided not to separate the functions of Chairman from those of Managing Director. On 10 June 2011, the Board of Directors relieved Mr Yves de Chaisemartin of his functions as Chairman and CEO and appointed Mr Philippe Salle as chairman and CEO until the General Meeting called to approve the Group's 2014 financial statements.

In addition, on 28 October 2011, the Board of Directors appointed Mr Cyril Roger, an employee of the company, Executive Vice-President for Southern Europe.

14.1.3 Mandates and functions exercised by Altran's corporate officers at 31 December 2011

MR PHILIPPE SALLE, CHAIRMAN AND CHIEF EXECUTIVE SINCE 10 JUNE 2011

46 years old, Chairman and CEO of Altran Technologies.

Philippe Salle began his career with Total in Indonesia before going to work for Accenture as an IT consultant. He then joined McKinsey (strategy consulting) where he was appointed project manager. In 1999, he moved to Vedior (now Randstad) where he was appointed Chairman and Managing Director: Vedior France in 2002, then President for Southern Europe in 2006. In 2007, Mr Salle joined Geoservices (technologies specialist in the oil-services sector) where he served first as Managing Director and then as Chairman and Chief Executive until March 2011.

A graduate of the Engineering school, "Ecoles des Mines" (Paris), Philippe Salle holds an MBA from Kellogg Graduate School of Management, North-western University, Chicago (USA).

Philippe Salle has 147,657 shares in Altran Technologies.

Mandates and functions exercised* at 31 December 2011

In France

Within the Altran Group

- Chairman of the Board of Altran Technologies, whose shares are admitted for trading on a regulated market
- Chief Executive of Altran Technologies, whose shares are admitted for trading on a regulated market.
- Chairman of the Investment and Acquisitions Committee of Altran Technologies, whose shares are admitted for trading on a regulated market
- Chairman of the Altran Foundation for Innovation
- Altran Technologies Representative; Associate manager of GMTS SNC

Outside the Altran Group

- Director: Banque Transatlantique
- Chairman: Finelas SAS (Personal investment holding company)

Abroad

Within the Altran Group

- Chairman of the Supervisory Board: Altran Deutschland Holding GmbH (Germany)
- Chairman of the Supervisory Board: Altran GmbH & Co KG (Germany)
- Director: Cambridge Consultants Ltd (UK)
- Director: Altran UK Ltd (UK)
- Director: Altran SA/NV (Belgium)
- Director: Altran Technologies India Private Ltd (India)
- Director: Altran International BV (the Netherlands)
- Director: Altran Italia Spa (Italy)
- Director: Altran Shanghai (China)
- Altran Technologies' Representative on the Board of Directors of Altran Luxembourg SA

Mandates and functions held* in the past five years but no longer exercised

End of Mandate	*In France*
	Within the Altran Group
2011	Chairman: Arthur D. Little Services
	Outside the Altran Group
2007	Chairman and CEO: Vedior France
2008	Director – Managing Director: Géoservices
2010	Director – Managing Director: Géoservices
2010	Chairman and Chief Executive of Géoservices
	Abroad
	Within the Altran Group
	None
	Outside the Altran Group
2007	Member of the Executive Board: Vedior NV (the Netherlands)

** In compliance with the legislation relating to the accumulation of mandates*

MR YVES DE CHAISEMARTIN, CHAIRMAN AND CHIEF EXECUTIVE OFFICER UNTIL 10 JUNE 2011

63 years old, Chairman and CEO of Altran Technologies until 10 June 2011.

After practising law between 1971 and 1986, Yves de Chaisemartin joined Socpresse and was appointed Chairman of the Management Board in 1996. He also served as Chairman of the Management Board of the French daily newspaper, Le Figaro, and was President of the national daily press union. In July 2005, he joined Altran as Chairman of the Supervisory Board, appointed Chairman of the Management Board in September 2006 and became Chairman and CEO of the Group in July 2008 until June 2011.

Mr Yves de Chaisemartin holds 158,500 shares in Altran Technologies.

Mandates and functions exercised* at 31 December 2011

In France

Within the Altran Group

- Director: Altran Technologies, whose shares are admitted for trading on a regulated market

Outside the Altran Group

- Chairman of the board: Musée Rodin
- Chairman: SystemX Institute of Technological Research
- Director: L'Est Républicain
- Managing Director: Marianne SA

Mandates and functions held* in the past five years but no longer exercised

In France

End of Mandate	Within the Altran Group
2008	Altran Technologies' representative on the Board of Directors of Axiem SA
2011	Chairman: Altran CIS SAS
2011	Chairman of the Board of Directors of Altran Technologies, whose shares are admitted for trading on a regulated market
2011	CEO of Altran Technologies, whose shares are admitted for trading on a regulated market
2011	Chairman of the Altran Foundation for Innovation
	Outside the Altran Group
2007	Director: Réunion des Musées Nationaux
2009	Managing Director: Marianne

Abroad

	Within the Altran Group
2010	Altran Technologies' representative, Limited Partner of Altran GmbH & Co KG (Germany)
2011	Chairman of the Board: Altran Telnet Corporation (Tunisia)
2011	Chairman of the Supervisory Board: Altran GmbH & Co KG (Germany)
2011	Director: Cambridge Consultants Ltd (UK)
2011	Director: Altran Technologies India Private Ltd (India)
2011	Director: Altran Italia Spa (Italy)
2011	Director: Altran Romania (Romania)
2011	Altran Technologies' representative on the Board of Directors of Altran SA (Belgium)
2011	Altran Technologies' representative on the Board of Directors of Altran Luxembourg SA
	Outside the Altran Group
2010	Director: Rossel group

MR ROGER ALIBAULT, DIRECTOR	
68 years old, Chairman and CEO of Apex chartered accountant companies. Roger Alibault (Chartered Account) carried out the functions of Administrative and Financial Director at Denis Frères and Rivoire & Carret-Lustucru for fifteen years. Since 1984, Mr Alibault has served as a Chartered Accountant and Auditor and is currently Chairman of the Board and Managing Director: Apex-Gaec SA and Manager of Apex Provence and Apex Fidus Hyères. Robert Alibault has 6,895 shares in Altran Technologies.	**Mandates and functions exercised at 31 December 2011** ***In France*** Within the Altran Group ◆ Director and member of the Audit Committee: Altran Technologies, whose shares are admitted for trading on a regulated market Outside the Altran Group ◆ Chairman of the board: Apex Gaec SA ◆ Managing Director: Apex Gaec SA ◆ Manager: Apex Provence ◆ Manager: Apex Fidus Hyères **Mandates and functions held in the past five years but no longer exercised** None

MR JEAN-PIERRE ALIX, DIRECTOR	
62 years old; chartered accountant After exercising a number of local council mandates (Deputy Mayor, General Councillor and District Council President), Jean-Pierre Alix held various Trade Union and Ordinal Advisory Positions, including National President of the French Institute of Chartered Accountants (IFEC) and Chairman of the French Association of Chartered Accountants and the National Association of Chartered Accountants. Jean-Pierre Alix has 10 shares in Altran Technologies.	**Mandates and functions exercised at 31 December 2011** ***In France*** Within the Altran Group ◆ Director, Member of the Appointment and Remuneration Committee and the Investment and Acquisition Committee: Altran Technologies, whose shares are admitted for trading on a regulated market Outside the Altran Group ◆ Manager: SARL Alix Conseil ◆ Manager: SARL Alix & Associates ◆ Manager: SCI GAP ◆ Manager: SCI Les Deux Rochers ◆ Manager: SCI Saint Laurent Investissement ◆ Manager: SCI Saint Laurent Gestion ◆ Director: Sacicap Forez Velay **Mandates and functions held in the past five years but no longer exercised** End of Mandate — ***In France*** — Outside the Altran Group 2009 — Chairman: the National Association of Chartered Accountants

APAX PARTNERS, DIRECTOR

Apax Partners SA has 1 Altran Technologies share

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Director: Altran Technologies, whose shares are admitted for trading on a regulated market

Outside the Altran Group

- Director: Cognitis Group
- Director: Heytens Centrale SA
- Director: Itefin Participations SAS
- Director: Royer
- Manager: Société civile Capri
- Manager: Société civile Carmel
- Manager: Société civile Firoki
- Manager: Société civile Info Invest
- Member of the Executive Committee: Financière Season
- Member of the Supervisory Board: Arkadin Holding

Abroad

Outside the Altran Group

- Director: Buy Way Personal Finance Belgium SA (Belgium)
- Director: Buy Way Tech SA (Belgium)
- Director: European Jewellers I SA (Luxembourg)
- Director: European Jewellers II SA (Luxembourg)
- Director: NWL Investissements (Luxembourg) & Wallet SA (Belgium)
- Director: Wallet Investissement 1 SA (Belgium)
- Director: Wallet Investissement 2 SA (Belgium)

Mandates and functions held in the past five years but no longer exercised

End of Mandate	*In France* Outside the Altran Group
2007	Director: Artacrea
2007	Director: Entomed
2007	Director: Horis
2007	Director: MG Participations SA
2007	Director: Neuro3D
2007	Director: Sistecar
2007	Member of the Executive Committee: Mobsat SAS
2008	Director: ASK
2008	Director: DBV Technologies SA
2008	Director: Hybrigenics SA
2008	Director: Neurotech SA
2009	Director: Arkadin
2009	Director: Morgan International Participations
2010	Director: Cegid (listed company)
2010	Director: Odyssey Group
2010	Member of the Supervisory Board: Financière des Docks
2010	Director: Group Mondial Tissus SA
2011	Director: Camelia Participations SAS
2011	Director: Finalliance
2011	Director: Rue du commerce SA (listed company)
2011	Manager: Société civile Equa
	Abroad
	Outside the Altran Group
2011	Class A Manager: Mobsat Group Holding SARL (Luxembourg)

MRS MONIQUE COHEN (DIRECTOR)

56 years old; Vice-President of Apax Partners MidMarket SAS.

Monique Cohen joined Apax in 2000 where she was appointed to carry out investments in the Services to Enterprises & Financial Services sector and to head up the Business Development activity.

Prior to this, Ms. Cohen worked at BNP Paribas where she was Global Head of Equities, in charge of equity syndication and brokerage activities, then went on to be a senior banker in charge of global marketing monitoring for a small number of major French accounts.

Monique Cohen is a graduate of Ecole Polytechnique (class of 1976) and holds masters degrees in mathematics and business law.

Monique Cohen has 100 shares in Altran Technologies.

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Director and member of the Investment and Acquisitions Committee: Altran Technologies, whose shares are admitted for trading on a regulated market

Outside the Altran Group

- Executive Vice-President: Altamir Amboise Gérance SA
- Director: Apax Partners MidMarket SAS
- Director: Financière MidMarket SAS
- Director: B*Capital SA
- Director: SEP Altitude (Société en Participations)
- Member of the Supervisory Board: JC Decaux SA, whose shares are admitted for trading on a regulated market
- Member of the Supervisory Board: Global Project SAS

Abroad

Outside the Altran Group

- Director & Chairman of the Board of Directors: Wallet SA (Belgium)
- Director & Chairman of the Board of Directors: Wallet Investissement 1 SA (Belgium)
- Director & Chairman of the Board of Directors: Wallet Investissement 2 SA (Belgium)
- Director: Buy Way Personal Finance Belgium SA (Belgium)
- Director: Buy Way Tech SA (Belgium)
- Manager (Class C): Santemedia Group Holding SARL (Luxembourg)

Mandates and functions held in the past five years but no longer exercised

End of Mandate	*In France* Outside the Altran Group
2007	Managing Director: Apax Partners & Compagnie Gérance II SAS
2007	Chairman: Financière Famax SAS
2007	Member of the Supervisory Board: ACG Holding SAS
2008	Member of the Supervisory Board: Faceo SA
2008	Member of the Supervisory Board: Unilog
2008	Chairman of the Supervisory Board: Financière Famax SAS
2008	Chairman: Faceomanagement SAS
2008	Chairman: Faceoteam SAS
2009	Director: Global Project SAS
2010	Member of the Supervisory Board: Financière Famax SAS
2011	Director: Equalliance SA
2011	Director: Finalliance SAS
2011	Manager: Société Civile Equa

Abroad

Outside the Altran Group

None

MR DOMINIQUE DE CALAN – DIRECTOR

64 years old; Head of the French employer's organisation (UIMM); Expert in Social Relations and Negotiations, Associate Professor at the Sorbonne University.

Former Chairman of joint organisations and member of several Boards, Dominique de la Lande de Calan is a reputed expert in several fields, notably higher education (member of CNESSER and CNE), retirement (former Chairman of AGIRC), executive employment (Vice-Chairman of APEC), collective bargaining, trade union relations and remuneration.

Mr Dominique de Calan has 4,393 shares in Altran Technologies.

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Director, Chairman of the Appointment and Remuneration Committee: Altran Technologies, whose shares are admitted for trading on a regulated market

Outside the Altran Group

- Chairman: AREAT
- Vice-chairman: ISFFEL
- Director: ADEPT
- Consultant: Lysios
- Treasurer: Support group for the "Cité Nationale de l'Histoire et de l'Immigration"

Mandates and functions held in the past five years but no longer exercised

End of Mandate	*In France* – Outside the Altran Group
2008	Chairman: OPCAIM
2008	Vice-chairman: AGIRC
2008	Vice-chairman: APEC
2008	Vice-chairman: APFA
2008	Vice-chairman: GIE AGIRC-ARRCO
2008	Vice-chairman: UNPMI (CGPME)
2008	Vice-chairman: ETHIC
2008	Director: CTIP
2008	Director: Malakoff group
2008	Alternate Director: FUP
2008	Executive Vice President: UIMM
2010	Director: NEXTER (ex-Giat Industries)

Abroad

Outside the Altran Group

None

MR GILLES RIGAL, DIRECTOR

53 years old; Vice-President of Apax Partners MidMarket SAS.

Gilles Rigal joined Apax Partners' Technologies & Telecoms' team in 2001.

He began his career as an entrepreneur with the creation of IGL (specialised in software tools and IT services), which he sold to Thales five years later. Mr Rigal went on to serve as Divisional Manager at McDonnell Douglas Information Systems, then moved to Systar where he was successively appointed General Manager of French, European and International operations. In 1995, he joined BMC Software as General Manager of French operations and Vice-chairman of Marketing and Indirect Sales for Europe, the Middle East and Africa.

Gilles Rigal holds an engineering degree from ENSEEIHT (Toulouse) and a graduate degree (DEA) in Robotics from the University of Toulouse.

Gilles Rigal has 1 share in Altran Technologies.

Gilles Rigal is Chairman of Altrafin Participations SAS which holds 27,501,079 Altran Technologies shares.

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Director, Member of the Appointment and Remuneration Committee and the Investment and Acquisition Committee: Altran Technologies, whose shares are admitted for trading on a regulated market

Outside the Altran Group

- Chairman: Altrafin Participations SAS
- Chairman: Itefin Participations SAS
- Chairman of the Strategy Committee: Willlink SAS
- Member of the Board: Itefin Participations
- Director: Apax Partners MidMarket SAS
- Director: Financière MidMarket SAS
- Director: Cognitis Group SA
- Director: Vocalcom SA
- Altrafin Participations' Representative; Manager of Sep Altitude
- Itefin Participations Representative on the Board of Directors of GFI Informatique SA

Abroad

Outside the Altran Group

- Director: Odyfinance SA (Luxembourg)

Mandates and functions held in the past five years but no longer exercised

End of Mandate	In France Outside the Altran Group
2007	Member of the Supervisory Board: Cartesis
2007	Chairman: Sistecar
2007	Sistecar SAS' Representative: Sistecar Management
2008	Apax Partners SA Representative: ASK
2011	Chairman: Willink SAS
	Abroad Outside the Altran Group
2010	Apax Partners SA Representative: Odyssey Group SA (Luxembourg)

MR MICHEL SÉNAMAUD, DIRECTOR

68 years old; retired.

Michel Senamaud (Doctor of Law) served as Legal Director then a member of the Executive Committee of the Fnac group (1976-1984), General Secretary of Canal Plus (1984-1985) and La Cinq (1987-1992). Between 1994 and 2005, he was General Administrator then Managing Director: the French daily newspaper, Le Figaro, and subsequently became a member of the Socpresse Management Board. Michel Senamaud was also an Associate Professor at the University of Versailles-Saint Quentin from 1994 to 2000.

Michel Senamaud has 7,265 shares in Altran Technologies.

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Director, Chairman of the Appointment and Remuneration Committee: Altran Technologies, whose shares are admitted for trading on a regulated market

Mandates and functions held in the past five years but no longer exercised

None

MR MAURICE TCHENIO, DIRECTOR/REPRESENTATIVE OF APAX PARTNERS SA	
69 years old; co-founder of Apax Partners and Chairman of Altamir Amboise and the AlphaOmega Foundation. Maurice Tchenio began his career as an Assistant Professor of Finance at the Paris business school, HEC, before being appointed Project Manager at the Institut de Développement Industriel (IDI), a Paris-based private-equity company. In 1972, Maurice Tchenio, in conjunction with Ronald Cohen and Alan Patricof, founded Apax Partners, which is now one of the world leaders in Private Equity. Between 1972 and 2010, he served as Chairman and Chief Executive of Apax Partners SA, the company's French division. In 1995, Maurice Tchenio founded Altamir Amboise, French, listed, private equity company and, in 2010, created the public utilities venture philanthropy foundation, AlphaOmega. He is also co-founder of AFIC, the French private equity investors association, and a former Director: EVCA (European Venture Capital Association). Maurice Tchenio is a graduate of the HEC business school in Paris, and the Harvard Business School, where he obtained the Baker Scholar award of high distinction.	**Mandates and functions exercised at 31 December 2011** ***In France*** Within the Altran Group ◆ Apax Partners SA Representative on the Board of Directors of Altran Technologies, whose shares are admitted for trading on a regulated market Outside the Altran Group ◆ Chairman of the board: Apex Partners SA ◆ Chairman: Altamir Amboise Gérance SA ◆ CEO: Apex Partners SA ◆ CEO: Altamir Amboise Gérance SA ◆ Director: Tourpagel Groupe SA, whose shares are admitted for trading on a regulated market ◆ Director: Sechilienne Sidec SA, whose shares are admitted for trading on a regulated market ◆ Director: F2L SAS ◆ Director: 3AB Optique Développement SAS ◆ Director: 3AB Optique Expansion SAS ◆ Director: Financière de l'Echiquier SA ◆ Chairman: 3AC Finance SAS ◆ Chairman of the Administrative Council: AlphaOmega Foundation ◆ Associate manager: Société Civile Immobilière Mauryland ◆ Associate Manager: AlphaOmega SC ◆ Manager: Apax Partners SNC ◆ Manager: Société civile Cimarosa ◆ Manager: Société civile Cimarosa II ◆ Manager: Société civile Cimarosa Media ◆ Manager: Société civile Cimarosa Tubes ◆ Manager: Société Civile Copernic Partenaires ◆ Manager: Société civile Etoile II ◆ Manager: Société civile Galilée Partenaires ◆ Manager: Société civile Galilée Partenaires II ◆ Manager: Société civile Longchamp ◆ Manager: Société civile Moussecarrie ◆ Manager: Société civile SE Wagram ◆ Member of the Supervisory Board: Thom Europe SAS ◆ Apax Partners SA Representative: Manager of Société Civile Carmel ◆ Apax Partners SA Representative: Manager of Société Civile Capri ◆ Apax Partners SA Representative: Manager of Société Civile Firoki

Mandates and functions held in the past five years but no longer exercised

End of Mandate

In France

Outside the Altran Group

2007	Chairman: Société Européenne Iéna SAS
2007	Chairman: Apax Partners & Compagnie Gérance II SAS
2007	Manager: Société Civile Kléber Partenaires
2007	Apax Partners SA Representative on the Board of Directors of Artacrea
2007	Apax Partners SA Representative on the Board of Directors of Horis
2007	Apax Partners SA Representative on the Board of Directors of MG Participations SA
2007	Representative of MMG : Altium Capital
2008	Chairman: MMG
2009	Chairman: Morgap
2009	Manager: Société Civile SE Bizet
2009	Apax Partners SA Representative on the Board of Directors of Morgan International Participations
2009	Morgan International Participations Representative: Morgan SA
2010	Apax Partners SA Representative on the Board of Directors of Financière des Docks SAS (ex-U10 Partenaires)
2011	Apax Partners SA Representative on the Board of Directors of Rue du Commerce (listed company)
2011	Apax Partners SA Representative: Manager: Société Civile Equa

Abroad

Outside the Altran Group

2009	Non-Executive Director: Apax Partners Holdings Ltd (UK)
2009	Non-Executive Director: Apax Partners Strategic Investors Ltd (UK)
2009	Director: Apax Venture Capital Holdings III Ltd (Jersey, UK)

MR JACQUES-ETIENNE DE T'SERCLAES – DIRECTOR

64 years old; Founder-chairman of the in-kind donation charity association, «l'Agence du Don en Nature».

Jacques-Etienne de T'Serclaes, a graduate of Harvard Business School (OPM programme) and the French business school, ESSCA, is a chartered accountant and former member of the French audit regulator, Compagnie des Commissaires aux Comptes. Mr T'Serclaes worked for seven years with Euromarché (Carrefour) where he was appointed Managing Director of the group. He then became a senior partner at PricewaterhouseCoopers where, between 1990 and 2005, he headed the global Retail and Consumer division and was Chairman of the PwC Audit Supervisory Board.

Jacques-Etienne de T'Serclaes has 3,024 shares in Altran Technologies.

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Director, Chairman of the Audit Committee, and Member of the Appointment and Remuneration Committee and the Investment and Acquisition Committee: Altran Technologies, whose shares are admitted for trading on a regulated market

Outside the Altran Group

- Founding Chairman: Gifts in kind agency – Eurogiki
- Director: Rémy-Cointreau

Abroad

Within the Altran Group

- Director: Altran Technologies India Private Ltd (India)

Outside the Altran Group

- Operating Partner: Advent International
- Director: Banimmo (Belgium)

Mandates and functions held in the past five years but no longer exercised

End of Mandate

Abroad

Outside the Altran Group

2007	Director: Euro India Centre
2011	Director: Gift in kind International (USA)

MR CYRIL ROGER, EXECUTIVE VICE-PRESIDENT

47 years old: Executive Vice-President for Altran Technologies' Southern European operating zone (France, Spain, Italy and Portugal).

A graduate of Centrale Lyon and ENST, Cyril Roger began his career with France Télécom as a Business Engineer before joining Adecco as Regional Director, and then Olsten as Managing Director for the Paris region. From 1999 to 2006, he was Chairman of the management board of Segula Technologies, an international engineering and innovation consulting firm. Between 2006 and October 2011, he served on Altran's Executive Committee as Executive Vice-President of French operations and the Group's Automotive, Aerospace and Energy industries. On 28 October 2011, he was appointed Executive Vice-President for Altran's Southern European operating zone (France, Spain, Italy and Portugal).

Cyril Roger has 93,240 shares in Altran Technologies.

Mandates and functions exercised at 31 December 2011

In France

Within the Altran Group

- Executive Vice-President in charge of the Southern European operating zone: of Altran Technologies, whose shares are admitted for trading on a regulated market
- Chairman: Altran CIS SAS
- Chairman: DATACEP SAS
- Chairman of the board: NSI SA (listed on a free market)

Outside the Altran Group

- None

Abroad

Within the Altran Group

- Director: Altran Italia Spa (Italy)
- Director: Hilson Moran Italia Spa (Italy)
- Altran Technologies' Representative & Sole Director: Altran Innovacion SLU (Spain)

Outside the Altran Group

- None

Mandates and functions held in the past five years but no longer exercised

End of Mandate	*In France*
	Within the Altran Group
2011	Vice-President of Altran Technologies SA, whose shares are admitted for trading on a regulated market
	Outside the Altran Group
	None

End of Mandate	*Abroad*
	Within the Altran Group
2011	Director: Altran Innovacion SLU (Spain)
	Outside the Altran Group
	None

14.2 Convictions for fraud, liquidation proceedings and penalties involving members of Altran's board members

To the best of Altran Technologies' knowledge, in the past five years, none of the members of the Board of Directors have been:

- Convicted for fraud
- Involved in bankruptcy, receivership or liquidation proceedings
- Incriminated or subject to sanctions by an official public statutory or regulatory authority (including specially designated professional bodies)
- Prevented by court order from acting in his or her capacity as a member of an administrative, management or supervisory body of an issuer or taking part in the management of an issuer's business.

Within the context of legal proceedings linked to the sale, in 1989, of a building owned by the French newspaper, France-Soir, Mr Yves de Chaisemartin, who was serving as a Director of Société Presse Alliance (Groupe Socpresse) at the time, was found guilty by the Paris Court of Grande Instance on 30 April 2009 of the misappropriation of corporate funds.

Mr Chaisemartin, who received a two-year suspended prison sentence and a €150,000 fine, has filed an appeal, which is scheduled to be heard in Spring 2013.

14.3 Conflicts of interest concerning members of the board

To the best of Altran Tehnologies' knowledge:

- there is no conflict of interest between its Board members' duties to Altran Technologies and their private interests and/or other obligations;
- there are no family ties between Altran's Board members.

14.4 Financial injunctions for anti-competitive practices imposed by the competition commission

No injunctions were recorded at the date these financial statements were prepared.

15 Compensation and benefits

15.1 Compensation of corporate officers

Gross compensation and benefits paid to corporate officers by the company and its subsidiaries in 2011 totalled €1,301,511, of which:

- Corporate officer compensation: €1,021,511
- Employment-contract compensation during mandate: none
- Attendance fees: €280,000
- Benefits in kind: none

Contrary to the recommendations of the AFEP-MEDEF (Corporate Governance Code), the Board of Directors did not judge it useful to introduce a variable component linked to assiduity for the calculation of attendance fees given the high level of participation (96%) at Board and Committee meetings.

Compensation paid to the Chairman of the Board and Chief Executive

Mr Philippe Salle – Chairman and Chief Executive since 10 June 2011

2011 compensation

- ***Contributions paid to Mr Philippe Salle as of 10 June 2011***

	2011		
	Amount due	Amount paid in 2011	Amount to be paid in 2012
Fixed compensation	€278,411.00	€278,411.00	None
Variable compensation	€278,411.00	None	€278,411.00
TOTAL	**€556,822.00**	**€278,411.00**	**€278,411.00**

On 21 June 2011, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) fixed Mr Salle's total compensation for achieving the 2011 targets set by the Group at €1,000,000. This includes a fixed compensation of €500,000 and a variable compensation of the same amount based on achieving the same performance-related objectives as his predecessor in terms of:

- Quantitative criteria (60%): operating performances (EBIT) and organic growth, and
- Qualitative criteria (40%): strategy, external growth and the quality of Group management

In view of the fact that Mr Salle was nominated Chairman and CEO on 10 June 2011, his compensation for fiscal 2011, based on the above performance criteria, was set at €556,822, of which €278,411 fixed and €278,411 variable.

No variable compensation was paid in 2011 with respect to 2011 performances.

Mr Salle does not have an employment contract with the company, nor does he benefit from 1/ a supplementary retirement scheme or benefits due or arising from either the termination or change in, his function, or from 2/ any compensation relative to a non-competition clause.

In fiscal 2011, Mr Salle, in the context of his mandate, did not receive any other compensation, nor did he receive any benefits in kind, stock-options, free or performance shares, or securities giving access to Altran's capital. Mr Salle purchased

147,657 Altran Technologies shares in compliance with AFEP-MEDEF recommendations advocating the acquisition by executive directors of a significant number of shares in the companies they manage.

2012 compensation

On 31 January 2012, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) fixed Mr Salle's total compensation for achieving the 2012 targets set by the Group at €1,100,000. This includes a fixed compensation of €500,000 and a variable compensation of €600,000 based on achieving the following performance-related objectives in terms of:

- Quantitative criteria (60%): of which operating performances (EBIT) accounting for 80% and DSO targets for 20%, and
- Qualitative criteria (40%): 1/ progress of the Group's transformation plan (*Plan Hercule*), 2/ external growth, 3/ comparisons between operating performances of the Group and those of a sample of its competitors, and 4/ the strengthening of management's competencies.

Mr Yves de Chaisemartin – Chairman of the Board and CEO until 10 June 2011

2011 compensation

◆ Contributions paid to Mr Yves de Chaisemartin until 10 June 2011

	2010			2011		
	Amount due	Amount paid in 2010	Amount paid in 2011	Amount due	Amount paid in 2011	Amount to be paid in 2012
Fixed compensation	€360,000.00	€360,000.00	None	€160,909.00	€160,909.00	None
Variable compensation	€351,080.00(a)	None	€351,080.00	€170,000.00	€170,000.00	None
TOTAL	**€711,080.00**	**€360,000.00**	**€351,080.00**	**€330,909.00**	**€330,909.00**	**None**

(a) Including 2009 variable compensation arrears of €27,000

On 10 March 2011, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) fixed Mr de Chaisemartin's total compensation for achieving the 2011 targets set by the Group at €700,000. This includes a fixed compensation of €360,000 and a variable compensation of €340,000 based on achieving the following performance-related objectives in terms of:

- Quantitative criteria (60%): operating performances (EBIT) and organic growth, and
- Qualitative criteria (40%): 1/ strategy, 2/ external growth and 3/ the quality of Group management

Following the termination of Mr de Chaisemartin's mandate as Chairman and CEO on 10 June 2011, the Board Meeting of 21 June 2011, (upon the recommendation of the Appointment and Remuneration Committee) fixed Mr de Chaisemartin's variable compensation at €170, 000 for the period 1 January to 10 June 2011.

Mr de Chaisemartin did not have an employment contract with the company in 2011, nor did he benefit from 1/ a supplementary retirement scheme or benefits due or arising from either the termination or change in, his function, or from 2/ any compensation relative to a non-competition clause.

In fiscal year 2011, Mr de Chaisemartin, in the context of his mandate, did not receive any other compensation, nor did he receive any benefits in kind, stock-options, free or performance shares, or securities giving access to Altran's capital.

At 31 December 2011, Mr Yves de Chaisemartin had 5,522 stock options.

Compensation paid to other corporate officers

Mr Cyril Roger – Executive Vice-President for Southern Europe, as of 28 October 2011

2011 compensation

- **Contributions paid to Mr Cyril Roger in the context of his mandate**

	For fiscal year 2011, as of 28 October 2011		
	Amount due	Amount paid in 2011	Amount to be paid in 2012
Fixed compensation	€61,111	€61,111	None
Variable compensation	€54,000	None	€54,000
Exceptional bonus	€4,167	None	€4,167
TOTAL	**€119,278**	**€61,111**	**€58,167**

On 28 October 2011, the Board of Directors appointed Mr Cyril Roger, an employee of the company, Executive Vice-President for Southern Europe.

In fiscal 2011, Mr Cyril Roger's compensation for performing the functions relative to his employment contract until 28 October 2011, and in the context of his mandate as Executive Vice-President, totalled €699,000. This includes a fixed compensation of €350,000, a variable compensation (allocated on the basis of the objectives set within the context of his employment contract) of €324,000 and a €25,000 exceptional bonus. For performing his functions as Executive Vice-President as of 28 October 2011, Mr Roger received a fixed compensation of €61,111, a variable compensation of €54,000 and an exceptional bonus of €4,167.

In fiscal 2011, Mr Cyril Roger received a total compensation of €719,058 of which:

- Corporate officer compensation: €61,111 (see table above)
- Employment contract compensation:
  - 2010: €210,761
  - 2011: €447,186

On 21 December 2011, Mr Roger acquired the right to benefit from the 93,240 free shares allocated to him in the context of the 2007 free share plan.

At 31 December 2011, Mr Roger had 50,522 stock options.

2012 compensation

On 31 January 2012, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) fixed Mr Roger's total compensation for 2012 at €675,000, comprising: 1/ a fixed compensation of €375,000 and 2/ a variable compensation of €300,000 based on achieving the following performance-related objectives: Quantitative criteria (80%), of which operating performances (EBIT) accounting for 60% and DSO for 20%, and Qualitative criteria (20%): notably Group performances 1/ in Italy, regarding the finalisation of the reorganisation of Group teams and the strengthening of management teams, and 2/ in France, concerning the launch of the Care programme and the completion of the reorganisation programme.

Mr Roger's employment contract with Altran was suspended as from the date of his appointment as Executive Vice-President (28 October 2011) and will remain until the end of his mandate, at which time his employment contract will be reactivated. In the event of a breach of his employment contract initiated by the company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- A contractual severance package, equivalent to the total compensation (for salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract
- A fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the cause; this payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

Since his appointment as Executive Vice-President, Mr Roger has not received any other compensation, nor has he received any benefits in kind, stock-options, free or performance shares, or securities giving access to Altran Technologies' capital. At 31 December 2011, Mr Roger had 50,522 stock options.

Attendance fees and other forms of compensation allocated to non-executive directors

Apax Partners SA – Director

Apax Partners SA, represented by Mr Maurice Tchenio, receives no attendance fees for exercising its mandate as Member of the Board.

Mr Roger Alibault – Director

For his function as Director	Paid in 2010	Paid in 2011
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€40,000	€40,000

Mr Jean-Pierre Alix – Director

For his function as Director	Paid in 2010	Paid in 2011
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€40,000	€40,000

Mr Dominique de Calan – Director and Chairman of the Appointment and Remuneration Committee

For his function as Director	Paid in 2010	Paid in 2011
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€80,000	€80,000

Mr Yves de Chaisemartin – Director

For his function as Non-Executive Director as of 10 June 2011	Paid in 2010	Paid in 2011
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	None	None

Mr Yves de Chaisemartin will receive attendance fees of €20,000 in 2012 for carrying out his function of non-executive director between 1 July and 31 December 2011.

Mrs Monique Cohen – Director

Mrs Monique Cohen receives no attendance fees for exercising her mandate as Member of the Board.

Mr Gilles Rigal – Director

Mr Gilles Rigal receives no attendance fees for exercising his mandate as Member of the Board.

Mr Michel Sénamaud – Director

For his function as Director	Paid in 2010	Paid in 2011
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€40,000	€40,000

Mr Jacques Étienne de T'Serclaes – Director and Chairman of the Audit Committee

For his function as Director	Paid in 2010	Paid in 2011
Gross compensation paid by the company for carrying out this function	None	None
Attendance fees paid by the company for carrying out this function	€80,000	€80,000

In fiscal 2011, the corporate officers, in the context of their mandates, did not receive any compensation from any company controlled by Altran, nor did they receive any benefits in kind, stock-options, free or performance shares, or securities giving access to Altran Technologies' capital.

15.2 Commitments made by the Company to its corporate officers

Altran Technologies concluded a services procurement contract with Mr Jacques Etienne de T'Serclaes, member of the Board of Directors and Chairman of the Audit Committee, before he took up office, via the company, Alter. This contract concerns consulting-services requested by Altran Technologies to ensure the development of the Group's Asian activity, for which it paid total fees of €55,200 in 2011. This services procurement contract ended on 31 December 2011.

In addition, Mr Roger's employment contract with Altran was suspended as from the date of his appointment (28 October 2011) and will remain so throughout his mandate, at which time his employment contract will be reactivated. However, in the event of a breach of his employment contract initiated by the company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- A contractual severance package, equivalent to the total compensation (salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract;
- A fixed compensation for the non-competition commitment during the 12-month period following the termination of the employment contract, regardless of the motive. This payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

The Group made no commitment to award the members of the Board of Directors any compensation, financial guarantees or benefits due or arising from either the termination of, or a change in their functions.

15.3 Summary of stock options granted to directors

All information concerning the various stock-option plans granted to corporate officers and the stock-option exercise process is given in section 17.2.1 «Stock-options», of the present registration document.

16 Practices of the governing bodies

All information relative to the practices of the governing bodies is given in the «Chairman's report», in appendix 1 of the present registration document.

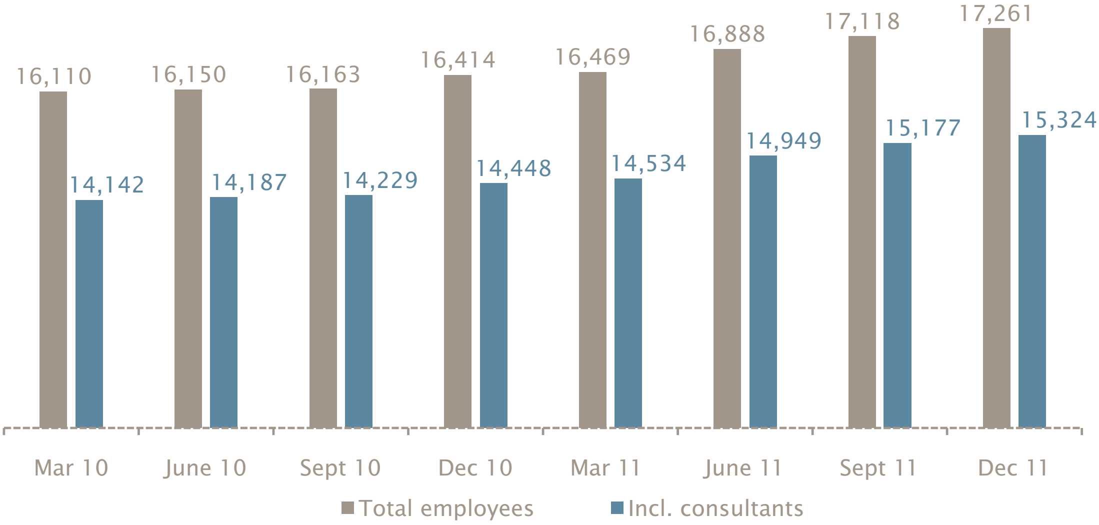
All information pertaining to related and non-related agreements is given in section 15.2 «Commitments made by the company to its corporate officers», of the present registration document.

17 Employees

17.1 Employee data

17.1.1 Number of employees

In 2011, Altran increased its workforce by 847 employees on 2010 levels (excluding Arthur D. Little), bringing the total headcount to 17,261 at the end of the year.



17.1.2 Invoicing rate

Altran's invoicing rate provides a relatively accurate yardstick by which to assess the Group's business levels. Note, however, that the invoicing rate may still be subject to adjustment. Altran has calculated its invoicing rate (on a constant methodological basis since 2004), by dividing the number of FTEs (Full Time Equivalents) billed by the total number of potential FTEs, whereby 1/the number of FTEs billed = the number of days billed/the total number of working days, and 2/the total number of potential FTEs = the number of employee days less paid leave/the total number of working days.

In addition, the fact that there is no standard industry definition for the invoicing rate makes it difficult to draw comparisons between Altran and its competitors.

Altran's average invoicing rate came out at 84.9% in 2011. Trends in the Group's invoicing rate are given in the table below (excl. Arthur D. Little).

	Average 2009	Average 2010	Q1 2011 average	Q2 2011 average	H2 2011 average	Q3 2011 average	Q4 2011 average	H2 2011 average	Average 2011
Invoicing rate	79.9%	83.7%	84.4%	85.6%	85.0%	84.7%	84.8%	84.7%	84.9%

17.1.3 Staff turnover rate

Altran's staff turnover rate is defined as the ratio between the total number of staff departures, for whatever reason (resignation, departure during trial periods, etc.) and the total number of Group employees. In 2011, the 12-month moving staff turnover rate came out at 25.8%, on a like-for-like basis, compared with 24.9% in 2010 and 20.4% in 2009 (excluding Arthur D. Little).

17.2 Employee profit-sharing and stock options

17.2.1 Stock options

The Group did not grant any stock options or free-shares in 2011.

All stock options awarded to corporate officers are in the form of new share warrants. No free shares were granted to the Group's corporate officers in 2011.

It was decided at the 4 February 2008 Supervisory Board session, that corporate officers could not exercise their stock options received within the context of the 20 December 2007 stock-option plan, until after their departure from the Company.

The exercise periods for the March and June 2003 stock option plans closed on 12 March 2011 and 25 June 2011 respectively. 831,608 options, granted within the context of the March 2003 plan, were exercised in 2011. No rights were exercised related to the stock-option plans launched in June 2004 (exercisable as of 30 June 2008), June 2005 (as of 16 June 2009), December 2005 (as of 21 December 2009) and December 2007 (as of 21 December 2011).

The main characteristics of the Group's on-going plans at 31 December 2011 are outlined in the tables below:

	Stock-options				
	2003[(a)(c)]	2003[(a)(b)(c)]	2004[(c)]	2005[(c)]	2005[(c)]
Date of general meeting	17/06/1999	17/06/1999	28/06/2004	28/06/2004	28/06/2004
Date of Board of Directors or Management Board meeting	11/03/2003	24/06/2003	29/06/2004	15/06/2005	20/12/2005
Total number of shares available for subscription or allocation on the date of attribution	3,948,993	336,191	2,762,000	340,000	2,630,000
o/w available to corporate officers	*186,785*	*0*	*80,000*	*200,000*	*210,000*
o/w available to ten highest paid employees	*875,218*	*106,734*	*510,000*	*340,000*	*635,000*
Balance at 31 December 2011	*0*	*0*	*451,792*	*132,369*	*321,068*
Vesting date	12/03/2007	25/06/2007	30/06/2008	16/06/2009	21/12/2009
Deadline for granting free shares					
Maturity	11/03/2011	24/06/2011	29/06/2012	15/06/2013	20/12/2013
End of lock-in period for free shares					
Subscription price of options/reference share price (€)	2.94	6.66	9.27	7.17	9.52
Valuation method used	Black&Scholes	Black&Scholes	Black&Scholes	Black&Scholes	Black&Scholes
Number of shares available for subscription or allocation at 31/12/2010	866,298	164,567	1,144,549	132,369	1,161,562
Rights forfeited in 2011	34,690	164,567	56,594		100,041
Rights exercised in 2011	831,608				
Number of shares available for subscription or allocation at 31/12/2011	0	0	1,087,955	132,369	1,061,521

(a) Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 20,807,584 million new shares.

(b) The 9th Resolution adopted by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years.

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

	Stock options 2007[c]	Free shares 2007 Outside France
Date of general meeting	29/06/2005	29/06/2005
Date of Board of Directors or Management Board meeting	20/12/2007	20/12/2007
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	336,500
o/w available to corporate officers	*100,000*	*0*
o/w available to ten highest paid employees	*340,000*	
Balance at 31 December 2011	*424,386*	*0*
Vesting date	21/12/2011	
Deadline for granting free shares		21/12/2011
Maturity	20/12/2015	
End of lock-in period for free shares		20/12/2011
Subscription price of options/reference share price (€)	4.25	4.00
Valuation method used	Hull&White	Binomial
Number of shares available for subscription or allocation at 31/12/2010	1,903,723	205,000
Rights forfeited in 2011	317,944	24,000
Rights exercised in 2011		181,000
Number of shares available for subscription or allocation at 31/12/2011	1,585,779	0

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

All stock options awarded to corporate officers are in the form of new share warrants. No free shares were granted to the Group's corporate officers in 2011.

◆ Stock options granted to Mr Yves de Chaisemartin – Managing Director until 30 June 2008, Chairman of the Board and CEO between 1 July 2008 and 10 June 2011 and Director since 11 June 2011

	20 December 2007 Plan
Strike price[a]	€4.25
Exercise date	20 December 2015
Number of options granted	50,000
Number of options exercised over the period	–
Number of options outstanding at 31 December 2011	50,522

(a) After adjustment for the price and the number of options linked to the July 2008 capital increase

- ***Stock options granted to Mr Cyril Roger[1], Executive Vice-President for Southern Europe since 28 October 2011***

	20 December 2007 Plan
Strike price[(a)]	€4.25
Exercise date	20 December 2015
Number of options granted	50,000
Number of options exercised over the period	–
Number of options outstanding at 31 December 2011	50,522

(a) After adjustment for the price and the number of options linked to the July 2008 capital increase.

- ***Free shares granted to Mr Cyril Roger[1], Executive Vice-President for Southern Europe since 28 October 2011***

	20 December 2007 Plan
Date of allocation	20 December 2007
Number of free shares granted	93,240
End of acquisition period	21 December 2009
End of holding period	20 December 2011

17.2.2 Employee profit-sharing and incentive schemes

The annual amounts of profit-sharing benefits paid by the Group to its employees and booked in the income statement since 2006 are listed in the table below.

Year	Amount (in thousands of euros)
2006	7,971
2007	2,590
2008	2,184
2009	634
2010	1,446
2011	2,047

17.2.3 Number of treasury stock purchased or sold during the period in connection with employee profit-sharing

None.

17.2.4 Stock options granted to the top ten employees who are not corporate officers

Altran did not grant any stock options or free shares in 2011.

1 under the terms of his employment contract.

18 Major Shareholders

18.1 Shareholders and their voting rights

18.1.1 Persons or corporate bodies owning more than 5%, 10%, 15%, 20%, 25%, 33%, 50%, 66%, 90% or 95% of company shares or voting rights at General Meetings

	31 December 2009				31 December 2010				31 December 2011			
	Number of shares	% of share capital	Number of voting rights	% of voting rights	Number of shares	% of share capital	Number of voting rights	% of voting rights	Number of shares	% of share capital	Number of voting rights	% of voting rights
Altrafin Participations[(a)]	27,501,079	19.15%	27,501,079	18.46%	27,501,079	19.15%	27,501,079	18.37%	27,501,079	19.00%	27,501,079	18.24%
Alexis Kniazeff	6,976,357	4.86%	9,610,574[(b)]	6.45%[(b)]	6,976,357	4.86%	9 610 574[(b)]	6.42%[(b)]	6,976,357	4.82%	9,610,574[(b)]	6.38%[(b)]
Hubert Martigny	6,978,989	4.86%	9,615,838[(b)]	6.45%[(b)]	6,978,989	4.86%	9,615,838[(b)]	6.42%[(b)]	6,978,989	4.82%	9,615,838[(b)]	6.38%[(b)]
Free float[(c)]	102,122,902	71.13%	102,761,821	68.64%	102,248,107	71.15%	102,887,026	68.79%	103,264,999	71.36%	104,023,436	69.00%
TOTAL	**143,579,327**	**100.00%**	**149,489,312**	**100.00%**	**143,704,532**	**100.00%**	**149,614,517**	**100.00%**	**144,721,424**	**100.00%**	**150,750,927**	**100.00%**
Total number of shares giving access to double voting rights	5,826,529				5,998,957				6,029,503			

(a) Of which 6,000,000 shares acquired from Messrs Kniazeff and Martigny, 18,902,079 shares subscribed during the 29 July 2008 capital increase and 2,599,000 shares acquired by Altrafin Participations via SRD orders finalised on 29 July 2008.

(b) Voting rights contributed to Altrafin Participations.

(c) Of which Gilaspi Investments, which notified the Company by mail on 4 and 8 July 2008 that it owned 9,236,847 shares in the Company. Of which Matignon Développement 3 (funds held by AXA Investment Managers Private Equity Europe) which informed the Company, in a letter dated 30 July 2008, that it owned 7,526,846 shares in the Company.

18.1.2 Declarations of statutory threshold crossing (0.5% of capital, voting rights or shares giving future access to Altran's capital, or any multiple thereof) in 2011

The asset management company, DNCA Finance informed the Group:

- On 17 January, following the disposal of shares on the market, it had crossed below the 1.5% capital threshold on 12 January and owned 1,925,000 Altran shares.
- On 9 February, following further disposals of shares on the market, DNCA Finance and DNCA Luxembourg had crossed below the 1% capital and voting-rights thresholds on 8 February and jointly owned 1,200,000 Altran shares.
- On 21 March, following further disposals of shares on the market, DNCA Finance and DNCA Luxembourg had crossed below the 0.5% capital and voting-rights thresholds on 15 March and jointly owned 500,000 Altran shares.

The group Amundi (created at end-December 2009 out of the merger between Société Générale and Crédit Agricole) informed Altran:

- On 5 January 2011, that following the purchase of shares on 4 January 2011, it had broken through the 0.50% capital and voting-rights thresholds and that the funds managed by the company owned 750,007 Altran shares (equivalent to 0.52% of the capital and 0.50% of the voting rights).
- On January 2011, that following the disposals of shares on 10 and 12 January 2011, it had crossed below 0.50% capital and voting-rights thresholds and that the funds managed by the company owned 710,007 Altran shares (equivalent to 0.49% of the capital and the voting rights).

- On 10 February 2011, that following the purchase of shares on 8 February 2011, it had broken through the 0.50% capital and voting-rights thresholds and that the funds managed by the company owned 1,189,693 Altran shares (equivalent to 0.83% of the capital and 0.79% of the voting rights).
- On 1 April 2011, that following the disposal of shares on 31 March 2011, it had crossed below the 0.5% capital and voting-rights thresholds and that the funds managed by the company owned 655,913 Altran shares (equivalent to 0.45% of the capital and 0.44% of the voting rights).
- On 29 April 2011, that following the purchase of shares on 28 April 2011, it had broken through the 0.50% capital and voting-rights thresholds and that the funds managed by the company owned 899,714 Altran shares (equivalent to 0.62% of the capital and 0.59% of the voting rights).
- On 20 May 2011, that following the disposal of shares on 19 May 2011, it had crossed below the 0.50% capital and voting-rights thresholds and that the funds managed by the company owned 732,823 Altran shares (equivalent to 0.50% of the capital and 0.48% of the voting rights).
- On 23 June 2011, that following the disposal of shares on 19 June 2011, it had crossed below the 0.50% capital and voting-rights thresholds and that the funds managed by the company owned 722,287 Altran shares (equivalent to 0.50% of the capital and 0.48% of the voting rights).
- On 12 September 2011, that following the purchase of shares on 9 September 2011, it had broken through the 1% capital and voting-rights thresholds and that the funds managed by the company owned 1,463,786 Altran shares.
- On 25 November 2011, that following the disposal of shares on 24 November 2011, it had crossed below the 1% capital and voting-rights thresholds and that the funds managed by the company owned 1,503,260 Altran shares (equivalent to 0.99% of the capital and 1% of the voting rights).

BNP Paribas Asset Management declared:

- On 4 May 2011, that following the purchase of shares on 3 May 2011, it had broken through the global 1% threshold giving access to Altran's capital and owned 960,822 Altran shares (equivalent to 0.66% of the capital and 0.63% of the voting rights).
- On 12, 13, 17 and 19 October 2011, that following the disposals and subsequent purchases of shares on 11, 12, 14 and 18 October 2011, it had broken through the global 1% threshold giving access to Altran's capital and, that on 18 October it owned 1,998,450 bonds convertible into Altran shares (equivalent to 1.16% of the capital and 1.11% of the voting rights).

Dimensional Fund Advisors LP informed the company:

- On 23 March 2011, that following the purchase of shares on 17 March 2011, the managers of the Dimntional asset fund had broken through the 0.50% and 1% capital and voting-rights thresholds and jointly held 1.18% of Altran's capital and 1.04% of its voting rights.

Dexia Asset Management informed the company:

- On 2 December 2011, that following the purchase of shares on 1 December 2011, Dexia Asset Management Belgium and Dexia Asset Management Luxembourg had broken through the 0.50% capital and voting-rights thresholds and jointly owned 0.57% of Altran's capital ad voting rights.

18.1.3 Companies controlled by the Group and their share of Altran Technologies' treasury stock

None.

18.1.4 Share ownership – Employees

At 31 December 2011, Altran employees owned 851,595 Altran shares, equivalent to 0.58% of the capital and 0.56% of the voting rights, through three company-sponsored mutual funds).

Most of these shares were obtained within the context of the employee share-ownership plan introduced in the first half of 2006.

The year-on-year difference in the number of shares stems mainly from the monetisation of the SECURITE 1, 2 and 3 funds.

18.1.5 Share ownership: corporate officers

In accordance with Article 11 of the Articles of Association, which stipulates that corporate officers must own at least one Altran shares, the holdings of the corporate officers in Altran's capital are as follows:

◆ *Mr Philippe Salle*	147,657 shares
◆ *Mr Yves de Chaisemartin*	158,500 shares
◆ *Mr Cyril Roger*	93,240 shares
◆ *Mr Roger Alibault*	6,895 shares
◆ *Mr Jean-Pierre Alix*	10 shares
◆ *Apax Partners (represented by Altrafin Participations on the Board of Directors)*	27,501,079 shares
◆ *Mr Dominique de Calan*	4,393 shares
◆ *Mrs Monique Cohen*	100 shares
◆ *Mr Gilles Rigal*	1 share
◆ *Mr Michel Senamaud*	7,265 shares
◆ *Mr Jacques-Etienne de T'Serclaes*	3,024 shares

18.2 Transactions carried out during the year subject to Article L.621-18-2 of the French Monetary and Financial Code

To the best of Altran Technologies' knowledge, no other corporate officer bought or sold any company shares during 2011.

18.3 Share buybacks

The Combined General Meeting on 10 June 2011, in accordance with the quorum and majority conditions of the Annual General Meetings, resolved to:

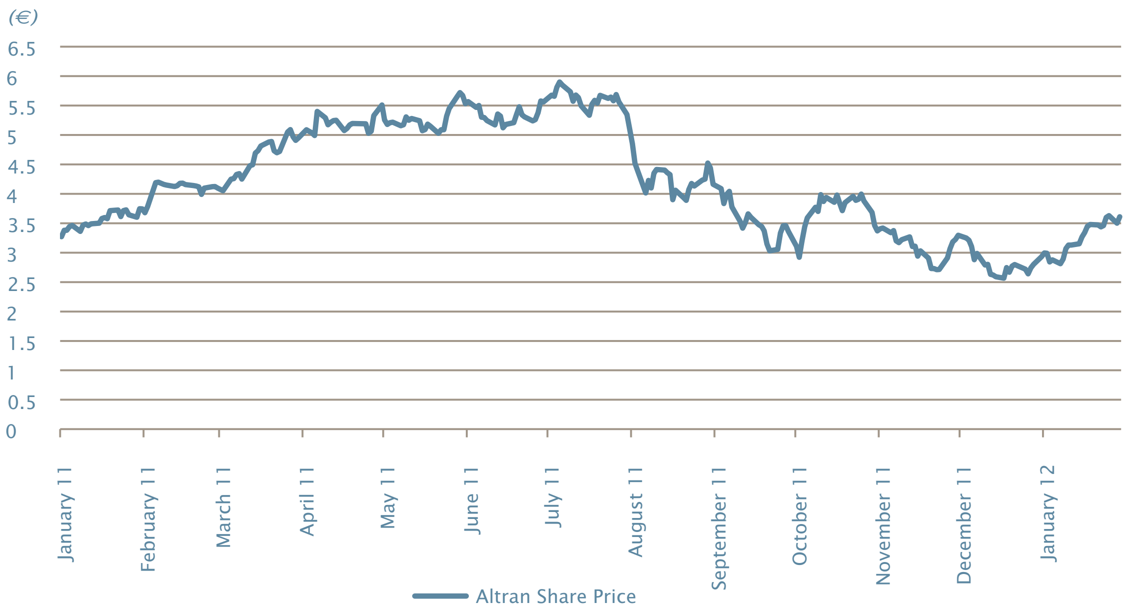
- Annul, with immediate effect, the unused portion of the share buyback authorised by the Combined General Meeting on 29 June 2010; and
- Authorise the company in the 5th resolution to trade its own shares on the market in order, among other things, to regulate the Altran share price. This authorisation (validated for 18 months) was exercised in July 2011 when Altran concluded a liquidity contract with Exane BNP Paribas.

Altran entered into this contract to enhance the liquidity of transactions, stabilise the price of Altran shares and prevent any unjustified swings in the share price caused by market trends. A cash and marketable securities account was opened in 2011 for the purposes of this contract and €2m was credited to the account at the time of opening. In 2011, 3,377,139 Altran Technologies shares were acquired at a unit price of €3.513 and 2,946,732 shares were sold at a unit price of €3.498. At 30 December 2011, the cash and marketable securities account comprised 434,150 Altran Technologies shares and €437,878 in cash.

18.4 Market for Altran Technologies securities

18.4.1 Altran Technologies share price

	Average daily trading volumes	Price Average (€)	Highest (€)	Lowest (€)	Capitalisation (€m)
January 2011	510,060	3.53	3.77	3.26	507
February 2011	878,427	4.06	4.28	3.62	583
March 2011	1,607,124	4.56	5.24	4.02	656
April 2011	1,031,646	5.15	5.42	4.90	740
May 2011	743,469	5.26	5.74	5.01	755
June 2011	501,082	5.36	5.72	5.05	770
July 2011	624,373	5.64	6.07	5.29	810
August 2011	883,562	4.33	5.71	3.73	622
September 2011	896,810	3.60	4.53	2.84	517
October 2011	872,136	3.72	4.16	2.88	534
November 2011	852,848	3.11	3.64	2.67	447
December 2011	566,209	2.85	3.38	2.52	410
January 2012	622,647	3.23	3.73	2.78	467

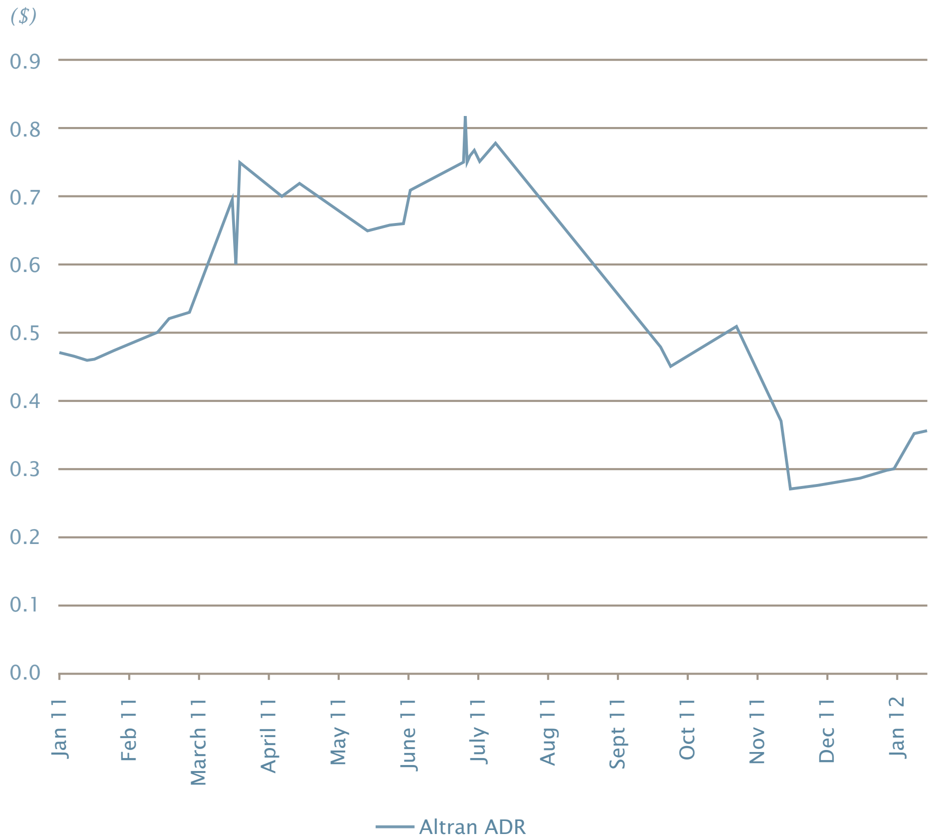


18.4.2 Trends in Altran Technologies' ADR prices

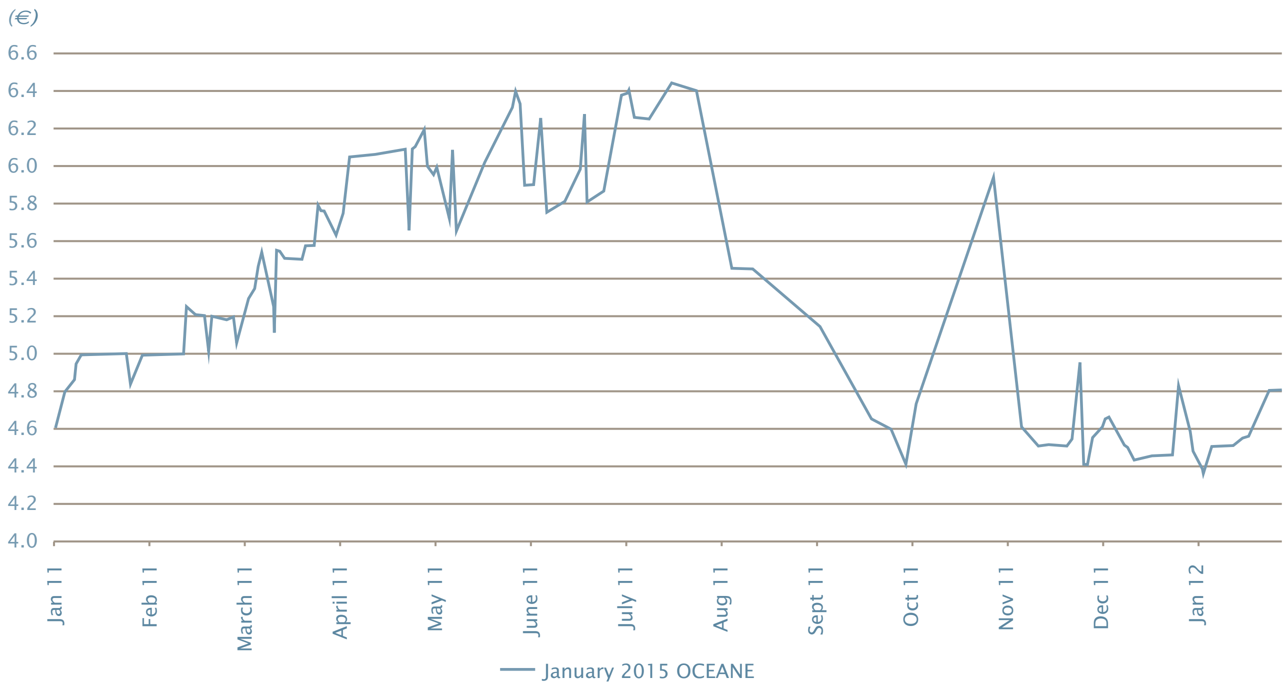
Altran Technologies is also listed in the USA in dollars through Level I American Depositary Receipts (ADRs) under code number 02209U108. Trading in these instruments is very limited and irregular.

The ADR transactions carried out since the beginning of 2011 are listed in the table below:

	Average daily trading volumes	Highest ($)	Lowest ($)	Last ($)	Volumes traded ($)
11/01/2011	11,837	0.47	0.47	0.47	5,563
24/01/2011	1,424	0.46	0.46	0.46	655
26/01/2011	5,459	0.46	0.46	0.46	2,511
23/02/2011	2,878	0.50	0.50	0.50	1,439
24/02/2011	2,878	0.50	0.50	0.50	1,439
28/02/2011	934	0.52	0.52	0.52	486
09/03/2011	1,477	0.53	0.53	0.53	783
28/03/2011	9,624	0.70	0.70	0.70	6,737
29/03/2011	1,239	0.60	0.60	0.60	743
31/03/2011	535	0.75	0.75	0.75	401
18/04/2011	5,600	0.70	0.70	0.70	3,920
26/04/2011	1,221	0.72	0.72	0.72	879
25/05/2011	4,757	0.65	0.65	0.65	3,092
08/06/2011	8,641	0.66	0.66	0.66	5,703
10/06/2011	3,924	0.66	0.66	0.66	2,590
13/06/2011	3,924	0.71	0.71	0.71	2,786
06/07/2011	2,462	0.84	0.75	0.75	1,910
07/07/2011	1,165	0.82	0.82	0.82	955
08/07/2011	1,829	0.75	0.75	0.75	1,372
11/07/2011	588	0.77	0.77	0.77	453
13/07/2011	382	0.75	0.75	0.75	287
20/07/2011	3,696	0.78	0.78	0.78	2,883
30/09/2011	16,778	0.52	0.35	0.48	4,601
04/10/2011	500	0.45	0.45	0.45	225
02/11/2011	4,756	0.51	0.51	0.51	2,426
21/11/2011	4,531	0.37	0.37	0.37	1,676
25/11/2011	4,590	0.27	0.27	0.27	1,237
19/12/2011	38,829	0.28	0.28	0.28	522
10/01/2012	2,098	0.30	0.30	0.30	629
18/01/2012	1,931	0.35	0.35	0.35	676
24/01/2012	10,000	0.42	0.36	0.36	3,875



18.4.3 Price trends in the convertible bond redeemable on 1 January 2015



18.5 Information on the calculation methods and effects of adjustments to the conversion basis for bonds and the conditions covering the subscription or purchase of securities convertible or exchangeable into shares

Details of the adjustments made to the Group's stock-option plans following the 29 July 2008 capital increase are given in the table below (rounded up to the nearest unit).

Stock-option plan	Strike price	Adjusted strike price	Number of options	Adjusted number of options	Factor used to adjust the number of options
29 June 2004 plan	9.37	9.27	1,614,998	1,632,020	1.01043
15 June 2005 plan	7.24	7.17	131,000	132,369	1.01043
20 December 2005 plan	9.62	9.52	1,767,500	1,786,061	1.01043
20 December 2007 plan	4.29	4.25	2,525,330	2,551,832	1.01043

18.6 Agreements entered into by the company, which will be amended or terminated upon a change of ownership of the company

None.

18.7 Agreements between shareholders, of which the company is aware and which may cause restrictions to the transfer of shares and/or the exercise of voting rights

Other than the restrictions relative to the exercise of options as defined in Section 17.2.1 «Employee profit-sharing and stock options», there are no agreements between shareholders or corporate officers, of which the company is aware, that could lead to restrictions in the transfer of shares and the exercising of voting rights.

18.8 Commitments to buy out minority interests

None.

19 Related-party transactions

Compensation and benefits paid to corporate officers

Overall compensation and benefits paid to corporate officers by Altran and the companies it controls totalled €1,301,511 in 2011:

Fixed compensation	Variable compensation	Attendance fees	Benefits in kind	Total compensation	End-of-career commitments
500,431	521,080	280,000	None	1,301,511	None

More detailed information is given in section 15.1 «Compensation of Corporate Officers».

Commitments made by the company to its corporate officers

Altran Technologies paid €55,200 in 2011 for services supplied by Alter, a company in which one of the Group's directors has an interest.

In addition, Mr Cyril Roger's employment contract with the Company was suspended as from the date of his appointment as Executive Vice-President (28 October 2011) and will remain so throughout his mandate, during which time his supplementary retirement entitlement is suspended. Mr Roger's employment contract will be reactivated upon termination of his mandate. However, in the event of a breach of contract initiated by the Company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- A contractual severance package, equivalent to the total compensation (salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract
- A fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the motive; this payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

Transactions carried out with the reference shareholder

None.

20 Financial information concerning the company's assets and liabilities, financial situation and financial statements

20.1 Historical financial information

All of the historical financial information concerning the Group's assets and liabilities, financial position and results can be found In the 2002 - 2010 Registration Documents listed below:

- 2002 registration document: R.03-224 approved by the COB (Commission des Opérations en Bourse) on 31 October 2003
- 2003 registration document: R.04-106 approved by the AMF (Autorité des Marchés Financiers) on 7 June 2004
- 2004 Registration Document: R.05-091 approved by the AMF on 14 June 2005
- 2005 registration document: D. 06-0488 filed with the AMF on 29 May 2006
- 2006 registration document: D. 07-0561 filed with the AMF on 07 June 2007
- 2007 registration document: D. 08-0278 filed with the AMF on 23 April 2008
- 2008 registration document: D. 09-0300 filed with the AMF on 23 April 2009
- 2009 registration document: D. 10-0245 filed with the AMF on 12 April 2010;
- 2010 registration document: D. 11-0343 filed with the AMF on 20 April 2011.

All of these documents are available on Altran's corporate website: www.altran.com.

20.2 Proforma financial information

The impacts of the disposal of the Arthur D. Little subgroup on Altran's 2011 financial statements have been accounted for in accordance with IFRS 5.

In accordance with this accounting standard and to ensure the comparability of annual performances, non balance-sheet data prior to 2010 is restated for the relative contribution from Arthur D. Little.

20.3 Financial Statements at December 31, 2011

20.3.1 Consolidated financial statements at 31 December 2011

I – Consolidated balance sheet

(In thousands of euros)	Notes	December 2011			December 2010
		Gross Value	Amort. Prov.	Net Value	Net Value
Net goodwill	*5.1*	**523,904**	**(207,308)**	**316,596**	**380,799**
Intangible assets	*5.2*	**34,264**	**(24,846)**	**9,418**	**42,563**
Land & construction		12,223	(5,293)	6,930	8,249
Other intangible assets		86,326	(64,524)	21,802	28,161
Fixed assets	*5.3*	**98,549**	**(69,818)**	**28,732**	**36,410**
Equity-accounted investments					
Non-current financial assets	*5.4*	**22,273**	**(4,286)**	**17,987**	**23,572**
Deferred tax assets		**136,894**	**(38,127)**	**98,767**	**76,805**
Non-current tax assets		**310**		**310**	**264**
Other non-current assets	*5.5*	**12,036**	**(3,787)**	**8,249**	**5,773**
Total non-current assets		**828,230**	**(348,171)**	**480,059**	**566,186**
Inventory and work in process	*5.6*	1,270	(58)	1,211	1,935
Prepayment to suppliers		459	0	459	904
Accounts receivable (client)	*5.7*	428,857	(5,670)	423,187	445,783
Other receivables	*5.8*	90,285	(2,614)	87,672	63,952
Client accounts and other receivables		**519,601**	**(8,284)**	**511,317**	**510,640**
Current financial assets	*5.9*	**3,506**	**(580)**	**2,927**	**2,727**
Cash equivalents	*5.11*	**145,641**	**0**	**145,641**	**148,337**
Cash	*5.11*	**41,429**	**0**	**41,429**	**66,716**
Total current assets		**711,447**	**(8,921)**	**702,526**	**730,355**
TOTAL ASSETS		**1,539,677**	**(357,093)**	**1,182,585**	**1,296,541**

(In thousands of euros)	Notes	Dec. 2011	Dec. 2010
Capital	*5.10*	72,361	71,852
Share premium		339,159	338,298
Reserves attributable to shareholders in the parent company		56,545	80,582
Conversion-rate adjustments		(17,796)	(19,717)
Earnings for fiscal period		(45,499)	(25,999)
Minority interests		1,737	1,636
Shareholder's equity		**406,507**	**446,652**
Convertible bond loans (>1 year)		110,676	105,223
Credit establishment borrowings and debts (>1 year)		28,492	60,402
Other non-current financial liabilities		2,606	11,577
Non-current financial liabilities	*5.11*	**141,774**	**177,202**
Provisions for long-term liabilities and charges	*5.12*	12,091	11,279
Long-term employee benefits	*5.13*	28,765	40,098
Deferred tax liabilities	*5.11*	3,542	12,193
Other long-term liabilities	*5.14*	210	2,113
Other non-current liabilities		**44,608**	**65,683**
Total non-current liabilities		**186,382**	**242,885**
Trade payables	*5.15*	63,621	72,539
Taxes payable		78,008	74,912
Current employee benefits	*5.13*	146,893	151,565
Debt on assets		1,334	1,240
Other current debts	*5.16*	39,762	38,977
Suppliers and other current payables		**329,618**	**339,232**
Provisions for short-term risks and charges	*5.12*	19,840	24,980
Debt on short-term securities	*5.17*	72	1,531
Current financial liabilities	*5.11*	240,166	241,261
Other current financial liabilities		**260,078**	**267,772**
Total current liabilities		**589,696**	**607,004**
TOTAL LIABILITIES		**1,182,585**	**1,296,541**

II – Consolidated income statement

(In thousands of euros)	Notes	December 2011	December 2010
Revenue	*6.1 & 6.2*	1,419,501	1,324,444
Other income from operations		26,780	11,847
Revenue from ordinary operations		**1,446,281**	**1,336,291**
Raw materials		(11,379)	(13,288)
Change in work-in-progress		(47)	(160)
External expenses	*6.3*	(286,984)	(287,394)
Staff costs – salaries	*6.4*	(1,006,892)	(942,164)
Staff costs – payment in shares	*6.4*	(294)	(729)
Taxes and duties		(2,697)	(1,976)
Depreciation and net provisions	*6.5*	(20,627)	(12,192)
Other operating income and expenses		(4,266)	(5,765)
Operating income on ordinary activities		**113,096**	**72,624**
Other non-recurring operating income		(4,293)	1,182
Other non-recurring operating expenses		(43,045)	(22,813)
Other non-recurring operating income and expenses	*6.6*	**(47,338)**	**(21,631)**
Goodwill impairment losses	*5.1*	(14,996)	(14,654)
Operating income		**50,761**	**36,338**
Gains on cash & cash equivalents		3,302	4,850
Cost of gross financial debt		(27,512)	(29,248)
Cost of net financial debt	*6.7*	**(24,210)**	**(24,399)**
Other financial income	*6.8*	4,221	4,078
Other financial expenses	*6.8*	(7,854)	(7,697)
Tax expenses/income	*6.9*	(17,553)	(15,350)
Equity share in net income of associates			
Net income before discontinued operations		**5,365**	**(7,030)**
Net profit/loss on discontinued operations	*6.10*	(50,541)	(18,715)
Net income		**(45,176)**	**(25,745)**
Minority interests		**(323)**	**(254)**
NET INCOME ATTRIBUTABLE TO THE GROUP		**(45,499)**	**(25,999)**
Earnings per share	*5.10*	**-0.32**	**-0.18**
Diluted earnings per share	*5.10*	**-0.32**	**-0.18**
Earnings per share on continuing activities	*5.10*	**0.04**	**-0.05**
Diluted earnings per share on continuing activities	*5.10*	**0.04**	**-0.05**
Earnings per share on discontinued operations	*5.10*	**-0.35**	**-0.13**
Diluted earnings per share on discontinued operations	*5.10*	**-0.35**	**-0.13**

In accordance with IFRS 5, net income on discontinued operations is reported separately on a dedicated line in the income statements of each fiscal period. The impact of the application of this standard on the Group's 2010 results is presented in notes 4.2 and 6.10.

III – Consolidated statement of comprehensive income

(in thousands of euros)	December 2011	December 2010
Consolidated net income	**(45,176)**	**(25,745)**
Cambridge Consultants incubator		(368)
Financial instruments	4,182	2,827
Translation adjustment	2,840	9,953
Other comprehensive income net of tax over the period	**7,022**	**12,412**
Results for the period	**(38,154)**	**(13,333)**
o/w attributable to:		
◆ the Group's company	(38,302)	(13,423)
◆ minority interests	148	90

	December 2011			December 2010		
(in thousands of euros)	Pre-tax	Tax	Net	Pre-tax	Tax	Net
Cambridge Consultants incubator			0	(594)	226	(368)
Financial instruments	6,378	(2,196)	4,182	4,312	(1,485)	2,827
Conversion-rate adjustments	4,969	(2,129)	2,840	13,256	(3,303)	9,953
Other comprehensive income over the period	**11,347**	**(4,325)**	**7,022**	**16,974**	**(4,561)**	**12,412**

IV – Change in consolidated share capital

(In thousands of euros)	Number of shares	Capital	Premium	Resources	Change in fair value & other	Translation adjustments	Net profit	Total group share	Minority interests	Total
31 December, 2009	**143,579,327**	**71,790**	**337,256**	**125,343**	**31,068**	**(32,578)**	**(74,753)**	**458,127**	**1,286**	**459,413**
Results for the period				(3,301)	2,459	13,419	(25,999)	(13,422)	90	(13,332)
Capital increase	125,205	63						63		63
Share-based payments			1,042					1,042		1,042
Income Appropriation				(74,753)			74,753	0		0
Other transactions				(236)		(558)		(793)	260	(533)
31 December, 2010	**143,704,532**	**71,852**	**338,298**	**47,054**	**33,528**	**(19,717)**	**(25,999)**	**445,016**	**1,636**	**446,652**
Results for the period				(2,130)	4,182	5,144	(45,499)	(38,303)	148	(38,155)
Capital increase	1,016,892	508	2,046	(91)				2,464		2,464
Share-based payments			294					294		294
Own-share transactions	(434,150)			(1,478)				(1,478)		(1,478)
Income Appropriation				(25,999)			25,999	0		0
Other transactions						(3,223)	,	(3,223)	(47)	(3,269)
31 December, 2011	**144,287,274**	**72,361**	**340,638**	**17,357**	**37,709**	**(17,796)**	**(45,499)**	**404,770**	**1,737**	**406,507**

V – Statement of consolidated cash flows

The reconciliation of total cash on the balance sheet to total net cash flow in the table below is as follows:

(in thousands of euros)	Dec. 2011	Dec. 2010
Cash equivalents	145,641	148,337
Cash	41,429	66,716
Bank overdrafts		
Net cash balance	**187,070**	**215,052**

(in thousands of euros)	Dec. 2011	Dec. 2010
Operating income on continuing activities	**50,798**	**36,338**
Goodwill impairment losses	14,996	14,654
Operating income before goodwill depreciation	**65,794**	**50,993**
Depreciation and net operating provisions	25,209	(10,247)
Income and charges from stock options	294	729
Capital gains or losses on disposals	24,025	1,706
Other gains and changes	(271)	4,995
Cash flow before net interest expenses and taxes	**115,051**	**48,176**
Change in inventory and work in progress	238	7
Change in client accounts and other receivables	(49,801)	2,264
Change in supplier accounts and other payables	33,443	(8,687)
Change in working capital requirement	**(16,120)**	**(6,416)**
Net cash flow from operations	**98,931**	**41,760**
Interest paid	(23,967)	(16,115)
Interest received	3,006	4,581
Taxes paid	(27,734)	(10,341)
Cash impact of other financial income and expenses	519	437
Net cash flow from discontinued operations	(9,011)	(1,736)
Net cash flow from operations	**41,744**	**18,585**
Cash outflows for fixed and intangible asset acquisitions	(18,307)	(18,872)
Cash inflows from fixed and intangible asset disposals	431	1,435
Cash outflows for financial asset acquisitions (non-consolidated holdings)	(1,037)	(3,266)
Cash inflows from financial asset disposals (non-consolidated holdings)	3,949	400
Earn-out disbursements	(1,447)	(354)
Impact of changes in scope of consolidation	(6,952)	(8,443)
Dividends received (associates, non-consolidated holdings)	4	700
Change in loans and advances granted	(6,051)	(3,895)
Investment subsidies received	0	0
Other flows from investment transactions	914	3,540
Net cash from investments made by discontinued operations	(8,893)	(800)
Net cash flow from investments	**(37,388)**	**(29,556)**

(in thousands of euros)	December 2011	December 2010*
Amounts received from shareholders during the capital increase	19	76
Proceeds from the exercise of stock options	2,445	301
Own-share transactions (purchases/sales)	(1,478)	0
Cash outflows for employee profit share	0	0
Dividends paid during the period	(0)	(2)
Proceeds from new loans	1,695	2,044
Reimbursement of loans	(35,803)	(36,794)
Other flows from financing operations	5,108	14,062
Net cash from financing activities of discontinued operations	(4,441)	2,246
Net cash flow linked to financing operations	**(32,455)**	**(18,066)**
Impact of variations in exchange rates	117	1,540
Impact of changes in accounting principles	0	(21)
Changes in net cash position	**(27,982)**	**(27,518)**
Opening cash balance	215,052	242,571
Closing cash balance	187,070	215,052
Change in net cash position	**(27,982)**	**(27,518)**

In accordance with IFRS 5, net changes in cash flow of discontinued operations are reported separately on a dedicated line in the statement of cash flows for each fiscal period presented. The impact of the application of this standard on the Group's 2010 results is presented in note 4.2.

V - APPENDIX TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Rules and accounting methods

Altran Technologies is a public limited company (*Société Anonyme*) incorporated in France and subject to French laws and regulations governing commercial companies, and notably the provisions of the French Commercial Code.

1.1. Basis of preparation of financial statements

In application of European regulation 1606/2002 of 19 July 2002 relative to international standards, the consolidated accounts of Altran Technologies ("Altran") for the financial year ending 31 December 2011 have been prepared in accordance with IFRS international accounting standards, applicable at 31 December 2011 and adopted by the European Union. These include the accounting standards approved by the International Accounting Standards Board (IASB), namely IFRS standards, International Accounting Standards (IAS) and interpretations given by the International Financial Reporting Interpretation Committee (IFRIC).

The Group has applied the following standards, whose application is mandatory for annual periods beginning on or after 1 January 2011. The application of these standards has not had a significant impact on Group accounts but has affected the form and the extent of the information presented in the financial statements.

- IAS 32 revised: Classification of rights issues

This standard is effective for annual reporting periods beginning on or after 1 February 2010.

- IAS 24 revised: Information relative to related-party transactions: clarification of the definition of a related party and partial exemption from the disclosure requirements for jointly-controlled companies or government-related entities

This standard is effective for annual reporting periods beginning on or after 1 January 2011

- Amendment to IFRIC 14: Prepayment of minimum funding requirements

This amendment is effective for annual reporting periods beginning on or after 1 January 2011

- IFRIC interpretation 19: Extinguishing financial liabilities with equity instruments

This interpretation is effective for annual reporting periods beginning on or after 1 January 2010.

Standards, amendments and interpretations whose application is optional in 2011

The following standards, amendments and interpretations will not be applied to the consolidated accounts until later:

- IFRS 7: Disclosure requirements for transactions involving the transfer of financial assets

This interpretation is effective for annual reporting periods beginning on or after 1 January 2011

- Amendment to IAS1: Presentation of Items of Other Comprehensive Income

This interpretation is effective for annual reporting periods beginning on or after 1 January 2011.

The Group is currently assessing the impact of these new standards on the notes to the financial statements and does not expect any major impact.

The annual consolidated financial statements for the fiscal year ended 31 December 2011, as well as the explanatory notes, were approved by the Board of Directors of Altran Technologies on 8 March 2012.

1.2. Terms of the initial application of IFRS

Altran has retrospectively applied to its opening balance sheet at 1 January 2004, the accounting principles in force at the closure of its first IFRS financial statements (at 31 December 2005), as if these standards had always been applied, with the exception of the options detailed below:

Options on the opening balance sheet at 1 January 2004

IFRS 1 sets out specific measures for the retrospective treatment of assets and liabilities, according to IFRS standards. The main options adopted by the Group for this purpose are:

- **Business combinations:** Altran has chosen not to adjust the business combinations existing before 1 January 2004 according to the provisions of IFRS 3.
- **Tangible and intangible assets:** The Group has chosen to continue using historical cost as the basis for valuing tangible and intangible assets rather than valuing them at their fair value at the date of transition.
- **Retirement commitments:** existing actuarial differences at 1 January 2004 are booked as retirement provisions against any decline in the value of equity. Actuarial losses or gains arising since 1 January 2004 are recognised prospectively.
- **Translation adjustments relating to foreign entities:** Altran has reclassified in consolidated reserves all cumulative gains and losses arising from the translation of the financial statements of its foreign subsidiaries at 1 January 2004. This adjustment had no impact on opening shareholders equity at 1 January 2004. These translation adjustments will not be recognised in the income statement at a later date when the foreign entities in question are deconsolidated.
- **Share-based payments (stock options):** Altran has adopted IFRS 2 for stock-option plans granted after 7 November 2002 but whose rights had not yet been vested at 1 January 2005. Stock-option plans prior to 7 November 2002 are not measured or recognised.
- **Financial instruments:** Altran adopted IAS 32 and IAS 39 as of 1 January 2005. French GAAP applies to the recognition of financial instruments on the balance sheet as at 1 January 2004, 30 June 2004 and 31 December 2004.

1.3. Consolidation

Subsidiaries over which Altran exercises exclusive control, either directly or indirectly are fully consolidated.

Companies that are not controlled by Altran but over which the Group exercises significant influence (classified as "Associate Companies" under IAS 28) are accounted for using the equity method. No subsidiaries are currently accounted for under this method.

Jointly-held holdings ("Joint-ventures" under IAS 31) are consolidated on a proportional basis.

1.4. Impact of revised IFRS 3 on Altran's business combinations

As of 1 January 2010, the acquisition method of accounting is used for business combinations. The various components of an acquisition are recognised at their individual fair value with some exceptions.

The consideration transferred is measured at fair value. This includes eventual contingent consideration that is also measured at fair value at the date of acquisition and which takes into account probabilities of occurrence. Considerations transferred are classified as debt or equity depending on their nature. Obligations classified as debt are subsequently re-measured at fair value and any changes identified after the allocation period are booked to the income statement.

Costs directly attributable to the acquisition are expensed during the period in which they are incurred.

In the case of partial acquisitions, non-controlling interests (formerly referred to as "minority interests") are measured on the basis of the option determined for each business combination:

- either, on the basis of their proportionate share of fair value of the assets and liabilities acquired
- or, at fair value.

In the case of step acquisitions (achieved in several stages), the previously held ownership interest is re-measured at its fair value o the date of acquisition. The difference between the fair value and the net book value is recognised directly as income for the reporting period.

At the date of acquisition:

- identifiable assets, liabilities and contingent liabilities of the acquired entity meeting IFRS criteria are recognised at fair value
- non-current assets classified as held for sale assets are measured at fair value less disposal costs.

Goodwill is the difference between:

- the consideration transferred plus the value of non-controlling interests, if any, and
- the net fair value of the identifiable net assets and liabilities acquired.

For each business combination, goodwill can be determined in one of two ways. It may represent:

- either, the portion acquired by the Group (partial goodwill)
- or, the aggregate of the Group's portion and the non-controlling interests' portion of the fair value or share of fair value of the identifiable net assets acquired.

If expert analysis or measurement of net identifiable net assets is still in progress at the date of acquisition, provisional fair value may be assigned. In this case, adjustments to value made within the 12-month period from the date of acquisition are booked as goodwill adjustments. Adjustments made beyond the 12-month allocation period are directly recognised as income or expenses unless they correspond to corrections of errors.

Percentage changes in the level of ownership interest in non-controlling entities are recognised directly as capital transactions in equity.

1.5. Use of estimates

The preparation of the Group's financial statements is based on estimates and assumptions which may have an impact on the book value of certain balance sheet and income statement items as well as the information in some notes in the appendix. Altran reviews these estimates and assessments on a regular basis to take into account its past experience and other factors considered relevant to the economic environment.

These estimates, assumptions and assessments are compiled on the basis of information available and the actual situation at the time when the financial statements were prepared and could turn out to differ from future reality.

These estimates mainly concern provisions (€32.0m), assumptions used in the preparation of business plans for carrying out impairment tests on the Group's intangible assets (€316.6m), and the recognition of deferred tax assets (€98.8m).

1.6. Translation of financial statements of foreign subsidiaries

The Group's consolidated financial statements are presented in euros.

Translation of financial statements of foreign subsidiaries

The balance sheets of companies whose functional currency is not the euro are translated at the exchange rates prevailing on the closing date and their income statements and cash flow statements at the average exchange rate over the period. The resulting conversion differences are recognised in equity under "Conversion-rate adjustments".

Goodwill and fair value adjustments arising from the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity. Accordingly, they are expressed in the entity's functional currency and translated at the rate prevailing on the closing date.

The Group transferred the conversion-rate differences arising from the translation of the financial statements of its foreign subsidiaries at 1 January 2004 to "Reserves attributable to parent company shareholders" after taking into account other IFRS adjustments at that date.

Transactions in foreign currencies

Transactions in foreign currencies are booked at the exchange rate at the date of the transaction. At the end of the period, assets and liabilities in foreign currencies are converted at the exchange rate prevailing at the closing date.

The corresponding exchange differences are booked to the income statement:

- under operating income for commercial transactions;
- under financial income/expenses for financial transactions.

Long-term financial advances in foreign currencies granted by the Group to its foreign subsidiaries with a holding activity are treated as equity when these amounts are used to finance the acquisition of equity securities, earn-out payments and capital increases. These advances are converted at the exchange rate prevailing at the closing date. The resulting conversion differences are recognised in equity under "Conversion-rate adjustments".

1.7. Presentation of financial statements

Consolidated balance sheet

IAS 1 "Presentation of financial statements" provides for a separate presentation of current and non-current items on the balance sheet. Assets and liabilities relating to the operating cycle that are due within less than twelve months are presented as current items. All other elements are booked as non-current items.

Deferred tax assets and liabilities are booked as non-current items.

Minority interests are recorded under equity on the consolidated balance sheet.

Consolidated statement of comprehensive income

Revised IAS 1 introduces the notion of comprehensive income and requires that:

- changes in equity resulting from transactions with owners in their capacity as owners are presented separately from transactions with non-owners;
- all income and expenses booked over the period are presented either in a single statement of comprehensive income or in two separate statements: 1/ an income statement and 2/ a statement of other comprehensive income
- total comprehensive income is presented in the financial statements.

The Group has opted to present its comprehensive income in two statements – a Consolidated Income Statement and a Consolidated Statement of Comprehensive Income.

Consolidated income statement

Altran presents its income statement by nature.

The aggregate operating income and operating income on ordinary activities are consistent with CNC recommendation No. 2009-R-03, as defined by the French national accounting board (Commission des Normes Comptables).

Operating income includes all income and costs that do not arise from financial activities and tax.

Other non-recurring operating income and costs stem from operations that, by their nature, amount and/or frequency cannot be considered as part of the Group's regular activities and results.

In particular, this concerns net income from the disposal of a minority stake held by Cambridge Consultants Ltd, restructuring costs, charges or income relating to litigation, or any other non-recurring item affecting the comparability of the operating income on ordinary activities from one period to another.

Goodwill impairment is presented under non-recurring operating income.

1.8. Goodwill

Goodwill is the difference between:

- the consideration transferred plus the value of non-controlling interests, if any, and
- the net fair value of the identifiable net assets and liabilities acquired.

For each business combination, goodwill can be determined in one of two ways. It may represent:

- either, the portion acquired by the Group (partial goodwill)
- or, the aggregate of the Group's portion and the non-controlling interests' portion of the fair value or share of fair value of the identifiable net assets acquired.

Goodwill is recognised at the initial cost at the date of combination.

Goodwill is not amortised, but is subject to at least one impairment test on 31 December of every year and more frequently if there are any indications that goodwill might be impaired.

Impairment tests assess the recoverable value of each entity generating its own cash flow (cash generating units – CGU) and concern the business value of each entity contributing to intangible and tangible assets.

The CGU is the smallest identifiable group of assets whose continuous use generates cash inflows which are largely independent of cash inflows generated by other assets or groups of assets.

CGUs identified within the Group are therefore legal entities or operational units, with the following exceptions:

- where, in any given country, a parent company owns an operational subsidiary, then both entities together constitute a CGU;
- when several legal entities are managed by the same team and have a unified business plan, these entities are grouped together in a single CGU.

A CGU must belong exclusively to one of Altran's operating segments, in accordance with IFRS 8.

The recoverable value is the greater between the fair value net of exit costs (when this can be defined), and the value in use.

Fair value less exit costs is the best estimate of net value of a competitive property transaction between well-informed, willing parties. This estimate is based on available market information taking into account the specific context.

The value in use applied by Altran is the value based on the discounted cash flows of the CGUs in question. These are determined on the basis of the following economic assumptions and operating forecast conditions:

- the cash flows derived from the business plans of the units in question and available on the valuation date, with an explicit spread of four years
- thereafter, the terminal value is calculated by capitalising the final cash flow for the explicit period
- the discount rate is the weighted average cost of capital after tax.

Recoverable values, essentially based on the value in use, are then compared with the net book values to determine goodwill impairment.

1.9. Intangible assets

Intangible fixed assets include trademarks, licenses, software and development costs. These are booked at acquisition or production cost.

Trademarks

Identifiable trademarks, recognised in the framework of business combinations and which benefit from legal protection, are recognised as intangible assets. As they have an indefinite useful life, they are not amortised and are subject to an impairment test on 31 December of each year and more frequently if there are indications that goodwill might be impaired. Trademarks are tested by all CGUs that use them.

Trademarks developed internally are not capitalised.

Software

Software is amortised on a straight-line basis over its life-span (5 years maximum).

Patents

Patents are amortised on a straight-line basis over their expected life-span.

Development costs

All expenses meeting all of the development-cost criteria set out in IAS 38 are booked as intangible assets and amortised over the life of the project.

Other expenses are classified as research costs and booked as charges.

1.10. Tangible assets

Tangible assets are booked at acquisition cost. Borrowing costs are not included in the valuation of tangible assets. Depreciation is calculated on the rate of consumption of the economic benefits projected for the asset on the basis of its acquisition cost, less any residual value.

The straight-line method is applied over the following periods:

- Fixtures and fittings 10 years
- IT and office equipment 4 years
- Office furniture 10 years

Depreciation periods are reviewed annually and changed if expectations differ from previous forecasts.

Real estate assets are valued by component at the date of transition to IFRS and retrospectively. Amortisation is calculated by component depending on the useful life of each component as follows:

- Structure 20 – 50 years
- Fixtures and fittings 10 – 30 years

1.11. Inventories and work in progress for services provided

Inventories are stated at the lower of their acquisition cost and their net realisable value.

Work in progress for services provided is valued on the basis of the cost price at closing if all of the formal conditions required to register production and the stage of progress have not been entirely met.

1.12. Financial assets

Financial assets comprise long-term investments, long-term loans and receivables, trade receivables, various other receivables and short-term investments.

Long-term investments, long-term loans and receivables

Altran owns a certain number of stakes in companies without exercising significant influence or control. These investments are made as part of an "incubator" strategy, the intention being to invest in companies seeking to develop innovative, high technology products. The shares in these non-consolidated companies, which Management intends to retain in the long-term, are treated as available-for-sale and thus valued at their fair value at each closing date. Fair value corresponds to the last known share price for listed shareholdings and the estimated market value for non-listed shareholdings. Positive and negative changes in fair value are recorded in equity under "Reserves attributable to parent company shareholders". Where there is an objective indication of a durable and significant impairment of long-term investments, a provision for depreciation is booked under "Non-recurring charges".

Non-current financial assets also include assets from pension funds, "construction effort" loans and deposits and guarantees. These can be subject to a provision for depreciation if there is an objective indication of impairment. "Construction effort" loans do not bear interest and are valued at their fair value, determined using a market discount rate for a similar instrument.

Operating and other receivables

Trade and other receivables are accounted for at nominal value. Receivables that are due within less than one year and/or less than an operating cycle are classed as "current assets". Provisions for depreciation are recognised when their book value, based on the probability of recovery, is lower than the value entered for them.

Short-term investments

Short-term investments or cash equivalents are valued at their fair value at each closing date. These consist primarily of monetary bonds and certificates of deposit. Gains or losses in value, latent or realised, are registered in the income statement under "Income from cash and cash equivalents".

1.13. Financial liabilities

Financial liabilities include a convertible bond loan, credit establishment borrowings, banking facilities and other current and non-current liabilities.

Bonds convertible into and/or exchangeable for new or existing shares (OCEANE)

This "hybrid" financial instrument contains both debt and equity components. In compliance with IAS 32 and IAS 39 – "Financial Instruments" – the equity component is the difference between the nominal value of the issue and the debt component. The latter is calculated as the fair value of a debt without the conversion option but otherwise with identical features. The equity component of the conversion option is not revalued during the term of the loan. The debt component is valued at its amortised cost over its estimated life.

The portion of the bond loan maturing in less than one year is booked under "Current bond loan".

Bank loans

Bank loans are initially measured at the fair value of the consideration received, less costs directly attributable to the transaction. Thereafter, they are measured at amortised cost using the effective interest rate method. All loan issue costs are booked in the income statement under "Cost of gross financial debt" over the term of the loan and based on the effective interest rate method.

Bank overdrafts

Bank overdrafts are booked at nominal value.

Other current and non-current financial liabilities

These items mainly include employee profit-sharing.

1.14. Derivative instruments

As the revenue and expenses from providing intellectual services are generally registered in the same country (and consequently denominated in the same currency) there is no currency hedging policy.

Altran uses interest rate swaps and currency futures contracts to manage its interest rate and exchange rate risks. These instruments are used in connection with the Group's financing operations and cash management.

Measurement and presentation

Derivatives are initially booked at fair value. Their fair value is reassessed at each closing date based on market conditions.

Recognition of hedging derivatives

When derivatives are classed as hedging instruments pursuant to IAS 39, their treatment varies depending on whether they are:

- fair value hedges of existing assets or liabilities; or
- future cash flow hedges.

The Group designates the hedging instrument and the hedged item when the instrument is taken out. It formally documents the hedging relationship, in order to monitor its effectiveness over the given period.

The application of hedge accounting has the following consequences:

- for fair value hedges of existing assets or liabilities, changes in fair value of the derivative are booked in the income statement. The corresponding hedged item is revalued in the balance sheet and offset in the income statement. Any difference between these two re-evaluations indicates that the hedging relationship is inefficient;
- for future cash flow hedges, the efficient portion of any change in the fair value of the hedging instrument is booked directly as equity in a specific reserve account and the inefficient portion of the hedge is booked in the income statement. The amounts written to the reserve account are written back to the income statement as the hedged flows are booked.

Accounting of derivatives which do not qualify as hedges

Derivatives which are not designated as hedges are initially and subsequently booked at fair value. Changes in fair value are recognised under "Other financial income" or "Other financial charges" in the income statement.

1.15. Treasury stock

Treasury stock corresponds to Altran Technologies shares included in the liquidity contract entered into with a view to enhancing the liquidity of transactions and the stabilising the price of Altran shares on Eurolist Compartment B of the NYSE/Euronext Paris.

Own shares purchased are deducted from equity at acquisition cost until they are sold. When treasury shares are sold, any after tax gains or losses are written to consolidated reserves. No gains or losses on treasury stock disposals are affected to net income for the period.

1.16. Provisions for risks and charges

Pursuant to IAS 37 "Provisions, contingent liabilities and contingent assets" provisions for risks and charges are booked when, at the close of the fiscal year, the Group has a commitment to a third party which will probably or certainly result in a cash outlay for the company to the third party.

A provision is written for the estimated amount of costs the Group will probably have to bear in order to meet its commitment. Provisions for outlays due in more than two years are discounted.

Altran's main provisions for liabilities and charges, other than retirement commitments, include:

- estimated costs for disputes, lawsuits and claims brought by third parties or former employees;
- estimated restructuring costs.

In the event of restructuring, provisions are made as soon as the Group has announced, drawn up or started to implement a detailed restructuring plan before the close of the fiscal year.

Non-current provisions are provisions that generally mature in more than one year. These include provisions for litigation. The portion of non-current provisions maturing in less than one year is booked as current provisions in the balance sheet.

Contingent liabilities include potential commitments resulting from past events that are contingent upon the occurrence of future events over which the Group has no control, and probable commitments where the cash outlay is uncertain. Contingent liabilities are not provisioned but are listed in note 6.

1.17. Employee benefits

Altran has commitments in several defined benefit pension schemes, end of contract/end of career benefits and other forms of employee benefit. The specific characteristics of these plans depend on the regulations in force in the countries concerned.

Termination and end of career benefits are generally lump sum payments based on the employee's number of years of service and annual salary on the date of termination/retirement.

Pursuant to IAS 19, the contributions paid into defined contributions plans are booked over the period and all staff benefits are valued annually using the projected unit credit method taking into account the specific economic conditions of each country, some of which are set out in note 5.13: mortality, staff turnover, salary increases, discount rates and expected rates of return on investments to pension plan guarantee funds.

These commitments are covered either by pension funds to which Altran contributes, or by provisions written to the balance sheet as and when employees acquire their corresponding rights.

The net commitment of hedging assets and ongoing asset depreciation are recorded in the balance sheet under "Other current and non-current employee benefits".

The annual expense is booked under:

- wage costs ("Long-term employee benefits") for the part relative to services costs and the amortisation of actuarial gains/losses;
- financial income ("Long-term employee benefit provisions") for the amount pertaining to interest on discounting to present value and asset return.

Actuarial differences may result from the difference between projected commitments and the actuarial valuation (based on new projections and actuarial assumptions) and the difference between the expected and actual return on the invested plans. Commitment differences, arising from changes in assumptions are also an integral part of actuarial difference.

Altran has chosen to book actuarial gains and losses to the income statement as of 1 January 2004 using the corridor method. This entails spreading actuarial gains and losses in excess of either 10% of commitments or of 10% of the fair value of the plans' assets, over the remaining working life for those employees still in service. When the Group sets up a new plan or modifies an existing one, the vested portion of the past service cost is booked immediately to the income statement and the unvested portion is amortised over the vesting period. Bonuses arising from long service awards were accounted for the first time on 1st January 2004.

1.18. Share-based payments

In compliance with IFRS 2 "Share-based payments", stock purchase and subscription options and employee share issues are measured at fair value on the date the options are granted. New shares are attributed when the plans are finalised.

Stock options

Altran has set up several stock-option plans for the benefit of certain members of staff.

Stock options are measured at fair value on the date the options are granted. Fair value is the value of the benefit awarded to the employee. This is booked under "Salaries and benefits" in the income statement, on a straight-line basis over the vesting period, and offset in equity.

The fair value of the stock option is determined by the "Black & Scholes" or the "Hull & White" or "binomial" methods, which use parameters such as the strike price and maturity of the options, the share price on the granting date, the share price's implicit volatility, assumptions concerning the turnover of staff benefiting from the options and the risk free interest rate.

The parameters used at the closing date are set out in note 6.4.

Employee share issue

During the first half of 2006, Altran Technologies launched a share issue reserved to staff in accordance with Articles L.225-138-1 of the French Commercial Code and L.443-5 of the French Labour Code.

This share issue was offered to all Group employees in Germany, Austria, Belgium, Spain, France, Ireland, Italy, Luxembourg, The Netherlands, Portugal, the UK and Sweden.

Altran gave its staff the opportunity to become shareholders of the company via a share issue reserved to employees. In those countries meeting the legal and tax requirements, the Group offered two types of investment: the traditional share ownership plan (purchasing shares at a 20% discount to the listed share price) and the leveraged plan (awarding share warrants for an equivalent amount).

Under the traditional share-ownership plan, benefits to employees are assessed at the fair value of the shares granted at that date, net of the cost of non-transferability of shares after their acquisition. This discount is estimated by valuing the cost of a hedging strategy matching the forward sale of non-transferable shares and the loan-financed cash purchase of an equivalent number of transferable shares using a valuation model based on market parameters. The cost to be booked is the difference between the discount and the lock-in cost, represented by the purchase of the securities sold forward.

Under the leveraged share-ownership plan , the Group values employee benefits using a model based on the following scenario:

- the employee borrows an amount equal to the discounted share price and pays the interest on the loan;
- the employee sells the call-options to a bank.

The cost to be booked is the difference between the strike price and the cost of debt.

Since there is no vesting period, the difference between the strike price of the options and the cost of debt is charged immediately, under "Salaries and benefits," to the income statement and is offset in "Equity".

The parameters used at the closing date are set out in note 6.4.

Free shares

In the second half of 2007, Altran launched a free share plan for its consultants.

The Group values employee benefit by using the approach of the CNC (Conseil National de la Comptabilité), the French National Accounting Board:

- the employee borrows an amount equal to the defined share price and pays the interest on the loan;
- the employee sells forward his/her call-options to a bank

The cost to be booked is the difference between the strike price and the cost of debt.

This cost is booked to the income statement, under "Salaries and benefits," on a straight-line basis over the vesting period and offset in equity.

1.19. Tax

The tax charge (or income) on earnings comprises the tax payable for the financial year and the cost (or income) related to deferred taxes. Tax is reported under income unless it is related to elements that are booked directly as equity. In this case, tax is reported under equity.

The tax charge is the estimated amount of tax payable on income over the period, measured at the tax rate adopted or expected to apply at closing, as well as any tax adjustments for prior periods.

In France, as of 2010, the Value Added Contribution (Cotisation sur la Valeur Ajoutée des Entreprises – CVAE), assessed on the value added derived from the company accounts, is now recognised as a tax on income, whereas before this charge was booked as operating income on ordinary activities under "taxes and duties".

Deferred taxes are calculated using the balance sheet liability method for all temporary differences between the carrying amount of assets and liabilities and their tax basis and tax loss carry forwards.

The following items do not qualify for deferred tax recognition: 1/ the initial recognition of goodwill, 2/ the initial recognition of assets and liabilities that are not part of a business combination and which affect neither the accounting profit nor the taxable profit and 3/ temporary timing differences associated with investments in subsidiaries insofar as they are not be reversed in the foreseeable future.

Altran offsets deferred tax assets and liabilities by fiscal entity. In compliance with IAS 12 deferred tax assets and liabilities are not discounted.

Deferred tax assets are only booked when they are likely to be recovered. In assessing its ability to recover these assets, Altran takes the following elements into account:

- earnings forecasts as determined in the business plans used for goodwill impairment tests
- tax losses arising before and after tax consolidation.

1.20. Turnover

Turnover corresponds to total revenues from services provided by all of the consolidated companies of the Group.

The accounting treatment of revenues and costs depends on the nature of the services.

Moreover, when the result of a transaction cannot be estimated reliably and recovery of costs incurred is unlikely, revenue is not recognised and the costs incurred are booked as expenses.

Time and material services

Revenues on time and material services are identified as the project advances.

The majority of the Group's services are carried out on a time-and-material basis.

Fixed price contracts

Pursuant to IAS 18, sales and earnings on fixed price contracts with a performance obligation clause attached are booked according to the stage of progress of the contract in question in accordance with IAS 11. This is determined by the percentage of costs incurred on work carried out relative to the total estimated cost. When the total estimated costs of the contract are expected to exceed the total revenue generated by the contract itself, a provision is immediately written to cover the losses that will be incurred when the contract is completed.

In compliance with IAS 18 "Revenue on ordinary activities", re-invoicing of non-margined consultant fees for commercial services is set against external charges.

1.21. Non-recurring earnings

Other non-recurring revenues and charges arise from activities that, by their nature, amount and/or frequency cannot be considered part of the Group's regular activities and earnings since they naturally impair the understanding of its operating performance. They are, therefore, revenues and charges that are considered to be unusual, abnormal, infrequent and hefty.

These mainly comprise:

- capital gains or losses (net of costs) on the disposal and one-off depreciation of current or non-current, tangible or intangible assets
- restructuring charges and provisions which impair the clarity of operating income on operating activities due to their size and unusual nature
- other operating charges and revenue considered to be unusual, abnormal or infrequent.

1.22. Currency gains and losses

Realised and unrealised foreign exchange gains and losses from operations are booked under "Other revenues" or "Other operating income and expenses". Those resulting from financing operations, or from the hedging of investment and financial activities, are booked under "Cost of gross financial debt" and "Other financial income and expenses".

1.23. Grants and subsidies

Grants and subsidies covering costs incurred by the Group are systematically booked under operating income in the income statement over the period during which the costs were incurred. This mainly concerns research tax credits.

1.24. Earnings per share

The Group presents earnings per share on an undiluted and a diluted basis.

Undiluted earnings per share corresponds to net income attributable to the Group, divided by the weighted average number of shares outstanding over the year, net of treasury stock.

Diluted earnings correspond to net income attributable to Group shareholders, net of the financial cost of dilutive debt instruments and their impact on employee profit-sharing, net of corresponding tax. The number of shares retained for the calculation of diluted earnings factors in the conversion into ordinary shares of dilutive instruments outstanding at the end of the fiscal period (share-warrant options or convertible bonds) when they are likely to have a dilutive effect. This is notably the case for share-warrant options, when their strike price is lower than the market price (average price for Altran Technologies shares over the year).

Diluted and undiluted earnings per share are identical when undiluted earnings per share are negative. To ensure comparability of earnings per share, the weighted average number of shares outstanding during the year (and previous years) is adjusted to take into account any capital increases carried out at a share price lower than the market price. Treasury shares deducted from consolidated equity are not taken into account in calculating earnings per share.

1.25. Accounting treatment and presentation of discontinued operations

IFRS 5 defines the accounting treatment, presentation and disclosure requirements for assets or groups of assets held for sale and discontinued operations. A discontinued operation is defined as a major line of business or geographical area of operations for the Group that has been sold.

IFRS 5 requires that discontinued operations be reported on a separate line in the balance sheet as soon as it has been established that the asset's carrying amount will be recovered principally through a sale transaction rather than through continuing use. The asset must be available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, and the disposal must be highly probable within 12 months following the close of the fiscal period.

When assets and operations are reclassified as discontinued operations, they cease to be amortised and are measured and recognised at the lower of their book value and market value less disposal costs.

Net income on discontinued operations, after elimination of intra-group flows, is recorded on a separate line in the income statement. This includes net income on discontinued operations until the date of sale plus the net proceeds of the disposal for the fiscal year in question and the comparable periods presented.

Net cash flows on discontinued operations are also presented under a specific heading in the cash flow statement and include the cash flow generated until the date of sale, as well as the pre-tax cash generated on their disposal for the current fiscal year and the comparable periods presented.

Note 2 Scope of consolidation

The consolidated financial statements incorporate the accounts of Altran Technologies and its subsidiaries. The Group fully consolidates its subsidiaries, with the exception of the Altran Telnet Corporation (Tunisia) which is consolidated on a proportional basis.

			Closing				Opening				Change
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	
Northern Zone	Germany	ALTRAN DEUTSCHLAND (ex-BETEILIGUNGS)	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		CHS DATA SYSTEMS	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		SUTHERLAND CONSULTING (DEU)	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN GMBH AND CO KG	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		XYPE GMBH	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Australia	ALTRAN AUSTRALIA	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Austria	ALTRAN OSTERREICH GMBH	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	Romania	ALTRAN ENGINEERING ROMANIA SRL	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Belgium	ALTRAN SA BELGIQUE	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Luxembourg	ALTRAN LUXEMBOURG	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	The Netherlands	ALTRAN INTERNATIONAL	IG	100.00%	95.00%	95.00%	IG	100.00%	95.00%	95.00%	
		ALTRAN BV	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	Norway	ALTRAN NORWAY AS	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Sweden	ALTRAN TECHNOLOGIES SWEDEN AB	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN SVERIGE	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Denmark	ALTRAN DENMARK	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Switzerland	ALTRAN AG (CHE)	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	UK	ALTRAN UK	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN TECHNOLOGIES UK	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN PRAXIS	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		HILSON MORAN PARTNERSHIP	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
		CAMBRIDGE CONSULTANTS	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		SUTHERLAND CONSULTING (UK)	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		XYPE LTD	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		XYPE TECHNOLOGIES LTD.	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Merged
	Ireland	ALTRAN IRELAND	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	

			Closing				Opening				Change
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	
Southern Zone	Brazil	ALTRAN DO BRASIL	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	95.00%	Sold
		TECNOLOGIA E CONSULTORIA BRASILEIRA (TCBR)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	95.00%	Sold
		ALTRAN CONSULTORIA EM TECNOLOGIA (A.C.T)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	95.00%	Sold
	Spain	ALTRAN INNOVACION SOCIEDAD LIMITADA	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN CIS (SPAIN)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Merged
		ALTRAN TECHNOLOGIA E INNOVATION	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Merged
		AGENCIA DE CERTIFICATION INNOVATION	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		STRATEGY AND INNOVATION ADVISORS	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Merged
	Italy	ALTRAN ITALIA	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		TQM CONSULT	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ATHENA (ex OTBA ITALIE)	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		HILSON MORAN ITALY	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		IGEAM DEVELOPPEMENT DURABLE	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Portugal	ALTRAN PORTUGAL SGPS	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
France		ALTRAN TECHNOLOGIES	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN CIS (France)	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN INVOICING	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		DATACEP	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		EXCELLIA	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		DIOREM	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		IMNET FRANCE	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
		GMTS	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		LOGIQUAL SO	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN PROTOTYPES AUTOMOBILES	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN PRAXIS France	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		ALTRAN PARTICIPATIONS	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
		NSI SA	IG	100.00%	73.70%	73.70%	IG	100.00%	73.70%	73.70%	
		HILSON MORAN (France)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Merged
		XYPE SAS	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Merged

			Closing				Opening				Change
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	
ADL	**Germany**	ARTHUR D. LITTLE (DEU)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Austria	ARTHUR D. LITTLE AUSTRIA	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Romania	ARTHUR D. LITTLE ROMANIA SRL	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Belgium	ARTHUR D. LITTLE BELGIUM	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	The Netherlands	ARTHUR D. LITTLE NETHERLANDS	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Sweden	ARTHUR D. LITTLE (SWE)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Switzerland	ARTHUR D. LITTLE SCHWEIZ	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	UK	ARTHUR D. LITTLE (GBR)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Brazil	ARTHUR D. LITTLE (BRESIL)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	95.00%	Sold
	Spain	ARTHUR D. LITTLE S.L. (ESP)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Italy	ARTHUR D. LITTLE (ITA)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	France	ARTHUR D. LITTLE (FRA)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
		ADL SERVICES	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Japan	ARTHUR D. LITTLE JAPAN	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Hong Kong	ARTHUR D. LITTLE HONG KONG (HKG)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Korea	ARTHUR D. LITTLE YUHAN HOESA	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Malaysia	ARTHUR D. LITTLE (MALAYSIA)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Singapore	ARTHUR D. LITTLE SINGAPORE	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	USA	ARTHUR D. LITTLE (USA)	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	UAE	ARTHUR D. LITTLE MIDDLE EAST DIFC	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
		ARTHUR D. LITTLE MIDDLE EAST FZ LLC	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
		ARTHUR D. LITTLE EMIRATES ABU DHABI	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	Saudi Arabia	ARTHUR D. LITTLE SAUDI ARABIA	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold
	China	ARTHUR D. LITTLE CHINA	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	100.00%	Sold

			Closing				Opening				Change
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	
ROW Zone	UAE	ALTRAN MIDLE EAST	IG	100.00%	100.00%	100.00%	IG	100.00%	100.00%	100.00%	
	Hong Kong	ALTRAN CHINA Hong Kong	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	India	ALTRAN TECHNOLOGIES INDIA	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	Korea	ALTRAN TECHNOLOGIES KOREA YUHAN	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	Singapore	ALTRAN HOLDINGS (SINGAPORE)	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
	Tunisia	ALTRAN TELNET CORPORATION	IP	50.00%	50.00%	50.00%	IP	50.00%	50.00%	50.00%	
	Canada	ALTRAN CANADA	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
		SYNECTICS CANADA	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	95.00%	Sold
	USA	ALTRAN SOLUTIONS CORP.	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
		ALTRAN USA HOLDINGS	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
		CAMBRIDGE CONSULTANTS, INC.	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
		SYNECTICS INC.	NI	0.00%	0.00%	0.00%	IG	100.00%	100.00%	95.00%	Sold
	China	ALTRAN SHANGAI	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	
		ALTRAN SUZHOU Ltd (CHINA)	IG	100.00%	100.00%	95.00%	IG	100.00%	100.00%	95.00%	

Changes in scope of consolidation

During 2011, the Group completed the following transactions that affected its scope of consolidation.

Disposals

On 1 January 2011, Altran sold the American and Canadian Synectics group. The disposal of this company enhanced H1 2011 results by €0.3m.

On 26 April 2011, the Group sold all of its subsidiaries in Brazil. These disposals reduced interim net income by € 9m.

On 28 February 2011, Altran sold its French subsidiary, Imnet. The disposal of this company had no significant impact on H1 2011 results.

On 30 December 2011, the Group sold its UK subsidiary, Hilson Moran Partnership to the company's management. This disposal had a negative impact of €15.6m on Altran's H2 2011 results.

On 30 December 2011, Altran also sold its subgroup Arthur D. Little to the company's management. The negative €50.5m impact of this disposal in H2 2011 is booked under "Net profit/loss on discontinued operations" in Altran's 2011 consolidated accounts. Details of the impact of this disposal are given in note 6.10.

Mergers

In line with the Group's strategy to streamline its basis of consolidation, Altran carried out several mergers in 2011, notably in Spain, France and the US.

Note 3 Key events

The key events are described in section 9.1 of the Management Report.

Note 4 Fiscal year comparability

4.1. IFRS 5: « Non-current assets held for sale and discontinued operations »

The impact of the application of IFRS 5 on the Group's 2011 consolidated financial statements is related to the disposal of the subgroup Arthur D. Little.

In accordance with IFRS 5, net income on discontinued operations is reported on a separate line in the income statements of each fiscal period presented. Net changes in cash generated from operations, financing and investment are reported on a separate line in the statement of cash flows for each fiscal period presented.

4.2. Impact on the Group's 2010 consolidated financial statements

4.2.1. Impact on the Group's 2010 income statement

(in thousands of euros)	2010 (Published)	IFRS5 impact	2010 (Restated)
Revenue	1,436,688	(112,244)	1,324,444
Other income from operations	12,657	(810)	11,847
Revenue from ordinary operations	**1,449,346**	**(113,054)**	**1,336,291**
Raw materials	(13,889)	601	(13,288)
Change in work-in-progress	(160)		(160)
External expenses	(324,850)	37,457	(287,394)
Staff costs – salaries	(1,018,063)	75,900	(942,164)
Staff costs – payment in shares	(729)		(729)
Taxes and duties	(2,120)	144	(1,976)
Depreciation and net provisions	(14,127)	1,935	(12,192)
Other operating income and expenses	(6,299)	534	(5,765)
Operating income on ordinary activities	**69,108**	**3,516**	**72,624**
Other non-recurring operating income	1,919	(737)	1,182
Other non-recurring operating expenses	(23,262)	448	(22,813)
Other non-recurring operating income and expenses	**(21,343)**	**(289)**	**(21,631)**
Goodwill depreciation	(30,169)	15,515	(14,654)
Operating income	**17,596**	**18,742**	**36,338**
Gains on cash & cash equivalents	4,882	(32)	4,850
Cost of gross financial debt	(29,312)	64	(29,248)
Cost of net financial debt	**(24,431)**	**32**	**(24,399)**
Other financial income	4,951	(873)	4,078
Other financial expenses	(9,528)	1,832	(7,697)
Tax expenses/income	(14,333)	(1,017)	(15,350)
Equity share in net income of associates			
Net income before discontinued operations	**(25,745)**	**18,715**	**(7,030)**
Net profit/loss on discontinued operations		(18,715)	(18,715)
Net income	**(25,745)**	**0**	**(25,745)**
Minority interests	**(254)**		**(254)**
NET INCOME ATTRIBUTABLE TO THE GROUP	**(25,999)**	**0**	**(25,999)**

4.2.2. Impact on the Group's 2010 statement of cash flows

(in thousands of euros)	2010 (Published)	IFRS5 impact	2010 (Restated)
Operating income on continuing activities	**17,597**	**18,742**	**36,338**
Goodwill depreciation	30,169	(15,515)	14,654
Operating income before goodwill depreciation	**47,766**	**3,227**	**50,993**
Depreciation and net operating provisions	(17,618)	7,371	(10,247)
Income and charges from stock-options	729	0	729
Capital gains or losses on disposals	1,724	(18)	1,706
Other gains and changes	2,641	2,355	4,995
Cash flow before net interest expenses and taxes	**35,241**	**12,935**	**48,176**
Change in inventory and work in progress	7	-	7
Change in client accounts and other receivables	7,657	(5,393)	2,264
Change in supplier accounts and other payables	(1,633)	(7,054)	(8,687)
Change in working capital requirement	**6,031**	**(12,447)**	**(6,416)**
Net cash flow from operations	**41,272**	**487**	**41,760**
Interest paid	(16,184)	69	(16,115)
Interest received	4,613	(32)	4,581
Taxes paid	(11,654)	1,313	(10,341)
Cash impact of other financial income and expenses	539	(102)	437
Net cash flows from discontinued operations	0	(1,736)	(1,736)
Net cash flow from operations	**18,585**	**0**	**18,585**
Cash outflows for fixed and intangible asset acquisitions	(20,703)	1,830	(18,872)
Cash inflows from fixed and intangible asset disposals	1,459	(25)	1,435
Cash outflows for financial asset acquisitions (non-consolidated holdings)	(3,266)	0	(3,266)
Cash inflows from financial asset disposals (non-consolidated holdings)	406	(6)	400
Earn-out disbursements	(354)	0	(354)
Impact of changes in scope of consolidation	(8,443)	0	(8,443)
Dividends received (associates, non-consolidated holdings)	700	0	700
Change in loans and advances granted	(4,002)	107	(3,895)
Investment subsidies received	0	0	0
Other flows from investment transactions	4,646	(1,106)	3,540
Net cash from investments made by discontinued operations	0	(800)	(800)
Net cash flows from investments	**(29,556)**	**(0)**	**(29,556)**

(in thousands of euros)	2010 (Published)	IFRS5 impact	2010 (Restated)
Amounts received from shareholders during the capital increase	376	0	376
Proceeds from the exercise of stock options	301	0	301
Own-share transactions (purchases/sales)	0	0	0
Cash outflows for employee profit share	0	0	0
Dividends paid during the period	(2)	0	(2)
Proceeds from new loans	2,050	(6)	2,044
Reimbursement of loans	(36,794)	0	(36,794)
Other flows from financing operations	16,302	(2,240)	14,062
Net cash from financing activities of discontinued operations	0	2,246	2,246
Net cash flow linked to financing operations	**(18,066)**	**0**	**(18,066)**
Impact of variations in exchange rates	1,540	0	1,540
Impact of changes in accounting principles	(21)	0	(21)
Changes in net cash position	**(27,518)**	**0**	**(27,518)**
Opening cash balance	242,571	0	242,571
Closing cash balance	215,052	0	215,052
CHANGE IN NET CASH POSITION	**(27,518)**	**0**	**(27,518)**

Note 5 Notes relative to certain balance sheet items

5.1. Net goodwill

Movements in net goodwill are analysed in the table below:

Balance at 31 December 2010	**380,799**
Earn-outs	0
Loss in value	(14,996)
Changes in scope of consolidation	(51,001)
Exchange rate changes	1,558
Other transactions	237
Balance at 31 December 2011	**316,596**

Changes in the scope of consolidation mainly include:

- the -€10,428k loss on the disposal of Hilson Moran Partnership in the UK
- a residual net loss of -€2,000k on the disposal of the subgroup Arthur D. Little, after impairment losses on discontinued operations of -€38,573k booked in H1 2011.

In H2 2011, Altran booked impairment losses of €14,996k in the income statement.

The breakdown of impairment losses by regional segment is given in the table below:

At 31 December, 2011	France	Northern zone	Southern zone	ROW zone	Total
Impairment losses booked to 2011 income	0	(14,996)	0	0	(14,996)

Impairment losses recognised involved 2 CGUs (Cash Generating Units), corresponding to 3 companies. At end-2011, net book value of goodwill before impairment totalled €382,593k.

At 31 December 2011, the goodwill impairment tests used to book the above losses in value were based on a discount rate after tax (WACC) of 9.41% (versus 9.32% in 2010), implying a pre-tax discount rate of between 11% and 12%, and growth in sales to infinity of 2%.

All Cash Generating Units were subject to sensitivity tests. The results of sensitivity tests carried out in terms of additional goodwill depreciation are summarised in the table below

WACC		8.41%	9.41%	10.41%
Growth rate to infinity	2%	0		0
	1%		0	

5.2. Intangible assets

(in thousands of euros)	Trademarks	Development costs	Software	Other	Total
At 31 December, 2010					
Gross value at opening	34,674	3,637	26,161	3,686	68,159
Depreciation and provisions	(2,209)	(2,778)	(20,236)	(374)	(25,596)
Net value at opening	32,465	859	5,926	3,313	42,563
Transactions during the period					
Acquisitions		636	5,273	1,992	7,901
Disposals	(31,968)		(7)	(3,847)	(35,822)
Net depreciation and provisions	(58)	(377)	(3,684)	(23)	(4,143)
Changes in scope of consolidation	(19)		(1,080)		(1,099)
Forex changes	7	21	(17)	0	11
Other transactions	(129)		1,253	(1,117)	8
TOTAL TRANSACTIONS (NET VALUE):	**(32,166)**	**279**	**1,738**	**(2,995)**	**(33,145)**
At 31 December, 2011					
Gross value at closing	2,098	4,200	27,323	643	34,264
Depreciation and provisions	(1,799)	(3,062)	(19,660)	(325)	(24,846)
Net value at closing	299	1,139	7,663	318	9,418

The Arthur D. Little brand (divested in H2 2011) is valued at €31,968k.

In 2011, net amortisation on intangible assets totalled €4,143k, of which -€3,624k in net amortisation and depreciation plus a non-recurring operating loss of -€43k and a -€476k net loss generated on discontinued operations.

5.3. Tangible assets

(in thousands of euros)	Land	Constructions	General facilities, fixtures and furnishings	Office & computer equipment & furniture	Other	Total
At 31 December, 2010						
Gross value at opening	880	12,291	28,393	65,547	2,851	109,962
Depreciation and provisions		(4,922)	(16,636)	(50,516)	(1,478)	(73,552)
Net value at opening	880	7,369	11,757	15,031	1,373	36,410
Transactions during the period						
Acquisitions		422	2,682	7,114	1,478	11,696
Disposals		(1,551)	(186)	(637)	(11)	(2,384)
Net depreciation and provisions		(280)	(4,391)	(6,657)	(828)	(12,155)
Change in scope of consolidation			(2,227)	(2,337)	(375)	(4,939)
Exchange rate changes		89	(7)	40	(7)	115
Other transactions			678	(774)	85	(12)
TOTAL TRANSACTIONS (NET VALUE):	**0**	**(1,319)**	**(3,451)**	**(3,251)**	**343**	**(7,678)**
At 31 December 2011						
Gross value at closing	880	11,343	25,393	57,325	3,609	98,549
Depreciation and provisions		(5,293)	(17,087)	(45,544)	(1,893)	(69,818)
Net value at closing	880	6,050	8,306	11,780	1,716	28,732

Altran owns property in France, Italy and the UK worth a total net value of €6,930k.

None of the Group's fully-amortised fixed assets that are still in use are worth a significant amount.

In 2011, net depreciation on tangible assets totalled €12,155k, of which -€10,965k in net depreciation and provisions plus a non-recurring operating loss of -€64k and a -€1,126k net loss generated on discontinued operations.

5.4. Non-current financial assets

Non-current financial assets are broken down as follows:

(in thousands of euros)	December 2011	December 2010
Available for sale		
Cambridge Consultants incubator	1,160	81
Loans and credits generated by the group		
Pension fund assets	0	7,335
Construction-effort loans	7,718	6,671
Deposits and guarantees	9,108	9,484
	16,827	**23,491**
TOTAL	**17,987**	**23,572**

5.4.1. Assets available for sale

In 2011, the €1,079k increase in "available-for-sale" assets was due notably to the purchase of Aveillant shares by Cambridge Consultants within the context of its business-incubator activity.

5.4.2. Loans and receivables

"Construction-effort" loans totalled €7,718k at 31 December 2011, compared with €6,671k at end-2010.

This €1,047k increase on 2010 levels stemmed notably from:

- the impact of the fair value of "construction effort" loans (€363k), booked in the income statement, and
- payments of €1,410k in 2011.

Other loans and receivables comprise deposits and guarantees.

Pension-fund assets totalling €7,335k at 31 December 2010 were the property of Arthur D. Little which was sold at end-2011.

5.5. Other non-current assets

Other non-current assets mainly include:

- net proceeds of €5,672k on the divestment of shares in consolidated subsidiaries with maturities of more than one year
- Subsidy receivables due in more than one years time of €1,187k
- Social security receivables due in more than one years time of €1,225k.

5.6. Inventories

Inventories and work in progress are broken down as follows:

(in thousands of euros)	December 2011	December 2010
Raw materials	435	632
Work in progress	758	1,275
Finished goods	77	87
Provisions for inventory	(58)	(59)
TOTAL	**1,211**	**1,935**

5.7. Trade receivables net of provisions for depreciation

Trade receivables are due within a maximum of one year.

	31/12/2011			31/12/2010		
(in thousands of euros)	Total	Matured	Not matured	Total	Matured	Not matured
Net accounts receivable	423,187	58,251	364,936	445,783	67,551	378,232

Changes in provisions for trade receivables are broken down as follows:

31/12/2010	Provisions booked over the period	Write backs	Exchange rate differences	Scope of consolidation changes	Other changes	31/12/2011
(6,616)	(3,088)	2,587	(13)	1,458	1	(5,670)

Trade receivables, net of depreciation, which are overdue are listed in the following table:

(in thousands of euros)	Dec. 2011	Dec. 2010
Expiring in less than 1 month	32,860	35,803
Expiring in 1-3 months	15,399	20,467
Expiring in more than 3 months	9,992	11,281
TOTAL TRADE RECEIVABLES	**58,251**	**67,551**

With regards factoring agreements, the Group is responsible for recovering trade receivables. These receivables are booked as assets and offset in "Current financial liabilities" (see note 5.11).

The impact of these elements on the financial statements is detailed in the table below (in thousands of euros):

Assets	December 2011	December 2010
Accounts receivable (clients)	232,637	233,016
Cancellation of deposits	(44,678)	(46,925)
	187,959	**186,091**

Liabilities	December 2011	December 2010
Current financial liabilities	187,959	186,091
	187,959	**186,091**

5.8. Other receivables

This item includes tax receivables and other operating receivables.

5.9. Current financial assets

This item includes deposits and guarantees due within one year.

5.10. Shareholders' equity and earnings per share

The following calculations are based on an average annual price of €4.26 per Altran Technologies share in 2011.

At 31 December 2011, Altran's share capital totalled €72,360,712.00, for 144,721,424 ordinary shares, implying an increase of 1,016,892 shares on end-2010 levels. This was due mainly to the capital increase reserved to Group employees, given that the March 2011 stock option plan had reached maturity. At end-2011, the weighted average number of ordinary shares outstanding totalled 143,718,136 and the weighted average number of ordinary and dilutive shares totalled 143,722,281.

Breakdown of equity capital	Number	Nominal value
Number of shares comprising the equity capital at opening	143,704,532	€0.50
Capital increase – recognition of OCEANE bond conversion	4,284	€0.50
Capital increase reserved for the employee shareholding plan	1,012,608	€0.50
Cancellation of treasury stock	(434,150)	€0.50
Number of shares comprising the equity capital at closing (excluding treasury stocks)	**144,287,274**	**€0.50**

Pursuant to the 5th Resolution adopted at the Combined General Shareholders' Meeting on 10 June 2011, Altran shareholders granted the Board of Directors the power to implement a programme to buy-back Altran shares. On 27 July 2011, Altran signed a liquidity contract with Exane Paribas, in accordance with AMF regulations, to enhance the liquidity and stabilise the price of the Altran shares traded on the Eurolist Compartment B of the NYSE/Euronext Paris with an initial ceiling of €2m.

At 31 December 2011, the 434,150 Altran Technologies treasury shares valued at €1,277.3k held for the purposes of the above-mentioned contract were booked under equity. Net capital losses on the Group's own shares (€189.2k in 2011) were booked as reserves attributable to shareholders.

	Dec. 2011	Dec. 2010*
Net income (Altran Technologies)	**(45,499)**	**(25,999)**
Impact of dilutive share-based payments	294	729
Ordinary shares (weighted average number)	143,718,136	143,596,584
Options granted with a dilutive impact	4,144	113,894
Earnings per share (€)	**-0.32**	**-0.18**
Diluted earnings per share (€)	**-0.32**	**-0.18**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

	Dec. 2011	Dec. 2010*
Net income (Altran Technologies) on continuing activities	**5,042**	**(7,284)**
Impact of dilutive share-based payments	294	729
Ordinary shares (weighted average number)	143,718,136	143,596,584
Options granted with a dilutive impact	4,144	113,894
Earnings per share (€)	**0.04**	**-0.05**
Diluted earnings per share (€)	**0.04**	**-0.05**

	Dec. 2011	Dec. 2010*
Net income (Altran Technologies) on discontinued operations	**(50,541)**	**(18,715)**
Impact of dilutive share-based payments		
Ordinary shares (weighted average number)	143,718,136	143,596,584
Options granted with a dilutive impact	4,144	113,894
Earnings per share (€)	**-0.35**	**-0.13**
Diluted earnings per share (€)	**-0.35**	**-0.13**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Given that, with the exception of the 20 December 2007 plan, the strike prices of all stock option plans outstanding at end-2011 were higher than the average share price over the year, these plans did not have a dilutive impact in 2011. This also applies to the 2015 OCEANE bond issued on 18 November 2009.

Options granted with an estimated dilutive impact concern the stock-option plans where the strike price is lower than the average share price in 2011. These include:

1. the December 2007 stock-option plan involving a maximum of 1,585,779 stock options.

Exercise of this plan would result in the issue of 4,144 new shares.

Although the stock-option plans with a strike price higher than the average 2011 share price could dilute future earnings per share, they have not been included in the diluted earnings per share calculation in the table above. These plans include:

1. the June 2004 stock-option plan involving a maximum of 1,087,955 stock options
2. the June 2005 stock-option plan involving a maximum of 132,369 stock options
3. the December 2005 stock-option plan involving a maximum of 1,061,521 stock options
4. the 1 January 2015 OCEANE bond involving a maximum number of 30,129,437 convertible bonds.

The characteristics of the stock-option plans are described in note 6.4.

5.11. Net financial debt

Net financial debt is the difference between total financial liabilities and cash and cash equivalents.

(in thousands of euros)	December 2011	December 2010
Cash and cash equivalent	187,070	215,052
Cash liabilities		
Net cash	**187,070**	**215,052**
Convertible bond loans (>1 year)	110,676	105,223
Credit establishment borrowings and debts (>1 year)	28,492	60,402
Other non-current financial liabilities	2,606	11,577
Convertible bond loans (<1 year)		
Current bond loans	8,868	9,939
Current borrowings	34,599	34,940
Current financial debt on leasing contracts		
Bank overdrafts*	194,481	194,031
Other current financial debt	2,219	2,351
Gross financial debt	**381,940**	**418,462**
NET FINANCIAL DEBT	**(194,870)**	**(203,410)**

** Including factoring of €188m (for total lines of €291.5m at 31 December 2011 in line with end-December 2010 levels).*

Group net debt narrowed €8,540k on 2010 levels to €194,870k at end-December 2011.

Cash equivalents

At 31 December 2011, the market value of cash equivalents totalled €145,642k and may be broken down as follows:

(in thousands of euros)	December 2011	December 2010
Certificates of deposit and other	90,126	95,000
SICAV and mutual funds	55,516	53,337
TOTAL	**145,642**	**148,337**

Debt repayment schedule

The table below gives the breakdown of the Group's financing costs by type of debt and by maturity, including accrued interest and after taking into account the effect of hedging instruments:

(in thousands of euros)	<1 year	1 – 2 years	2 – 3 years	3 – 4 years	4 – 5 years	>5 years
Convertible bond loans (>1 year)		0	0	110,676	0	0
Credit establishment borrowings and debts (>1 year)		28,492	0	0	0	0
Other non-current financial liabilities		1,268	716	559	26	37
Long-term financial liabilities	**0**	**29,760**	**716**	**111,236**	**26**	**37**
Current bond loans	8,868					
Current borrowings	34,599					
Bank overdrafts	194,481					
Other current financial debt	2,219					
Short-term financial liabilities	**240,166**	**0**	**0**	**0**	**0**	**0**
TOTAL	**240,166**	**29,760**	**716**	**111,236**	**26**	**37**

In percentage terms, the maturity of the Group's financial liabilities at 31 December 2011 may be broken down as follows:

- Less than 1 year 62.88%
- 1 to 5 years 37.11%
- more than 5 years 0.01%

Convertible bond issues

On 18 November 2009, Altran issued 30,136,986 convertible bonds at a nominal value of €4.38, bearing an annual coupon of 6.72% and a maturity of 5 years and 44 days. The normal date of redemption is set for 1 January 2015.

Interest is payable in arrears on 1 January of each year.

- The Company can decide to redeem bonds before their scheduled maturity date under the following conditions:
- – some or all of the bonds may be redeemed at any time by purchase on a securities market or over the counter or through a public offer;
- – all outstanding bonds may be redeemed at any time between 15 January 2013 and 1 January 2015:
  - – at their face value plus all accrued interest since the last coupon date;
  - – if the bond conversion ratio, multiplied by Altran Technologies average closing share price on Euronext SA's Paris Premier Marché over 20 consecutive trading days, is more than 130% higher than the face value of the bond (i.e. €5.69). Note that the 20 consecutive-day period used to calculate the average closing share price is selected by the company out of a period of 30 consecutive trading days, prior to the announcement of the early redemption;
- – all outstanding bonds may be redeemed at any time at the early redemption price on the condition that the number of outstanding bonds is less than 10% of the total amount issued.
- Bondholders can:
- – exchange or convert their bonds before their scheduled maturity date at any time between the settlement date (18 November 2009) and the seventh working day before the regular or early redemption date request the conversion and/or exchange of bonds for shares at a conversion rate of 1 share for 1 bond. The company can decide whether or not to grant bondholders new and/or existing shares. The new shares issued following conversion will rank for dividend: on the first day of the financial year when the bonds are converted and will be immediately open for trading on the stock market:
- – at any moment in the event of a change in company control at an early redemption price equal to the par value plus the accrued interest due since the last coupon payment.

The application of IAS 32 to the 2015 OCEANE bond issue boosted equity by €32.1m. Group financial debt was reduced by the same amount.

The market rate applied and the breakdown of the debt and equity components are as follows:

- discount rate applied to the debt: 12.83%
- effective interest rate: 13.63%
- fair value of the debt at date of issue: €99,851k.

Financial expenses for 2011 totalled €14,340k.

Accrued interest of €8,868k at end-2011 was paid on 1 January 2012.

An additional expense of €5,467k booked in the income statement at 31 December 2011 resulted from the difference between the nominal value of the OCEANE bearing a 6.72% coupon and the IFRS financial charge calculated on the basis of the effective interest rate method in compliance with IAS 32/39.

Following OCEANE conversion, €5k was booked as a fair-value debt adjustment.

Main changes in credit lines

On 4 July 2008, Altran signed a refinancing agreement with its bankers (BNP Paribas, Crédit Agricole Ile de France, Natixis and Société Générale) giving the Group access to total credit lines amounting to €60.3m on 31 December 2011. The amortisation schedule for these credit lines is given in the table below.

This agreement gives Altran access to a 5-year €150m credit line, including the rescheduling of €26m in existing credit lines that were initially redeemable in 2009. The main characteristics of this credit line include:

- 5-year maturity dating from the first draw-down
- half-yearly amortisation as of July 2009
- a maximum Euribor coupon of 2.25%.

This €150 million credit line is divided into two tranches:

- tranche A for a maximum of €26m made available as of 28 July 2008
- tranche B for the remaining €124m made available as of 1 January 2009.

(€m)	Dec. 2008	June 2009	Dec. 2009	June 2010	Dec. 2010	June 2011	Dec. 2011	June 2012	Dec. 2012	June 2013	Dec. 2013
Part A revolving credit	26.0	23.1	20.2	17.3	14.4	11.6	8.7	5.8	2.9	0	0.0
Part B revolving credit	124.0	111.6	99.2	86.8	74.4	62.0	49.6	37.2	24.8	12.4	0.0
Subtotal	**150.0**	**134.7**	**119.4**	**104.1**	**88.8**	**73.6**	**58.3**	**43.0**	**27.7**	**12.4**	**0.0**
Renegotiated credit line with CADIF	5.0	5	4.4	3.8	3.2	2.6	2.0	1.4	0.8	0.2	0.0
TOTAL	**155.0**	**139.7**	**123.8**	**107.9**	**92.0**	**76.2**	**60.3**	**44.4**	**28.5**	**12.6**	**0.0**

On 9 November 2009, Altran signed another amendment to the refinancing agreement with its bankers, determining a new set of financial ratio thresholds. Margin levels are revised every six months in relation to consolidated debt leverage (net financial debt/EBITDA).

	Applicable margin
Ratio >= 3.5	2.25%/year
3.5>Ratio>3	1.40%/year
3>Ratio>2.5	1.25%/year
2.5>Ratio>2	1.10%/year
Ratio<2	0.90%/year

These credit lines are subject to the following covenants:

	Net debt/EBITDA	Net debt/equity
31/12/2009	<4.5	<1.0
30/06/2010	<5.5	<1.0
31/12/2010	<4.0	<1.0
30/06/2011	<3.75	<1.0
31/12/2011	<3.0	<1.0
30/06/2012	<2.5	<1.0
31/12/2010 - 31/12/2013	<2.0	<1.0

Regarding the financial ratios:

- the EBITDA used to calculate these covenants is the 12-month moving average before employee profit-sharing and staff costs relative to payment in shares;
- net financial debt excludes employee profit-sharing and accrued interest on bond-related debt.

The credit agreement contains several clauses pertaining to financial ratio thresholds, allocation of cash flow and limitations on acquisitions, in particular:

- as of 2009, one third of net consolidated cash flow over €15m generated by the Group must be allocated to pay down debt (excluding any future market operation);
- acquisitions are limited to a total annual investment of €50m, unless the Group obtains special permission from a majority of its lending banks.

Trends in the Group's financial ratios in 2011 are given in the table below:

	31/12/2011	31/12/2010
Net debt/equity as defined in the credit agreement	0.42	0.41
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	1.24	2.09

While most of the Group's bank debt is contracted on a variable-rate basis which is mainly indexed to the EURIBOR or EONIA benchmark rates, a hedging strategy has been set up (see section 4 "Risks" of the present registration document).

Fair value of interest rate swaps increased shareholders' equity by a net amount of €4,182k (corresponding to €6,378k in gross value terms, less -€2,196k in deferred taxes).

5.12. Provisions for risks and charges

Trends in short and long-term provisions for liabilities and charges over the period are given in the table below:

	December 2010	Provisions booked over the period	Write-backs (used)	Write-backs (not used)	Forex differences	Scope of consolidation changes	Other changes	December 2011
Provisions for labour disputes	5,810	574	(1,242)	(8)	(180)	(2,535)		2,418
Provision for other disputes	2,816	111	(593)		(47)	(774)		1,513
Provisions for warranties	0							0
Provision for legal disputes and tax penalties	165	354			(9)	(155)		354
Provision for losses on completion	0							0
Provision for other risks > 1 year	1,045	7,206	(311)	(325)	(22)	(255)	(88)	7,250
Provisions for restructuring	976		(271)		(26)	(5)	(673)	1
Other provisions for charges	467					88		555
TOTAL PROVISIONS FOR LONG-TERM RISKS AND CHARGES	**11,279**	**8,244**	**(2,417)**	**(334)**	**(283)**	**(3,636)**	**(761)**	**12,091**
Provisions for labour disputes	3,840	2,154	(1,662)	(127)	2	(61)		4,147
Provision for other disputes	129	545	(20)					654
Provisions for warranties	2		(2)					0
Provision for legal disputes and tax penalties	287	120	(206)		6			207
Provision for losses on completion	451	313	(450)		0			314
Provision for other risks	3,754	3,793	(2,178)	(560)	(45)	(405)	(1)	4,359
Provisions pour restructuring*	16,511	6,501	(5,343)		10	(5,894)	(1,628)	10,157
Provision for other charges	6	1	(6)				1	2
TOTAL PROVISIONS FOR SHORT-TERM RISKS AND CHARGES	**24,980**	**13,427**	**(9,867)**	**(687)**	**(27)**	**(6,360)**	**(1,627)**	**19,840**

** cluding €8.0m related mainly to an inactive pension fund commitment (€7.5m), most of which is covered by a €7.3m financial asset (see note 5.4) belonging to Arthur D. Little which was sold in 2011.*

Other changes mainly include re-classifications between "non-current" and "current" items resulting from a change in forecast dates for the outlay of resources.

At 31 December 2011, net provision allowances for risks and charges totalled -€8,367k. The breakdown of these in terms of operating income on ordinary activities and non-recurring income is as follows:

- -€7,660k booked as operating income on ordinary activities
- -€1,216k as non-recurring operating income
- €510k as net income on discontinued operations

Major litigation issues are detailed in section 20.8 Legal and arbitration proceedings of the present registration document.

Provisions for restructuring

Trends in the Group's restructuring provisions are set out in the table below:

(in thousands of euros) Albatros plan	December 2010	Provisions	Write-backs	Exchange rate differential	Scope of consolidation changes	December 2011
Payroll charges	1,756	(115)	(268)		(15)	1,358
Property lease rationalisation	(102)	106	(4)	(0)		(0)
Other	(9)	9				0
TOTAL	**1,645**	**-**	**(272)**	**(0)**	**(15)**	**1,358**

(in thousands of euros) Operational efficiency plan	December 2010	Provisions	Write-backs	Exchange rate differential	Scope of consolidation changes	December 2011
Payroll charges	1,971		(1,121)	(2)		848
Property lease rationalisation	1,151	13	(1,081)	(18)		65
Other	8		(8)			0
TOTAL	**3,130**	**13**	**(2,209)**	**(20)**	**-**	**913**

(in thousands of euros) 2009 crisis-impact plan	December 2010	Provisions	Write-backs	Exchange rate differential	Scope of consolidation changes	December 2011
Payroll charges	3,865	37	(2,012)	(3)	(96)	1,792
Property lease rationalisation	792		(115)	(12)	(665)	(0)
Other	54		(20)	(1)	(21)	12
TOTAL	**4,711**	**37**	**(2,147)**	**(16)**	**(782)**	**1,803**

(in thousands of euros) Recovery plan	December 2010	Provisions	Write-backs	Exchange rate differential	Scope of consolidation changes	December 2011
Payroll charges	0	3,492				3,492
Property lease rationalisation	0	2,586				2,586
Other	0	5				5
TOTAL	**-**	**6,083**	**-**	**-**	**-**	**6,083**

5.13. Employee benefits

Liabilities arising from current and non-current employee benefits are detailed in the table below:

(in thousands of euros)	Dec. 2011	Dec. 2010	Change
Personnel and social security charges	146,893	151,565	(4,672)
	146,893	**151,565**	**(4,672)**
Non-current employee benefits	28,765	36,348	(7,583)
Other non-current end-of-career benefits*	0	3,750	(3,750)
	28,765	**40,098**	**(11,333)**
TOTAL	**175,658**	**191,663**	**(16,005)**

** Employee benefits eligible for IAS 19*

The Group's total commitments as regards retirement plans and post-employment benefits, booked as "non-current employee benefits" mainly concern France, Italy, Germany, The Netherlands and Switzerland break down as follows:

Reconciliation of provisions

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Provisions at opening	(26,232)	(23,695)	(7,549)	(8,270)	(2,529)	(2,804)	(36,310)	(34,769)
Acquired/transferred/discontinued plans *	7,607	0	234	0	2,529	61	10,370	61
Recognised charge (revenue)	(3,989)	(3,746)	(624)	(272)	0	214	(4,614)	(3,804)
Employer contributions	730	1,520	1,076	994	0	0	1,807	2,514
Translation difference	(18)	(311)	0	0	0	0	(18)	(311)
PROVISIONS AT CLOSING	**(21,903)**	**(26,232)**	**(6,862)**	**(7,549)**	**0**	**(2,529)**	**(28,765)**	**(36,310)**

* *Essentially the ADL disposal*

Financial situation

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Commitments	(29,811)	(43,570)	(8,366)	(10,245)	0	(2,693)	(38,178)	(56,508)
Value of hedging assets	7,860	22,105	0	0	0	164	7,860	22,269
(Deficit) surplus	**(21,951)**	**(21,465)**	**(8,366)**	**(10,245)**	**0**	**(2,529)**	**(30,317)**	**(34,239)**
Unrecognised actuarial gains and losses	(2,109)	(7,097)	1,504	2,696	0	(0)	(605)	(4,401)
Unrecognised costs of past services – rights not acquired	2,349	2,670	0	0	0	0	2,349	2,670
Surplus cash reserve	(192)	(341)	0	0	0	0	(192)	(341)
PROVISION AT CLOSING	**(21,903)**	**(26,232)**	**(6,862)**	**(7,549)**	**0**	**(2,529)**	**(28,765)**	**(36,310)**

Assessment of commitments and provisions at 31 December 2011 and 31 December 2010

Reconciliation of commitments

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Commitments at opening	43,570	39,954	10,245	10,452	2,693	2,977	56,508	53,384
Cost of services carried out	3,082	3,838	55	75	0	430	3,138	4,343
Net interest	961	1,704	377	504	0	151	1,338	2,359
Employee contributions	479	445	0	0	0	0	479	445
Change in pension scheme – rights acquired	0	0	0	0	0	0	0	0
Change in pension scheme – rights not acquired	0	0	0	0	0	0	0	0
Error correction/new plan impact/ discontinued plans	(18,145)	377	(228)	0	(2,693)	(62)	(21,066)	315
Reduction/liquidation	(125)	(4,450)	0	(1,067)	0	0	(125)	(5,518)
Acquisitions/(disposals)	0	0	0	0	0	0	0	0
Services paid	(174)	(1,693)	(1,076)	(994)	0	(11)	(1,250)	(2,698)
Actuarial (gains)/Losses	(59)	1,710	(1,006)	1,275	0	(792)	(1,065)	2,194
Translation differences	222	1,684	0	0	0	0	222	1,684
PROVISIONS AT CLOSING	**29,811**	**43,570**	**8,366**	**10,245**	**(0)**	**2,693**	**38,177**	**56,508**

Reconciliation of financial assets

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Market value of assets at opening	22,105	22,803	0	0	164	170	22,269	22,973
Acquisition/disposals/transfer/discontinued plans	(14,990)	0	0	0	(164)	0	(15,154)	0
Return on hedging assets	(283)	1,364	0	0	0	5	(283)	1,369
Employer contributions	720	1,520	0	994	0	0	720	2,514
Employee contributions	479	445	0	0	0	0	479	445
Services paid	(163)	(1,693)	0	(994)	0	(11)	(163)	(2,698)
Liquidation	(190)	(3,636)	0	0	0	0	(190)	(3,636)
Translation differences	183	1,303	0	0	0	0	183	1,303
MARKET VALUE OF ASSETS AT CLOSING	**7,860**	**22,105**	**0**	**0**	**0**	**164**	**7,860**	**22,269**

Balance sheet commitments

(in thousands of euros)	Retirement		End of contract		Other long-term benefits		Total	
	2011	2010	2011	2010	2011	2010	2011	2010
Pension schemes: totally or partially financed	9,344	25,380	0	0	0	2,693	9,344	28,073
Pension schemes: not financed	20,468	18,190	8,366	10,245	0	0	28,834	28,435
TOTAL	**29,811**	**43,570**	**8,366**	**10,245**	**0**	**2,693**	**38,178**	**56,508**

Actuarial assumptions

	Zone euro		Japan		Switzerland		USA	
	2011	2010	2011	2010	2011	2010	2011	2010
Discount rate	4.30%	4.75%	N/A	1.75%	2.40%	2.50%	N/A	4%
Rate of return on assets	3.25%	1.20% - 3.90%	N/A	0.75%	1.50%	2%	N/A	N/A
Wage inflation	3% - 3.50%	2.50% - 5.00	N/A	N/A	2%	2%	N/A	N/A

This assumption is necessary for externally financed schemes to establish long-term estimates of the average expected return on invested funds. This has no impact on how commitments are measured but generates a credit via annual retirement expenses (reduced accounting costs).

The expected long-term rate of return on pension fund assets must reflect the average expected long-term return on investment of funds used to finance service provisions. All financed pension schemes are outsourced in general insurance funds. In the case of Belgium and Switzerland, the projected rate of return for the full year 2012 is the minimum guaranteed at end-2011.

Altran's pension-plan asset allocation breaks down as follows:

	Switzerland	Belgium
Shares	-	-
Bonds	-	-
Cash	-	-
Property	-	-
Other (general assets of insurance company)	100%	100%
TOTAL	**100%**	**100%**

Sensitivity to discount rates

A. Sensitivity to a -0.25% change in discount rates

	Impact in thousands of euros on commitments at 31/12/2011	Impact as % of total commitments at 31/12/2011
Euro zone	1,217	4.17%
Switzerland	558	6.21%
TOTAL	**1,775**	**4.65%**

B. Sensitivity to a +0.25% change in discount rates

	Impact in thousands of euros on commitments at 31/12/2011	Impact as % of total commitments at 31/12/2011
Euro zone	(1,156)	-3.96%
Switzerland	(522)	-5.81%
TOTAL	**(1,678)**	**-4.39%**

Allocation of financial assets

	Germany		Belgium		Japan		Switzerland		Total	
(in thousands of euros)	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Shares	0	631	0	0	0	153	0	0	0	783
Bonds	0	15	0	0	0	1,106	0	6,329	0	7,450
Property	0	10	0	0	0	30	0	0	0	41
Cash	0	11,480	0	13	0	37	0	129	0	11,660
Other	0	1,644	549	644	0	48	7,311	0	7,860	2,336
TOTAL	**0**	**13,780**	**549**	**657**	**0**	**1,374**	**7,311**	**6,458**	**7,860**	**22,269**

No financial hedging assets are invested in financial instruments, property assets or any other of the Group's assets.

	Germany		Belgium		Japan		Switzerland		Total	
(%)	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Shares	-	2.85%	-	-	-	0.68%	-	-	-	3.53%
Bonds	-	0.07%	-	-	-	4.92%	-	28.17%	-	33.16%
Property	-	0.05%	-	-	-	0.13%	-	-	-	0.18%
Cash	-	51.83%	-	0.06%	-	0.17%	-	0.57%	-	52.63%
Other*	-	7.42%	6.99%	2.87%	-	0.21%	93.01%	-	100%	10.50%
TOTAL	**0%**	**62.21%**	**6.99%**	**2.93%**	**0%**	**6.12%**	**93.01%**	**28.74%**	**100%**	**100%**

* *Insurance company assets*

Experience gains and losses on financial assets

	Germany		Belgium		Japan		Switzerland		Total	
(in thousands of euros)	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Expected return	0	731	22	26	0	9	144	132	166	898
Actual return	0	352	10	26	0	(44)	605	1,036	615	1,369
Gains & (losses) on financial assets	0	379	(12)	0	0	53	461	(904)	449	(471)

Historical trends

Actuarial differences

(in thousands of euros)	2011	2010	2009
Discounted value of commitments	38,178	56,508	53,384
Fair value of hedges	7,860	22,269	22,973
(Deficit)/Surplus	**(30,317)**	**(34,239)**	**(30,410)**
Assumption differences	1,948	4,692	(1,159)
Experience differences on bonds	(3,013)	(2,498)	(4,351)
Experience differences on assets	(449)	471	(1,693)

Estimated employer contributions in 2012

(in thousands of euros)	Retirement	End of contract	Other long-term benefits
Unfunded plans	(2,416)	(1,617)	0
Externally funded plans: employer contributions	761	0	0

The impact on operating profit on ordinary activities and consolidated income is analysed as follows:

	Retirement		End of contract		Other long term benefits		Total	
(in thousands of euros)	2011	2010	2011	2010	2011	2010	2011	2010
Costs of services carried out	3,082	2,433	55	75	0	0	3,138	4,343
Net interest	961	921	377	491	0	0	1,338	2,359
Expected return on hedging assets	(166)	(158)	0	0	0	0	(166)	(898)
Depreciation, of cost of past services – rights acquired	0	0	0	0	0	0	0	0
Depreciation, of cost of past services – rights not acquired	214	218	0	0	0	0	214	222
Amortisation of actuarial losses/(gains)	(22)	(251)	192	407	0	0	171	(798)
Error correction/new plan impact	0	0	0	0	0	0	0	0
Reduction/Liquidation	68	(795)	0	(715)	0	0	68	(1,614)
Changes in surplus management reserve	(149)	190	0	0	0	0	(149)	190
RECOGNISED CHARGE (REVENUE)	**3,989**	**2,557**	**624**	**257**	**0**	**0**	**4,614**	**2,814**

The above figures no longer factor in costs relative to Arthur D. Little employee benefits in 2010 and 2011.

5.14. Other long-term liabilities

Other long-term liabilities are liabilities that are due in over 12 months.

5.15. Trade payables

Trade payables totalled €63,621k at 31 December 2011, compared with €72,539k at 31 December 2010.

	December 2011			December 2010		
(in thousands of euros)	Total	Matured	Not matured	Total	Matured	Not matured
Accounts payable	63,621	16,961	46,659	72,539	23,369	49,170

Trade and other payables which are overdue are listed in the following table:

(in thousands of euros)	December 2011	December 2010
Expiring in less than 1 month	3,483	10,263
Expiring in 1-3 months	11,325	10,077
Due in more than 3 months	2,154	3,029
TOTAL MATURED	**16,961**	**23,369**

5.16. Other current liabilities

This item mainly comprises advance billing for products and services contributing to revenue.

5.17. Short-term securities debt

Short-term security debt in 2011 mainly comprised earn-out commitments for a total of €72k compared with €1,531k in 2010.

Note 6 Notes to the income statement

6.1. Segment reporting at 31 December 2011

In accordance with IFRS 8 "Operating segments", Altran is required to present its financial segment reporting on the basis of internal reports that are regularly reviewed by the Group's chief operating manager in order to assess the performance of each operating segment and allocate resources.

The extent of Altran's major-client revenue exposure is detailed in Section 4 of the present registration document.

The Group's primary reporting segment is divided into four zones:

- France
- Northern zone: Germany, Austria, the Benelux countries, Denmark, Ireland, Norway, Romania, the UK, Sweden and Switzerland.
- Southern zone: Brazil, Spain, Italy and Portugal
- Rest of the World (RoW): North America, Asia, the Middle East and Tunisia

Segment reporting by geographical region (€m)

At 31/12/2011 (in millions of euros)	France	Northern zone	Southern zone	ROW zone	Inter-segment eliminations	Total
Revenue						
External	728	365	299	28		1,420
Inter-segment	32	12	6	5	(54)	(0)
Total sales	**760**	**377**	**304**	**32**	**(54)**	**1,420**
Total operating income	782	382	305	32	(54)	1,446
Total operating expenses	(723)	(350)	(281)	(32)	53	(1,333)
Operating income on ordinary activities	59	31	24	0	(1)	113
Operating income on ordinary activities (%)	**7.7%**	**8.4%**	**7.8%**	**1.2%**		**8%**
Assets by region	1,065	310	200	0	(392)	1,183
Non-allocated assets	0	0	0	0	0	0
Equity holdings	0	0	0		0	0
TOTAL ASSETS	**1,065**	**310**	**200**	**0**	**(392)**	**1,183**

At 31/12/2010*	France	Northern zone	Southern zone	ROW zone	Arthur D. Little	Inter-segment eliminations	Total
Revenue							
External	661	340	291	32	0	0	1,324
Inter-segment	24	9	4	4	(0)	(40)	(0)
Total sales	**685**	**349**	**294**	**36**	**(0)**	**(40)**	**1,324**
Total operating income	693	353	294	35	(0)	(39)	1,336
Total operating expenses	(650)	(331)	(285)	(36)	(0)	38	(1,264)
Operating income on ordinary activities	43	22	10	(1)	(0)	(1)	73
Operating income on ordinary activities (%)	**6.3%**	**6.2%**	**3.4%**	**-2.7%**	**NA**		**5.5%**
Assets by region	1,139	231	169	4	284	(530)	1,297
Non-allocated assets	0	0	0	0	0	0	0
Equity holdings	0	0	0				0
TOTAL ASSETS	**1,139**	**231**	**169**	**4**	**284**	**(530)**	**1,297**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

The French zone includes operating subsidiaries, as well as Group holding activities (head office and cross-functional services).

At 31 December 2011, consolidated sales came out at €1,419.5m, up 7.2% on 2010.

The breakdown of Group revenue by geographical region is given in the table below (in millions of euros):

	2011				2010*		
	Total Segments	Inter-segment eliminations	Total Turnover	As % of sales	Total Turnover	As % of sales	% change
France	760.3	(32.1)	728.2	51.3%	661.4	49.9%	10.1%
Northern zone	376.7	(11.7)	365.0	25.7%	340.3	25.7%	7.3%
Southern zone	304.2	(5.6)	298.7	21.0%	290.9	22.0%	2.7%
ROW zone	32.3	(4.6)	27.7	2.0%	31.9	2.4%	-13.1%
TOTAL	**1,473.5**	**(54.0)**	**1,419.5**	**100.0%**	**1,324.4**	**100.0%**	**7.2%**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

The table above shows the inter-segment eliminations between the four regional segments.

Economic growth (i.e. on a like-for-like basis, excluding the forex impact and the change in the number of working days) came out at 8.1%.

Trends by region show that all zones reported growth in revenue on a constant forex and like-for-like basis.

- France reported further growth with sales up 10.1% in 2011, compared with +6.2 % in 2010
- In the Southern zone business also remained brisk with sales up 8.1%, excluding the impact of the Brazilian activities sold in Q2 2011
- The Northern zone recorded a rebound of 4.9% on a like-for-like and constant forex basis, versus a 2.7% decline in 2010
- The RoW zone reported further growth with sales up 24.4% on a like-for-like and constant forex basis, compared with +25.8% in 2010.

The breakdown of Group sales by country (after inter-segment eliminations) is as follows:

(€m)	YTD 2011	% of sales	S2 2011	% of sales	S1 2011	% of sales	YTD 2010*	% of sales	S2 2010	% of sales	S1 2010	% of sales	2011 vs 2010
France	728.2	51.3%	361.7	51.2%	366.5	51.4%	661.4	49.9%	336.7	50.4%	324.7	49.5%	10.1%
Germany	101.0	7.1%	52.4	7.4%	48.6	6.8%	94.7	7.2%	47.1	7.0%	47.6	7.3%	6.6%
Austria	2.0	0.1%	1.0	0.1%	1.0	0.1%	1.8	0.1%	0.8	0.1%	1.0	0.2%	16.0%
UK/Ireland	103.5	7.3%	52.1	7.4%	51.3	7.2%	100.3	7.6%	52.9	7.9%	47.4	7.2%	3.1%
Benelux countries/ Norway	96.5	6.8%	47.2	6.7%	49.3	6.9%	99.0	7.5%	48.0	7.2%	51.1	7.8%	-2.6%
Switzerland	24.3	1.7%	12.6	1.8%	11.7	1.6%	17.5	1.3%	9.4	1.4%	8.1	1.2%	38.8%
Sweden/ Denmark	37.7	2.7%	18.4	2.6%	19.3	2.7%	26.9	2.0%	13.9	2.1%	13.1	2.0%	40%
Italy	160.3	11.3%	78.6	11.1%	81.8	11.5%	150.8	11.4%	74.9	11.2%	75.9	11.6%	6.3%
Spain/Andorra	122.1	8.6%	60.4	8.5%	61.7	8.7%	108.1	8.2%	54.5	8.2%	53.6	8.2%	13.0%
Portugal	16.2	1.1%	7.9	1.1%	8.3	1.2%	17.5	1.3%	8.2	1.2%	9.2	1.4%	-7.2%
Brazil							14.6	1.1%	6.1	0.9%	8.5	1.3%	-100%
Tunisia	0.6	0%	0.3	0%	0.3	0%							NA
UAE							0.1	0%	0.0	0%	0.1	0.0%	NA
Asia	4.4	0.3%	2.6	0.4%	1.9	0.3%	4.6	0.4%	2.0	0.3%	2.6	0.4%	-4.7%
USA	22.7	1.6%	11.5	1.6%	11.2	1.6%	27.1	2.0%	13.8	2.1%	13.3	2.0%	-16.3%
TOTAL	**1,419.5**	**100%**	**706,6**	**100%**	**712,9**	**100%**	**1,324.4**	**100%**	**668.2**	**100%**	**656.3**	**100 %**	**7.2%**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Segment reporting by business segment (€m)

Summary 31/12/2011

(€m)	Technology Consulting	Organisation & Information services Consulting	Other	Group
Revenue	989	407	24	1,420
Total assets	844	219	119	1,183
Intangible and fixed asset investments	6	1	(33)	(26)
Revenue (%)	*69.65%*	*28.69%*	*1.66%*	*100%*
Total assets (%)	*71.41%*	*18.53%*	*10.06%*	*100%*
Intangible and fixed asset investments (%)	*-24.65%*	*-2.60%*	*127.25%*	*100%*

Summary 31/12/2010*

(€m)	Technology Consulting	Organisation & Information services Consulting	Strategy & Management Consulting	Other	Group
Revenue	926	374	4	20	1,324
Total assets	776	128	110	282	1,297
Intangible and fixed asset investments	10	(2)	1	(1)	8
Revenue (%)	*69.94%*	*28.26%*	*0.28%*	*1.51%*	*100%*
Total assets (%)	*59.85%*	*9.90%*	*8.51%*	*21.75%*	*100%*
Intangible and fixed asset investments (%)	*127.20%*	*-20.85%*	*8.64%*	*-14.99%*	*100%*

** 2010 figures restated for Arthur D Little (see 4.2.1).*

As of 2011, the results of Cambridge Consultants (previously classified under miscellaneous activities) are included in Technology and Innovation Consulting. We have, thus, transferred sales of €39m and total assets of €50m.

6.2. Revenues

The breakdown of Group revenues is given in the table below:

(in thousands of euros)	December 2011	December 2010*	% change
Sales of goods	6,656	6,370	+4.5%
Sales of services	1,411,698	1,316,486	+7.2%
Royalties	1,147	1,588	-27.8%
TOTAL	**1,419,501**	**1,324,444**	**+7.2%**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

In 2011, fixed-price contracts generated revenue of €346,733k, compared with €291,228k in 2010. Note that fixed-price contracts may include fixed-rate contracts with a performance obligation clause as well as fixed-price, time-based contracts where the Group is only bound by a best endeavour obligation.

6.3. External expenses

The breakdown of the Group's external expenses at 31 December 2011 is given in the following table:

(in thousands of euros)	December 2011	December 2010*	% change
Outsourcing	106,231	112,882	-5.9%
Operating lease and related expenses	47,710	48,429	-1.5%
Training	8,915	7,588	+17.5%
Professional fees and external services	24,756	25,111	-1.4%
Transport and travel expenses	57,663	53,632	+7.5%
Other purchases and external services	41,708	39,753	+4.9%
TOTAL	**286 984**	**287 394**	**-0,1 %**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

External expenses remained stable on 2010 levels (-0.1%) and break down as follows:

- Outsourcing costs narrowed 5.9%, equivalent to a reduction of -€6,651k
- Transport and travel expenses rose by 7.5% (€4,031k)
- Other purchases and external services increased by 4.9% (€1,955k)

Rental costs totalled €47,710k in 2011 (compared with €48,429k in 2010). The Group's lease commitments are basic rental agreements (mainly property leases). None of these contain wany contingent lease payments or renewal options, or impose specific restrictions (notably as regards dividends, additional debt or further leasing).

Group commitments as regards non-cancellable leases at 31 December 2011 are analysed by maturity date in section 7.

6.4. Personnel costs

The breakdown of personnel costs at 31 December 2011 is as follows:

(in thousands of euros)	December 2011	December 2010*	% change	
Salaries and payroll taxes	1,001,399	937,525	+6.8%	
Employee profit share	2,047	1,446	+41.5%	
	1,003,446	**938,971**	**+6.9%**	
Expenses related to share-based payments	294	729	-59.7%	A
Long-term employee benefits	3,446	3,193	+7.9%	B
TOTAL	**1,007,186**	**942,893**	**+6.8%**	

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Personnel cost in 2011 were in line with trends in staff numbers and include a mandatory employee-profit-sharing commitment of €2,047k.

a) Share-based payments

Total share-based payments of €294k in 2011 (compared with 729k in 2010) break down as follows:

- €226k in stock options;
- €68k in free shares.

The main characteristics of the Group's stock option plans at 31 December 2011 are outlined in the tables below:

	Stock options						Free shares 2007 Outside France
	2003(a)(c)	2003(a)(b)(c)	2004(c)	2005(c)	2005(c)	2007(c)	
Date of general meeting	17/06/1999	17/06/1999	28/06/2004	28/06/2004	28/06/2004	29/06/2005	29/06/2005
Date of Board of Directors meeting	11/03/2003	24/06/2003	29/06/2004	15/06/2005	20/12/2005	20/12/2007	20/12/2007
Total number of shares available for subscription or allocation on the date of attribution	3,948,993	336,191	2,762,000	340,000	2,630,000	2,589,830	336,500
o/w available to corporate officers	*186,785*	*0*	*80,000*	*200,000*	*210,000*	*100,000*	*0*
o/w available to ten highest paid employees	*875,218*	*106,734*	*510,000*	*340,000*	*635,000*	*340,000*	
Balance at 31 December 2011	*0*	*0*	*451,792*	*132,369*	*321,068*	*333,446*	*0*
Vesting date	12/03/2007	25/06/2007	30/06/2008	16/06/2009	21/12/2009	21/12/2011	
Deadline for granting free shares							21/12/2011
Maturity	11/03/2011	24/06/2011	29/06/2012	15/06/2013	20/12/2013	20/12/2015	
End of lock-in period for free shares							20/12/2011
Subscription price of options/reference share price (€)	2.94	6.66	9.27	7.17	9.52	4.25	4.00
Valuation method used	Black& Scholes	Black& Scholes	Black& Scholes	Black& Scholes	Black& Scholes	Hull& White	Binomial

	Stock options						Free shares 2007 Outside France
	2003[(a)(c)]	2003[(a)(b)(c)]	2004[(c)]	2005[(c)]	2005[(c)]	2007[(c)]	
Number of shares available for subscription or allocation at 31/12/2010	866,298	164,567	1,144,549	132,369	1,161,562	1,903,723	205,000
Rights forfeited in 2011	34,690	164,567	56,594		100,041	317,944	24,000
Rights exercised in 2011	831,608						181,000
Number of shares available for subscription or allocation at 31/12/2011	0	0	1,087,955	132,369	1,061,521	1,585,779	0

(a) Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan issued in 2003 were adjusted to take into account the issue of 20,807,584 new shares.

(b) The 9th Resolution adopted by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years.

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

b) Long-term employee benefits (cf. 5.13)

6.5. Depreciation and net provisions

(in thousands of euros)	December 2011	December 2010*
Amortisation of intangible and fixed assets	(12,431)	(13,618)
Provisions for current assets	(536)	(230)
Provisions for risks and charges	(7,660)	1,656
TOTAL	**(20,627)**	**(12,192)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

6.6. Other non-recurring operating income and expenses

(in thousands of euros)	December 2011	December 2010*
Net proceeds from disposal of the Cambridge Consultants Ltd Incubator		184
Net proceeds from fixed and intangible assets disposals	(181)	(196)
Net proceeds from divestment & liquidation of shares in consolidated subsidiaries	(26,394)	(5,133)
Provisions net of write-backs for risks and legal disputes	101	(1,092)
Paid compensations for former employees	(820)	
Asset disposals	(123)	(2,282)
Write-back of provisions for employee benefits	81	962
Exceptional costs related to strategic plan	(2,295)	
Restructuring costs	(14,069)	(36,955)
Provisions net of write-backs for restructuring	(3,663)	22,844
Other	24	36
TOTAL	**(47,338)**	**(21,631)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Disposal and liquidation of consolidated shares

See note 2. "Scope of consolidation"

Restructuring costs

A non-recurring operating loss of -€47,338k includes the net impact of -€17,732k costs for the 2005, 2007, 2009 and 2011 restructuring plans detailed below:

(in thousands of euros)	December 2011	December 2010*
Restructuring costs		
Albatros Plan		
Furnishing write-offs		
Salaries	(50)	(7)
Property lease rationalisation	(1)	(160)
Other		(5)
	(51)	**(173)**
Operational efficiency plan		
Furnishing write-offs		(714)
Salaries	(542)	(3,568)
Property lease rationalisation	(913)	(1,787)
Other	(219)	(308)
	(1,674)	**(6,377)**
2009 crisis-impact plan		
Furnishing write-offs	(101)	(2)
Salaries	(1,303)	(28,338)
Property lease rationalisation	(101)	(458)
Other	181	(1,607)
	(1,324)	**(30,405)**
Recovery Plan		
Furnishing write-offs	(5,383)	
Salaries	(5,264)	
Property lease rationalisation	(301)	
Other	(72)	
	(11,020)	**0**
TOTAL	**(14,069)**	**(36,955)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

(in thousands of euros)	December 2011	December 2010*
Provisions net of write-backs		
Albatros Plan		
Furnishing write-offs		
Salaries	268	43
Property lease rationalisation	4	160
Other		9
	272	**212**
Operational efficiency plan		
Furnishing write-offs	(62)	633
Salaries	1,121	2,273
Property lease rationalisation	1,067	1,786
Other	8	192
	2,133	**4,884**
2009 crisis-impact plan		
Furnishing write-offs	101	(105)
Salaries	1,975	17,786
Property lease rationalisation	135	93
Other		(26)
	2,211	**17,748**
Recovery Plan		
Furnishing write-offs	(2,196)	
Salaries	(3,492)	
Property lease rationalisation	(2,586)	
Other	(5)	
	(8,279)	**0**
TOTAL	**(3,663)**	**22,844**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Breakdown of net costs:

(in thousands of euros)	December 2011	December 2010*
Albatros Plan	221	39
Operational efficiency plan	460	(1,493)
2009 crisis-impact plan	887	(12,657)
Recovery Plan	(19,299)	0
TOTAL	**(17,732)**	**(14,111)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

6.7. Cost of net financial debt

(in thousands of euros)	December 2011	December 2010*
Gains on cash and cash equivalents		
Interest income generated by cash and cash equivalent	3,006	4,581
Proceeds from disposal of cash equivalents	295	269
	3,302	**4,850**
Cost of gross financial debt		
Interest expenses on bond loans	(14,340)	(13,679)
Interest expenses on other financing operations	(13,172)	(15,570)
	(27,512)	**(29,249)**
COST OF NET FINANCIAL DEBT	**(24,210)**	**(24,399)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

The cost of net financial debt €24,210k mainly includes interest on other financing operations for €13,172k (of which 1/€5,998k on interest-rate hedging swaps, 2/€2,147k on revolving loans, 3/€3,794k on factoring agreements and 4/€491k on other borrowings) plus €14,340k related to the OCEANE bond.

6.8. Other financial income and expenses

(in thousands of euros)	December 2011	December 2010*
Financial revenue		
Profit from other financial asset disposals		
Financial gains from conversion to present value	350	307
Forex gains	3,910	3,521
Write-backs of provisions for non-consolidated assets and other non-current financial assets		99
Gains on financial instruments	(75)	72
Other financial income	35	79
	4,221	**4,078**
Financial expenses		
Loss on financial asset disposals		
Depreciation of non-consolidated holdings and other non-current financial assets	(1,554)	(2,263)
Employee benefit provisions	(1,174)	(1,253)
Forex losses	(4,321)	(3,158)
Financial charges from conversion to present value	(713)	(758)
Loss on financial instruments		
Loss on trading derivatives		
Other financial expenses	(91)	(265)
	(7,854)	**(7,697)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

6.9. Tax

Analysis of deferred taxes in the balance sheet

The breakdown of net changes in deferred taxes in the balance sheet is given in the table below (in thousands of euros).

	2010	Earnings impact	Other changes	Equity impact	Scope of consolidation changes	Translation adjustments	2011
Deferred tax assets	76,805	48,012	(54,686)	(2,196)	29,947	885	98,767
Deferred tax liabilities	12,193	(8,749)	(52,656)	0	52,018	736	3,542
TOTAL	**64,612**	**56,761**	**(2,030)**	**(2,196)**	**(22,071)**	**149**	**95,225**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

The impact on the consolidated income statement breaks down as follows:

- €8,018k booked under tax expenses/income
- €48,743k under net income on discontinued operations

Deferred taxes booked as equity over the period are as follows:

Fair value reserve: IAS 32/39	(2,196)
TOTAL	**(2,196)**

Tax loss carry forwards likely to be deducted from future earnings totalled €301,791k. Their activation represents a tax saving of €98,489k.

Tax losses booked as deferred tax assets, and provisioned at 31 December 2011, as it was uncertain that they would be deducted in the future, totalled €125,043k.

Tax losses	
◆ *expiring in less than 1 year*	217
◆ *expiring in 1 to 5 years*	38,051
◆ *expiring in over 5 years*	63,531
◆ *with no expiration date*	23,244
TOTAL	**125,043**

The breakdown of deferred tax assets and liabilities at end-2011 is given in the table below (in thousands of euros):

	2011	2010*
Deferred tax assets by timing difference		
Employee benefits	7,239	10,709
Other assets and liabilities	10,040	19,033
Other	3,793	3,476
Unused tax losses	98,489	76,569
	119,561	**109,787**
Deferred tax liabilities by timing difference		
Assets	(19,604)	(31,345)
Provisions for risks and charges	(4,732)	(13,830)
	(24,336)	**(45,175)**
NET ASSETS	**95,225**	**64,612**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Analysis of tax expenses on earnings

Tax expenses are broken down as follows (in thousands of euros):

	2011	2010*
Current taxes:	**(25,949)**	**(21,042)**
◆ *for the period*	(8,629)	(7,546)
◆ *adjustment of current taxes based on previous reporting periods*	378	1,048
◆ *other taxes on earnings*	(17,698)	(14,631)
◆ *carry backs*		87
Deferred taxes:	**8,018**	**5,690**
◆ *deferred taxes associated with changes in taxable base*	11,962	13,996
◆ *deferred tax associated with changes in rate*	144	167
◆ *adjustment of current taxes based on previous reporting periods*	(2,528)	(1,740)
◆ *change in amortisation of deferred tax assets*	(1,560)	(6,733)
Tax credits	**378**	**3**
Total	**(17,553)**	**(15,350)**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Deferred tax income breaks down as follows (in thousands of euros):

	2011	2010*
Timing differences	14,169	(139)
Tax losses	(7,657)	2,450
Consolidation restatements	1,506	3,378
TOTAL	**8,018**	**5,690**

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Deferred taxes arising from changes in the tax base are mainly ascribable to tax losses activated in 2011 due to their imminent convertibility and timing differences.

Effective tax rate

The differences between the company's actual corporate tax and the theoretical tax obtained by applying the French tax rate are outlined in the table below (in thousands of euros):

	December 2011	December 2010*
Net income attributable to the Group	(45,499)	(25,999)
Minority interests	(323)	(254)
Net income on discontinued operations	(50,541)	(18,715)
Tax expenses/income	(17,553)	(15,350)
Impairment losses	(14,996)	(14,654)
Pre-tax profit before goodwill amortisation	**37,914**	**22,975**
Theoretical tax charge at rate applied to parent company (34.43%)	**(13,054)**	**(7,910)**
◆ *other tax on income*	(17,494)	(14,632)
◆ *change in amortisation of deferred tax assets*	(1,560)	(7,295)
◆ *difference in tax rates in foreign countries*	2,582	2,282
◆ *other permanent differences*	11,974	12,205
Effective tax paid	**(17,553)**	**(15,350)**
EFFECTIVE TAX RATE	***46%***	***67%***

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Other taxes on income mainly comprise secondary tax credits in France (€10.2m), Italy (€3.4m) and in Germany (€0.8m).

6.10. Net income on discontinued operations

In accordance with IFRS 5, the elements of Arthur D. Little's income statement, after elimination of intra-group sales, are reported separately on a dedicated line "Net income on discontinued operations» in the consolidated 2010 and 2011 income statements.

Movements in net income on discontinued operations break down as follows:

(€m)	December 2011	December 2010
Revenue	116.7	112.2
Operating income on ordinary activities	(4.0)	(3.5)
Operating income	(98.3)	(18.7)
Financial income	(0.7)	(1.0)
Tax expenses/Income	48.4	1.0
NET INCOME ON DISCONTINUED OPERATIONS	**(50.5)**	**(18.7)**

The main income-statement elements on discontinued operations are outlined in the table below:

(€m)	December 2011	December 2010
Income on discontinued operations	(43.5)	(19.7)
Capital gains/(losses) on liquidation of shares	(21.6)	0.0
Capital gains/(losses) on liquidation of trademarks	(32.0)	0.0
Fiscal impact	46.6	1.0
NET INCOME ON DISCONTINUED OPERATIONS	**(50.5)**	**(18.7)**

Intra-group relations with the subgroup ADL booked to the income statement totalled -€6,062k in 2010 and -€6,533k in 2011.

Movements in cash flow of discontinued operations are broken down as follows:

(€m)	December 2011	December 2010
Operating income	(98.3)	(18.7)
Cash flow before net interest expenses and taxes	(4.5)	(12.9)
Change in working capital requirement	(3.7)	12.4
Net cash flows from discontinued operations (A)	9.0	1.7
Net cash from investments made by discontinued operations (B)	8.9	0.8
Net cash from financing activities of discontinued operations (C)	4.4	(2.2)
TOTAL (A) + (B) + (C)	**22.3**	**0.3**

Note 7 Off balance sheet commitments

The Group's off-balance sheet commitments at 31 December 2011 are listed in the table below:

(in thousands of euros)	December 2011	< 1 year	1-5 years	> 5 years	December 2010*
Commitments granted:					
Pledges, security deposits and guarantees					
◆ *on current operations*	30,557	8,250	18,157	3,158	20,795
◆ *on financing operations*	40,000	25,000	15,000		25,000
operating lease (property, fittings)					
◆ *minimum future payments (see note 6.3)*	198,608	33,341	85,711	79,555	153,091
non-competition clause concerning former employees:	1,029	1,029			236
◆ *gross amount*	700	700			161
◆ *social security contributions relative to non-competition clauses concerning former employees*	329	329			75
Commitments received:					
◆ *pledges, security deposits and guarantees*	11,370	11,364	6		None
◆ *on financing operations*	15,000		15,000		None

** 2010 figures restated for Arthur D Little (see 4.2.1).*

Individual Right to Training

The off-balance sheet commitment concerning the Individual Right to Training for all Group employees is estimated at 477k hours.

Commitments to buy out minority interests

The Group has no commitments to buy out minority interests, or any non-consolidated special purpose entities.

Note 8 Related-party transactions

Compensation and benefits paid to corporate officers

Overall compensation and benefits paid to executive officers by Altran and the companies it controls totalled €3,962,685 in 2011.

- *Short-term benefits:* €3,184,976
- *End-of-career benefits:* €26,099
- *Other long-term benefits:* none
- *End-of-contract benefits:* €751,610
- *Share-based payments:* none

Commitments made by the company to its corporate officers

Mr Cyril Roger's employment contract with the Company was suspended as from the date of his appointment as Executive Vice-President (28 October 2011) and will remain so throughout his mandate, during which time his supplementary retirement entitlement is suspended. Mr Roger's employment contract will be reactivated upon termination of his mandate. However, in the event of a breach of contract initiated by the Company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- A contractual severance package, equivalent to the total compensation (salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract
- A fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the motive. This payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

Transactions carried out with the reference shareholder

None.

Other

Altran Technologies booked €92,000 in payment of services supplied by Alter, a company in which one of the Group's directors has an interest.

Note 9 Risk exposure and risk management

Group exposure to risks and risk management are detailed in note 20.8 “Legal and arbitration proceedings” of the present registration document.

Note 10 Significant post-closure events at 31 December 2011

There were no major events between 31 December 2011 and 8 March 2012 when the Group's 2011 financial statements were approved.

Note 11 Statutory Auditors' fees

Statutory auditors' fees totalled €2,197k (excluding expenses and disbursements) in 2011.

20.3.2 COMPANY FINANCIAL STATEMENTS AT 31 DECEMBER 2011

Balance sheet – Assets

		31.12.2011			31.12.2010
(€)	Notes	Gross	Amort. & Prov.	Net	Net
Fixed assets	*3.1*	**207,412,818**	**25,472,089**	**181,940,728**	**194,369,391**
Intangible assets					
Patents, licences, trademarks		14,868,755	8,932,287	5,936,468	3,768,359
Other intangible assets		41,069,543		41,069,543	41,069,543
Intangible assets in progress		334,943		334,943	2,140,570
Tangible assets					
Other tangible assets		18,289,960	12,050,433	6,239,527	7,223,327
Tangible assets in progress		280,601		280,601	91,797
Long term investments					
Investments and related receivables		115,711,614	4,411,163	111,300,451	127,895,532
Loans and other long term investments		16,857,401	78,206	16,779,195	12,180,263
Current assets		**501,680,875**	**4,120,457**	**497,560,418**	**611,560,008**
Work in progress for services provided					41,087
Advances paid		5,000		5,000	
Trade receivables	*3.3*	55,514,134	495,676	55,018,458	39,895,778
Other receivables	*3.3*	438,409,484	3,624,781	434,784,703	568,017,805
Cash in hand and marketable securities		7,752,258		7,752,258	3,605,339
Adjustment accounts		**6,008,407**	**0**	**6,008,407**	**6,402,028**
Prepaid expenses	*3.13*	5,990,572		5,990,572	6,397,084
Unrealised foreign exchange gains/losses		17,835		17,835	4,944
TOTAL ASSETS		**715,102,100**	**29,592,546**	**685,509,553**	**812,331,426**

Balance sheet – Liabilities

(€)	Notes	31/12/2011	31/12/2010
Shareholders' equity	3.4	**286,907,567**	**403,602,980**
Capital	3.5	72,360,712	71,852,266
Share premium		321,274,963	319,229,217
Statutory reserve		7,158,855	7,158,855
Retained earnings		5,158,049	11,297,946
Net profit (loss) for the period		(119,216,150)	(6,049,397)
Tax-driven reserve		171,138	114,092
Provisions for risks and charges	3.2	**36,185,074**	**27,312,077**
Liabilities		**355,944,371**	**375,165,004**
Convertible bond loans	3.7	140,835,112	141,924,401
Bank borrowings	3.8	62,932,081	95,037,123
Other borrowings	3.8	3,367,269	3,903,127
Advances received		441,635	141,396
Trade payables	3.9	34,105,897	29,001,330
Tax and social security liabilities	3.9	110,049,551	100,251,474
Payables to suppliers of fixed assets	3.9	1,642,056	1,546,410
Other payables	3.9	2,570,770	3,359,741
Adjustment accounts		**6,472,541**	**6,251,365**
Deferred income	3.13	6,422,899	6,245,961
Unrealised foreign exchange gains/losses		49,642	5,404
TOTAL LIABILITIES		**685,509,553**	**812,331,426**

Income statement

(€)	Notes	31/12/2011	31/12/2010
Revenue	4.1	615,315,279	524,577,942
Production inventory		(41,087)	41,087
Capitalised in-house production		0	171,522
Grants and subsidies		80,199	314,552
Reversals of provisions, depreciation and transfer of charges		11,175,645	30,959,447
Other revenue		4,377,503	3,582,999
Operating revenue		**630,907,539**	**559,647,549**
Other purchases and external costs		(168,589,762)	(130,159,801)
Taxes & duties		(19,291,335)	(17,759,419)
Payroll expenses		(277,814,444)	(266,809,454)
Social charges		(122,511,566)	(111,317,901)
Depreciation and provisions		(8,627,737)	(7,720,435)
Other expenses		(3,183,552)	(3,417,175)
Operating expenses		**(600,018,395)**	**(537,184,186)**
Operating income		**30,889,144**	**22,463,362**
Recorded profit or transferred loss		731	2,824
Financial income		17,535,635	12,490,298
Financial expenses		(38,986,842)	(38,729,579)
Net financial income/(loss)	4.2	**(21,451,207)**	**(26,239,281)**
Income/(loss) on ordinary activities		**9,438,669**	**(3,773,095)**
Exceptional income		17,878,816	23,885,394
Exceptional expenses		(162,520,909)	(31,151,039)
Exceptional income/(loss)	4.3	**(144,642,093)**	**(7,265,645)**
Employee profit sharing		0	0
Corporate income tax	4.4	15,987,274	4,989,343
NET INCOME/(LOSS)		**(119,216,150)**	**(6,049,397)**

NOTES TO THE COMPANY FINANCIAL STATEMENTS

Note 1 Key events

1.1. Arthur D. Little disposal and 2012-2015 strategic plan

The key event in 2011 was the sale of the Arthur D. Little sub-group to the company's management on 30 December 2011. This disposal made for an exceptional net charge of €125m.

In order to facilitate the takeover of Arthur D. Little's activities, the Altran group granted the buyer a credit line capped at €15m, to be reimbursed by end-2015 at the latest and guaranteed by the Arthur D. Little brand.

This disposal was carried out in accordance with the objectives set forth in the strategic plan implemented by Altran's new board of directors.

At the Annual General Meeting on 10 June 2011, Group shareholders appointed two new directors, Mrs Monique Cohen and Mr Philippe Salle, to the Board of Directors of Altran Technologies, bringing the total number of directors to ten.

Following the AGM, the Board of Directors elected Philippe Salle to replace Mr Yves de Chaisemartin as the Chairman and Chief Executive of the Altran group. Mr de Chaisemartin remains a director of the Group.

On 19 October 2011, Mr Salle presented his strategic plan for 2012-2015, targeting a return to profitable growth.

Within the context of this plan, the Group opted to:

- Focus investments on six European countries: Germany, Belgium, Spain, France, Italy and the UK, while strengthening its presence in its other European countries
- Manage globally four industrial divisions at the international level: Automotive, Infrastructure & Transportation; Aeronautics, Space & Defence; Energy & Healthcare; Telecoms
- Reinforce the global development of two of its expert solutions; Product Lifecycle Management and Embedded & Critical Systems.

This strategy will enable the Group and the parent company, Altran Technologies, to capitalise on their strengths and consolidate the Group's position as leader in engineering and innovation consulting.

Growth will also be fostered by the development of technological innovation in the most advanced emerging countries. Initially, focus will be on China where the Group aims to forge partnerships, as well as on India where Altran intends to develop its offshore platform.

To implement this strategy, Altran has set up a new and more functional organisational structure centred on twelve major projects, focused on efficiency optimisation, client-based services, staff loyalty and margin enhancement.

The Group is beginning to reap the initial benefits of this strategy: in the context of PSA Peugeot Citroën's 2012 performance plan, PSA has chosen Altran as a strategic partner in the field of automotive-product and process design. This appointment is part of the strategy adopted by PSA Peugeot Citroën and its partners to optimise operational efficiency, expand business at the international level and step up innovation, while ensuring responsible development. Altran's approved-supplier status with PSA is in keeping with one of the main growth objectives of the Group's strategic plan; notably to become a strategic partner to twenty major clients.

1.2. Scope of consolidation changes

In addition to the above-mentioned disposal of Arthur D. Little Services, Altran Technologies integrated all of the assets of Hilson Moran France.

1.3. Debt waivers

Altran Technologies granted financial debt waivers without a clow-back clause to three of its loss-making subsidiaries:

- Altran UK Limited: amounting to £8m (equivalent to €9.592m)
- Altran Norway A.S.: for NOK2m (i.e. €259,000)
- Altran Ireland: €62.500

Note 2 Basic accounting principles

2.1. Basis for the preparation of the annual financial statements

The 2011 financial statements have been prepared in euros in accordance with the general accounting conventions laid down in the National Accounting Code, arising from ruling 99.03 of the Accounting Regulatory Committee (CRC), and the valuation methods outlined below.

The general accounting conventions have been applied in compliance with the principle of prudence, in accordance with the basic assumptions of:

- going concern
- consistency of accounting methods from one fiscal year to the next
- fiscal year independence

as well as the general rules governing the preparation and presentation of the annual financial statements.

The basic method used to value the items booked in the company's accounts is the historical cost method.

2.2. Use of estimates

The preparation of the company's financial statements is based on estimates and assumptions which may have an impact on the book value of certain balance sheet and income statement items, as well as the information in some notes to the accounts. Altran reviews these estimates and assessments on a regular basis to take into account its past experience and other factors considered relevant to the economic environment.

These estimates, assumptions and assessments are compiled on the basis of information available and the actual situation at the time when the financial statements were prepared and could turn out to differ from future reality.

These estimates mainly concern provisions for risks and charges and assumptions underpinning the business plans used to value investments and certain intangible assets (notably, goodwill).

2.3. Intangible assets

Intangible fixed assets include trademarks, licenses, software and goodwill. These are booked at acquisition or production cost.

2.3.1. Trademarks

These are valued at brand-registration cost (essentially Altran trademarks and logos) and are not amortised.

2.3.2. Software

This includes software that is either bought or created by the Company.

Software created for internal or commercial use is, for the most part, booked as costs. However, these can be booked as assets if the following conditions are met:

- the project must be clearly identified and monitored in an individual and reliable way
- the project must have a strong chance of being technically successful
- software products for rental, sale or marketing must offer strong prospects of commercial profitability
- the company makes known its intention to produce, market or make in-house use of the software concerned
- costs (internal or external) are directly incurred during the software analysis, programme, testing and development stages.

Software is amortised on a straight-line basis over its estimated life span of between 12 months and 5 years.

2.3.3. Goodwill

Goodwill includes:

- the historical cost of goodwill acquired by merged companies
- technical merger losses, corresponding to the difference between the net value of the shares of the acquired companies (which are booked as assets by the parent company) and their book values.

These mainly concern technical losses arising from the merger of 26 companies in 2006, which are subject to annual impairment testing based on forecast discounted cash flows generated by company activities.

2.4. Tangible assets

Tangible assets include fixtures and fittings, office and IT equipment and furniture.

These are booked at acquisition cost, which includes all costs directly attributable to the fixed assets.

For the most part, depreciation is calculated on a straight-line basis relative to the expected life span of the asset:

◆ Buildings	10 - 30 years
◆ Fixtures and fittings	9 - 10 years
◆ Vehicles	5 years
◆ IT equipment	3 years
◆ Office equipment	2 - 5 years
◆ Office furniture	9 - 10 years

2.5. Financial assets

Financial assets include equity holdings and long-term loans and receivables.

The gross value of equity holdings and other financial assets are booked in the balance sheet at acquisition cost, which includes all costs that are directly attributable to the fixed assets in question.

The inventory value of these assets corresponds to their respective value in use for the company. This is determined by taking account of the enterprise value, determined by the profitability prospects (revenue, EBIT, cash flow, growth rate) based on the business plans (discounted cash flow method). In the absence of available data on these measures, the value in use corresponds to net worth.

Depreciation is recorded when the inventory value thus defined is lower than the acquisition cost.

2.6. Work in progress

Work in progress for services provided is valued on the basis of the cost price at closing if all of the formal conditions required to register production relative to the stage of progress have not been entirely met.

Depreciation is recorded when the inventory value thus defined is lower than the nominal cost.

2.7. Debts and receivables

Debts and receivables are valued at nominal value

With regard to loans to subsidiaries, the inventory value of these receivables is calculated by using the depreciation method for equity holdings.

Depreciation is recorded when the inventory value is lower than the nominal cost.

2.8. Provisions for risks and charges

Provisions for risks and charges are booked when, at the close of the fiscal year, Altran has an obligation to a third party which will probably, or certainly, result in a cash outlay for the company to the third party, without, at least, any equivalent consideration expected from the third party.

A provision is written for the estimated amount of costs the company will probably have to bear in order to meet its commitment.

Altran's main provisions for risks and charges, include:

- estimated costs for disputes, lawsuits and claims brought by third parties or former employees;
- estimated restructuring costs.

In the event of restructuring, provisions are made as soon as the Company has announced, drawn up or started to implement a detailed restructuring plan before the close of the fiscal year.

2.9. Retirement benefit commitments

In accordance with recommendation 2003-R01 of the CNC (French National Accounting Board), the company has adopted the preferential method of accounting retirement commitments, which entails booking all such commitments as provisions in the company accounts.

Upon retirement, employees of the company receive an indemnity in accordance with the law and provisions laid down in the collective agreement.

Retirement commitments, based on the SYNTEC convention and the terms specified in the FILLON Law, were evaluated by Towers Watson actuaries.

These retirement provisions correspond to employees' rights as determined in the collective agreement and by law on the basis of an actuarial calculation.

Employee contributions are booked as charges for the period and all employee benefits are valued on an annual basis according to the projected credit unit method which factors in the following parameters:

- Mortality table: TG HF 2005
- Salary increase: 3.00%
- Staff turnover: from 30% (20 years) to 0% (> 50 years)
- Discount rate: 4.30%
- Inflation rate: 2.00%

2.10 Foreign currency operations and translation differences

Revenue and costs denominated in foreign currencies are booked in euros on the date of operation. All debts, receivables and available cash denominated in foreign currencies are booked in euros in the balance sheet on the basis of the end-year exchange rate.

All gains and losses resulting from the conversion of debt and receivables in non-eurozone currencies based on the closing exchange rates are booked as translation adjustments in the balance sheet and a provision is written to cover any latent losses.

2.11. Long-term operations and revenue recognition

Revenue includes all income generated by the Company's services offering.

The accounting treatment of revenues and costs depends on the nature of the services.

Time & material services

Revenues on T&M services are recognised as the project advances.

The majority of the company's services are carried out on a T&M basis.

Fixed price contracts

For project based contracts with a performance guarantee clause attached, sales and earnings are booked according to the stage of progress of the contract in question. This is determined by the percentage of costs incurred on work carried out relative to the total estimated cost. When the total estimated costs of the contract are expected to exceed the total revenue generated by the contract itself, a provision is immediately written to cover the losses that will be incurred when the contract is completed.

2.12. Corporate tax and fiscal integration

In 2004, Altran Technologies set up fiscal consolidation for itself and its subsidiaries.

All of the Group's French subsidiaries, with the exception of NSI and M2M by Altran, benefit from fiscal integration.

All of the tax agreements involved are based on the following principles:

General principle

In compliance with the principal of neutrality, Altran's subsidiaries must, as far as possible, book all tax charges and credits recorded during their period of consolidation that they would have paid or received had they not been consolidated.

Corporate tax

For each fiscal year, Altran's subsidiaries must record the amount of tax that they would have had to pay had they never been consolidated within the tax group.

In practical terms, corporate tax is determined after tax losses have been carried forward.

For Altran Technologies, the recognition of this tax translates into a receivable equal to the amount declared by the subsidiaries.

Subsidiaries cannot book loss carry backs during the period in which they belong to the tax group.

Tax credits

Tax credits, whether reimbursable by the Exchequer or not, are attributed to the tax due by the subsidiaries.

Receivables from loss carry backs

Receivables on loss carry backs of subsidiaries prior to their consolidation within the tax group cannot be deducted from their tax liability.

In exchange, subsidiaries may sell the receivable(s) in question to Altran Technologies in accordance with the conditions laid down in Article 223G of the French General Tax Code.

Tax payment procedure

During the first fiscal year of tax consolidation, subsidiaries pay their quarterly tax instalments directly to their own tax office as well as any contribution instalments that may be due.

As of the second fiscal year, the subsidiaries pay all income tax instalments, additional contributions and settlements directly to Altran Technologies, in accordance with the standard conditions laid down by law.

The recording of these amounts in the subsidiaries' current account at Altran Technologies bears no interest.

Duration

The agreement initially drawn up for the subsidiary consolidation period (5 years as of 1 January 2004) can be renewed every 5 years by tacit agreement.

Exit from the tax group

Subsidiaries failing to meet all of the conditions laid down in Article 223A of the French General Tax Code, qualifying them for tax consolidation must leave the tax group.

The date of removal from the scope of consolidation is retroactive to the first day of the fiscal year in which the subsidiary leaves the group.

Upon disqualification, these subsidiaries become directly taxable on their individual earnings and long-term capital gains published at the end of the fiscal year during which the disqualifying event occurred.

Altran Technologies conserves the tax credits generated by its subsidiaries' tax loss carry-forwards should they be removed from the scope of tax consolidation.

Note 3 Notes relative to certain balance sheet items

3.1. Fixed assets and depreciation

Fixed assets (€)	Opening gross value	Acquisitions	Sold/discarded/ transferred assets	Closing gross value
Intangible assets:				
Goodwill	1,778,801			1,778,801
Other intangible assets[(a)]	39,290,742			39,290,742
Patents, licences, trademarks	10,894,904	3,283,395	(690,457)	14,868,755
Intangible assets in progress[(b)]	2,140,570	1,946,011	3,751,638	334,943
Total 1	**54,105,016**	**5,229,407**	**3,061,182**	**56,273,241**
Tangible assets:				
Other tangible assets	15,234,884	3,695,450	640,374	18,289,960
Tangible assets under construction	91,797	280,601	91,797	280,601
Total 2	**15,326,681**	**3,976,051**	**732,172**	**18,570,561**
Long term investments:				
Investments and advances[(c)]	131,343,693	128,900,000	144,532,079	115,711,614
Loans and other long term investments	12,181,787	4,791,457	115,843	16,857,401
Total 3	**143,525,480**	**133,691,457**	**144,647,922**	**132,569,015**
TOTAL (1+2+3)	**212,957,178**	**142,896,914**	**148,441,275**	**207,412,818**

(a) "Other intangible assets" totalling €39m mainly correspond to the technical loss incurred on the merger of 26 companies in Altran Technologies at end-2006.

(b) Disposals carried out in 2011 include the discontinuation of a SAP project accounting for €2,842,000.

(c) For the most part, changes in the level of financial assets over the period stem from operations necessary to complete the disposal of Arthur D. Little Services S.A.S.

Amortisation/Depreciation of fixed assets (in euros)	Opening amount	Increase	Decrease	Closing amount
Intangible assets				
Patents, licenses, trademarks	7,126,545	2,022,046	216,304	8,932,287
Total 1	**7,126,545**	**2,022,046**	**216,304**	**8,932,287**
Fixed assets				
Other intangible assets	8,011,557	2 267 316	328,134	9,950,738
Total 2	**8,011,557**	**2,267,316**	**328,134**	**9,950,738**
TOTAL (1+2)	**15,138,102**	**4,289,362**	**544,438**	**18,883,026**

3.2. Provisions and depreciation

(€)	Opening amount	Reclassification	Increase	Decrease	Closing amount
Investments and related receivables	3,448,161		1,000,002	37,000	4,411,163
Other long-term investments	1,525		76,682		78,207
Total financial investments	**3,449,686**	**0**	**1,076,684**	**37,000**	**4,489,370**
Inventories and work in progress	**0**				**0**
Trade receivables	**302,946**		**349,439**	**156,709**	**495,676**
Other provisions for depreciation	**3,624,780**				**3,624,780**
Provisions for charges and litigation	14,809,050		11,480,732	4,836,872	21,452,911
Provisions for pensions and similar commitments	12,498,083		2,226,719	10,473	14,714,328
Provisions for foreign exchange losses	4,944		17,835	4,944	17,835
Total provisions for risks and charges	**27,312,077**		**13,725,286**	**4,852,289***	**36,185,074**
TOTAL	**34,689,489**	**0**	**15,151,409**	**5,045,998**	**44,794,900**

* Provision write-back taken up:	€3,057,668
including €3,042,251 (risk) + €4,944 (exchange differences) + €10,473 (end-of-career benefits)	
Provision write-back not taken up:	€1,794,621
€1,794,621 (risks)	

3.3. Schedule of receivables

(€)	Gross amount	Up to 1 year	More than 1 year
Long-term receivables	**16,867,168**	**559,442**	**16,307,726**
Receivables from controlled entities	13,291	13,291	
Loans	11,312,867	1,500	11,311,367
Other long-term investments	5,541,010	544,651	4,996,359
Short-term receivables	**499,914,190**	**480,227,865**	**19,686,325**
Trade receivables	55,514,134	54,944,799	569,335
Personnel and social security charges	914,376	914,376	
State	24,384,863	5,267,873	19,116,990
Group and associates	367,360,459	367,360,459	
Other receivables	45,749,786	45,749,786	
Prepaid expenses	5,990,572	5,990,572	
TOTAL	**516,781,358**	**480,787,307**	**35,994,051**

Altran Technologies has significant recourse to factoring. Outstanding receivables sold to the factor and booked as off-balance sheet commitments, totalled €110,983k at 31 December 2011, compared with €95,946k at 31 December 2011. (see note 6).

◆ *Factoring-operation data*

(€)	2010	2011
Client receivables	95,945,911	110,983,812
Current account and factor guarantees:	12,817,317	14,662,612
Factor's short-term advances:	83,128,594	96,321,200

3.4. Changes in Shareholders' Equity

(€)	Opening value	Equity movements		Allocation results N-1	Net profit/ (loss)	Closing value
		Increase	Decrease			
Capital	71,852,266	508,446				72,360,712
Share premium	297,147,511	2,045,745				299,193,256
Merger premium	22,081,706					22,081,706
Statutory reserve	7,158,855					7,158,855
Retained earnings	11,297,946	(90,500)		(6,049,397)		5,158,049
Net profit/(loss) for the period	(6,049,397)			6,049,397	(119,216,150)	(119,216,150)
Regulated provisions	114,092	57,046				171,138
SHAREHOLDERS' EQUITY	**403,602,980**	**2,520,737**	**0**	**0**	**(119,216,150)**	**286,907,567**

The capital increase and issue premium resulted from the exercise of stock options in 2011.

3.5. Breakdown of share capital

	Number of shares	Nominal value
Number of shares at opening	143,704,532	€0,5
Increase in share capital subsequent to exercise of options	1,016,892	€0,5
Number of shares at closing	144,721,424	€0,5

The fifth resolution adopted by the Combined Annual General Meeting on 10 June 2011 granted the Board of Directors the power to implement a programme to buy back Altran shares. On 27 July 2011, Altran signed a liquidity contract with Exane Paribas, in accordance with AMF regulations, to enhance the liquidity and stabilise the price of Altran shares traded on the Eurolist Compartment B of the NYSE/Euronext Paris with an initial ceiling of €2m.

At 31 December 2011, Altran Technologies owned 434,150 shares valued at €1,277.3k. Net capital losses on treasury stock of €288.5k in 2011 were booked as exceptional costs.

3.6. Stock options

The main characteristics of the stock option and free share plans at 31 December 2011 are outlined in the tables below:

(€)	Stock options						Free shares 2007 Plan Outside France
	2003 Plan(a)(c)	2003 Plan(a)(b)(c)	2004 Plan(c)	2005 Plan(c)	2005 Plan(c)	2007 Plan(c)	
Date of general meeting	17/06/1999	17/06/1999	28/06/2004	28/06/2004	28/06/2004	29/06/2005	29/06/2005
Date of Board of Directors meeting	11/03/2003	24/06/2003	29/06/2004	15/06/2005	20/12/2005	20/12/2007	20/12/2007
Total number of shares available for subscription or allocation on the date of attribution	3,948,993	336,191	2,762,000	340,000	2,630,000	2,589,830	336,500
o/w available to corporate officers	*186,785*	*0*	*80,000*	*200,000*	*210,000*	*100,000*	*0*
o/w available to ten highest paid employees	*875,218*	*106,734*	*510,000*	*340,000*	*635,000*	*340,000*	*0*
Balance at 31 December 2011	*0*	*0*	*451,792*	*132,369*	*321,068*	*333,446*	*0*
Vesting date	12/03/2007	25/06/2007	30/06/2008	16/06/2009	21/12/2009	21/12/2011	-

	Stock options						Free shares 2007 Plan Outside France
	2003 Plan(a)(c)	2003 Plan(a)(b)(c)	2004 Plan(c)	2005 Plan(c)	2005 Plan(c)	2007 Plan(c)	
Deadline for granting free shares							21/12/2011
Maturity	11/03/2011	24/06/2011	29/06/2012	15/06/2013	20/12/2013	20/12/2015	
End of lock-in period for free shares							20/12/2011
Subscription price of options/ reference share price (€)	2.94	6.66	9.27	7.17	9.52	4.25	4.00
Valuation method used	Black& Scholes	Black& Scholes	Black& Scholes	Black& Scholes	Black& Scholes	Hull & White	Binomial
Number of shares available for subscription or allocation at 31/12/2010	866,298	164,567	1,144,549	132,369	1,161,562	1,903,723	205,000
Rights forfeited in 2011	34,690	164,567	56,594	0	100,041	317,944	24,000
Rights exercised in 2011	831,608	0	0	0	0	0	181,000
Number of shares available for subscription or allocation at 31/12/2011	0	0	1,087,955	132,369	1,061,521	1,585,779	0

(a) Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 20.8 million new shares.

(b) The 9th Resolution adopted by the Extraordinary General Meeting on 8 June 2006 extended the maturity of the 24 June 2003 plan from 5 to 8 years.

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24.9 million new shares.

3.7. Convertible bond issues

On 18 November 2009, Altran Technologies issued an OCEANE bond for €132m, redeemable on 1 January 2015. The funds raised from this issue have allowed Altran to meet its overall funding requirements, diversify its borrowing sources and extend average debt maturity. If needs be, it will also enable the Company to build up equity in the event of bond conversion.

This convertible bond with a 5 year and 44 day maturity, involved the issue of 30,136,986 bonds at a nominal value of €4.38, and an annual coupon of 6.72%.

Interest is payable in arrears on 1 January of each year. Accrued interest of €8.9m at end-2011 (based on a coupon of €0.294336) was paid on 1 January 2012.

Since bond-issue costs were booked to the income statement they are not subject to amortisation over the duration of the bond.

3.8. Main changes in credit lines

3.8.1. Medium-Term Credit: Revolving credit

On 4 July 2008, Altran signed a refinancing agreement with its bankers (BNP Paribas, Crédit Agricole Ile de France, Natixis and Société Générale) giving the company access to total credit lines amounting to €60.3m at 31 December 2011.

The amortisation schedule for the Group's medium-term credit lines is given in the table below:

(€m)	Dec. 08	June 09	Dec. 09	June 10	Dec. 10	June 11	Dec. 11	June 12	Dec. 12	June 13	Dec. 13
Part A revolving credit	26.0	23.1	20.2	17.3	14.4	11.6	8.7	5.8	2.9	0.0	0.0
Part B revolving credit	124.0	111.6	99.2	86.8	74.4	62.0	49.6	37.2	24.8	12.4	0.0
Subtotal	**150.0**	**134.7**	**119.4**	**104.1**	**88.8**	**73.6**	**58.3**	**43.0**	**27.7**	**12.4**	**0.0**
Renegotiated credit line with CADIF	5.0	5.0	4.4	3.8	3.2	2.6	2.0	1.4	0.8	0.2	0.0
TOTAL	**155.0**	**139.7**	**123.8**	**107.9**	**92.0**	**76.2**	**60.3**	**44.4**	**28.5**	**12.6**	**0.0**

This credit agreement contains several clauses pertaining to financial ratio thresholds, allocation of cash flow and limitations on acquisitions, in particular:

- As of 2009, one third of net consolidated cash flow over €15m generated by the Group must be allocated to pay down debt (excluding any potential market operation);
- Acquisitions are limited to a total annual investment of €50m, unless the Group obtains special permission from a majority of its lending banks.

On 9 November 2009, Altran signed another amendment to the refinancing agreement with its bankers, determining a new set of financial ratio thresholds.

	Net financial debt/EBITDA	Net financial debt/equity
31/12/2009	< 4,5	< 1,0
30/06/2010	< 5,5	< 1,0
31/12/2010	< 4,0	< 1,0
30/06/2011	< 3,75	< 1,0
31/12/2011	< 3,0	< 1,0
30/06/2012	< 2,5	< 1,0
31/12/2012 to 31/12/2013	< 2,0	< 1,0

The margins applicable to the medium-term credit lines are as follows:

- Financial gearing >= 3.5: margin of 225 bps
- Financial gearing < =3.0: margin of 140 bps
- Financial gearing < =2.5: margin of 125 bps
- Financial gearing <= 2.0: margin of 110 bps
- Financial gearing <= 2.0: margin of 90 bps

The financial ratios at 31 December 2011 pertaining to the Group's medium-term credit lines are given in the table below:

	31/12/2011	31/12/2010
Net debt/equity as defined in the credit agreement	0.42	0.41
Net debt/EBITDA before employee profit-sharing (financial gearing) as defined in the credit agreement	1.24	2.09

Note that 1/ the EBITDA used to calculate these covenants is the 12-month moving average before employee profit-sharing and staff costs relative to payment in shares (€137.8m) and that 2/ net financial debt excludes employee profit-sharing and accrued interest on bond-related debt (€71.2m). Calculations are based on Altran's consolidated financial statements, drawn up in accordance with IFRS standards.

At end-December 2011, Altran Technologies respected all of its banking covenant obligations.

3.8.2. Other Credit Lines

In addition, at end-2011, Altran Technologies had factoring lines of credit amounting to €96m which are free of any long-term commitment and are automatically renewed.

3.8.3. Cash management

Altran Technologies' surplus cash is held by GMTS, a subsidiary set up by the Group to centralise cash-management and reduce liquidity risk.

This mechanism regulates the use of cash flows at subsidiary and HQ levels and is essentially based on two main principles, namely:

- All subsidiary cash surpluses are invested exclusively in Altran's centralised cash-management subsidiary GMTS (Global Management Treasury Services), a company incorporated in France
- GMTS invests these funds in money market instruments with sensitivity and volatility rates of less than 1%.

3.8.4. Interest cover

At end-2011, the bulk of Altran's net debt (€194.9m) in Altran Technologies consolidated financial statements (prepared in accordance with IFRS accounting standards) concerned the €132m convertible bond at a fixed rate of 6.72%, redeemable on 1 January 2015. The impact of interest rate swings is therefore not significant, with the exception of the hedging positions detailed below:

The repayment schedule of the Group's bank debt and financial liabilities is given in the table below:

(€m)	<1 yr	1 - 5 yrs	>5 yrs
Financial liabilities	(240)	(142)	-
Financial assets	187	-	-
Net position before hedging	(53)	(142)	-
Off-balance sheet (interest rate hedge)	200	50	-

By the credit agreement signed in July 2008, the Group is bound to set up an interest-rate hedging strategy to cover at least 50% of its total revolving credit commitments for a minimum period of three years. A €200m interest-rate swap was therefore set up over a period of 3 years. This contract matured on 2 January 2012.

The Group's ongoing commitments totalling €50m in two Caps and one Floor are detailed in the following table.

At 31 December 2011, the main characteristics of the Group's hedging contracts were as follows:

	Start date	Maturity Date	Type	Fixed rate	Nominal	Initial rate	Currency
Société Générale	02/01/09	02/01/12	Swap	4,2925%	50 000 000	Euribor3M	EUR
BNP Paribas	02/01/09	02/01/12	Swap	4,3050%	50 000 000	Euribor3M	EUR
Crédit Agricole	02/01/09	02/01/12	Swap	4,2900%	50 000 000	Euribor3M	EUR
NATIXIS	02/01/09	02/01/12	Swap	4,2700%	50 000 000	Euribor3M	EUR
BNP Paribas	02/01/12	02/01/13	CAP	2,0000%	25 000 000	Euribor3M	EUR
Société Générale	02/01/12	02/01/14	TUNNEL CAP	1,5000%	25 000 000	Euribor3M	EUR
Société Générale	02/01/12	02/01/14	TUNNEL FLOOR	0,5000%	25 000 000	Euribor3M	EUR

Interest-risk management is ensured by the Group's financial management team.

3.9. Liabilities payable

Liabilities payable (€)	Gross amount	Due within 1 year	Due in more than 1 year
Convertible bond loans	140,835,112	8,868,178	131,966,934
Bank borrowings	62,932,081	34,440,315	28,491,766
Other borrowings	1,797,945	1,751,733	46,212
Group and associates	1,569,324	1,569,324	
Trade payables	34,105,897	34,105,897	
Tax and social security liabilities	110,049,551	110,049,551	
Payables to suppliers of fixed assets	1,642,056	1,642,056	
Other payables	2,570,770	2,570,770	
Deferred income	6,422,899	6,422,899	
TOTAL	**361,925,635**	**201,420,723**	**160,504,912**

3.10. Associates and equity holdings

Assets and liabilities related to associates and equity holdings (€)	
Equity holding	112,197,225
Equity holding depreciation	(1,133,774)
Receivables from controlled entities	0
Loans	0
Work in progress	0
Trade receivables	24,582,795
Other receivables and prepaid expenses	367,461,123
Cash and equivalent	2,475,207
Provisions for risks and charges	749,914
Bank borrowings	0
Other borrowings	1,563,802
Advances and down payments received	3,000
Trade payables	7,822,040
Payables to suppliers of fixed assets	309,584
Other payables and deferred income	337,599

Revenue and expenses related to associates and equity holdings (€)	
Operating revenue	56,306,904
Operating expenses	50,550,005
Financial income	17,371,217
Financial expenses	17,941,920
Exceptional income	0
Exceptional expenses	139,490,221

No information need be given since transactions between related parties (pursuant to article R.123-198 of the French Commercial Code) were carried out under normal market conditions and almost exclusively between directly, or indirectly, fully-owned subsidiaries.

3.11. Accrued income

(€)	
Long term investments	0
Trade receivables	19,061,651
Other receivables	167,470
Tax and social security receivables	2,198,552
Jointly carried out operations and EIG	990
Cash and equivalent	2,475,207
TOTAL	**23,903,870**

3.12. Accrued charges

(€)	
Convertible bond loans	8,868,178
Bank borrowings	1,357,924
Other borrowings	387,323
Trade payables	10,583,304
Tax and social security liabilities	53,406,839
Other payables	2,208,236
TOTAL	**76,811,803**

3.13. Deferred income and prepaid expenses

(€)	Charges	Income
Operating income/charges	5,990,572	6,422,899
TOTAL	**5,990,572**	**6,422,899**

3.14. Leasing

(€)	Software	Office equipment	Total
Original value	1,085,460	2,231,451	(1,145,991)
Cumulative amortisation for previous periods	0	212,890	212,890
Allowance booked over the period	0	684,012	684,012
TOTAL	**0**	**896,902**	**896,902**
Cumulative royalties paid for previous periods	271,365	145,013	416,378
Period	542,730	871,687	1,414,417
TOTAL	**814,095**	**1,016,700**	**1,830,795**
Royalties outstanding Due: <1 year	271,365	1,038,693	1,310,058
Royalties outstanding Due: 1-5 years	0	659,886	659,886
TOTAL	**271,365**	**1,698,579**	**1,969,944**
Residual value: 1-5 years	0	2	2
Amount booked over the period	**542,730**	**871,687**	**1,414,417**

Value derived from assets and their depreciation is not booked in Altran Technologies' company financial statements.

Note 4 Notes to the income statement

4.1. Breakdown of net revenue

(€)	
By activity segment	
Sales of bought-in goods	0
Sales of goods & services	615,315,279
TOTAL	**615 315 279**
By geographical segment	
Sales in France	571,301,266
Sales abroad	44,014,013
TOTAL	**615,315,279**

4.2. Financial income

(€)	Financial expenses	Financial income
Interest on Group current account	8,005,697	
Interest on revolving loan	421,234	
Interest on bank borrowings	69,607	
Interest on convertible bond loan	8,868,178	
Interest on employee profit-sharing	95,297	
Interest on revolving loan and swaps	8,144,937	
Interest on trade payables	33,531	
Loss on investments and related receivables	9,913,963	
Discounts allowed	207,324	
Foreign exchange losses	130,953	
Financial expenses on factoring activities	1,420,396	
Merger losses	22,977	
Other financial expenses	1,265	
Provisions for risks and charges	45,744	
Provisions for financial asset write-downs	1,061,684	
Provisions for other financial asset write-downs	15,000	
Provision for retirement commitments	496,167	
Provision for forex losses	32,889	
Group dividends received		4,177
Interest received on Group current account		17,306,865
Write-back of financial provisions		65,119
Forex gains		136,820
Income on sale of marketable securities		3,419
Other financial income		19,236
TOTAL FINANCIAL INCOME & EXPENSES	**38,986,842**	**17,535,635**

4.3. Exceptional items

(€)	Exceptional expenses	Exceptional income
Exceptional restructuring expenses	4,683,028	
Other exceptional costs associated to management of non-group operations	3,807,504	
Other exceptional costs associated to capital operations of non-group operations	551,453	
NBV of fixed assets withdrawn from the balance sheet	142,160,632	
Provisions for risk and exceptional expenses	7,167,075	
Provisions for restructuring risk and exceptional restructuring expenses	4,094,170	
Provisions for accelerated depreciation	57,046	
Income on fixed asset disposals		14,249,280
Other exceptional income		262,891
Write backs of restructuring provisions		2,100,752
Write backs of other exceptional provisions		1,265,892
TOTAL EXCEPTIONAL INCOME AND EXPENSES	**162,520,909**	**17,878,816**

Operating cost transfers mainly concern restructuring costs (staff costs, fees, rental payments and sundry charges) which, after analysis, are written back as exceptionals in the income statement.

The bulk of income on asset disposals and net book value of assets sold is related to the sale of Arthur D. Little Services SAS.

4.4. Corporate tax and the impact of tax consolidation

(€)	Base	Tax	Net income
Income on ordinary activities	9,438,669	(3,146,223)	
Exceptional income/(loss)	(144,642,093)	48,214,031	
Pre-tax income	**(135,203,424)**		**(135,203,424)**
Theoretical corporate tax		45,067,808	
Impact of non-assessment to current taxes			
-Permanent differences	23,832,963	(7,944,321)	
-Temporary differences	4,830,237	(1,610,079)	
-Impact of tax consolidation - Contribution from profit making subsidiaries		4,241,645	
Other taxes on income			
Social contribution - Profit making subsidiaries		61,014	
Tax credit for research		11,498,220	
Patronage tax credit		311,021	
Other (inc. tax audit impact -€1m)		(124,626)	
Taxable result	**(106,540,224)**		
Creation of tax-loss carry-forwards	**106,540,224**	**(35,513,408)**	
Taxes recorded (income)		**15,987,274**	**15,987,274**
NET INCOME			**(119,216,150)**

Altran's tax consolidation agreement is based on the principle of neutrality according to which, each subsidiary determines its own tax charge and contributes to Group tax payments as if it were not consolidated. The tax charge due by each subsidiary cannot be altered by virtue of tax consolidation.

Tax savings or surcharges resulting from the tax consolidation regime are booked to the accounts of the parent company, Altran Technologies.

Since the tax consolidation group was loss-making in 2011, no tax charge was booked by the parent company in this respect.

Tax contributions from profit-making subsidiaries, totalling €4,302,659 were booked as revenue by Altran Technologies.

4.5. Increases/decreases in the deferred tax base

Type of temporary difference (€)	Amount	Tax
Organic	954,517	318,172
Retirement provisions	14,714,329	4,904,776
Other provisions for risks and charges	6,331,340	2,110,447
Tax loss	202,372,310	67,457,437
Decrease in deferred tax base	**224,372,496**	**74,790,832**
Tax loss carryforwards belonging to tax consolidated subsidiaries	13,733,074	4,577,691
Increase in deferred tax base	**13,733,074**	**4,577,691**

4.6. Staff

Salaried personnel	31/12/2011	31/12/2010
Management	6,017	5,697
Employees	359	302
TOTAL	**6,376**	**5,999**

4.7. Compensation of executive officers

In 2011, Altran Technologies paid total compensation of €1,302k (including €280k in attendance fees) to corporate officers.

No loans or advances were granted to directors in 2011.

Mr Cyril Roger's employment contract with the company was suspended as from the date of his appointment as Executive Vice-President (28 October 2011) and will remain so throughout his mandate, during which time his supplementary retirement entitlement is suspended. Mr Roger's employment contract will be reactivated upon termination of his mandate. However, in the event of a breach of contract initiated by the company, and except in the case of serious or gross negligence on Mr Roger's part, he would benefit from:

- A contractual severance package, equivalent to the total compensation (salaries, bonuses and profit-sharing) received during the 12-month period prior to the breach of contract
- A fixed compensation for the non-competition commitment during the 12-month period following the termination of his employment contract, regardless of the motive; this payment would be equivalent to 75% of the monthly average of salaries, bonuses and profit-sharing income received during the 12-month period prior to the breach of contract. The company reserves the right to waive the non-competition clause requirement and, thus, the corresponding indemnity.

Note 5 Information on significant ongoing disputes

- Altran Technologies is involved in an ongoing dispute with Ilyad Value. Altran Technologies is claiming an outstanding payment (€3.5m) for studies and training modules sold to Ilyad Value in 2001. This receivable has been fully provisioned in Altran Technologies accounts. Ilyad Value is counter-claiming repayment of amounts it has already paid to Altran Technologies plus interest for late payment. On the advice of its counsels, Altran Technologies considers that Ilyad Value's claim is unfounded. Apparently Ilyad Value filed a complaint and a civil claim for damages against Altran Technologies, in March 2003, concerning some of the service provision contracts signed by the Group and Ilyad Value at the end of 2001. Altran Technologies has no information concerning these proceedings.

- In the summer of 2002, the "Commission des Opérations de Bourse" (now the AMF – "Autorité des Marchés Financiers") opened an inquiry regarding movements in the Altran Technologies' share price.

  The Company received a notification of grievances and submitted its defence arguments in October 2004.

  On 29 May 2007, the AMF Enforcement Committee imposed a fine on Altran of €1.5m (as opposed to €500,000 recommended by the reporter), which the company paid in full in 2008. Altran filed an appeal which was dismissed by the Appeal Court. The company then lodged an appeal with the French Supreme Court. On 23 June 2009, the Supreme Court upheld the ruling of the Appeal Court.

- Further investigations into the Group's 2001 full-year and its 2002 interim accounts, carried out by the former Board of Auditors, resulted in adjustments being made to the 2002 interim accounts.

  For the same reasons, a preliminary inquiry was opened by the Paris Public Prosecutor's Office. By January 2003, this inquiry had turned into a fully-fledged investigation into the misuse of company assets, fraud and the dissemination of false information likely to influence the share price.

  The scope of the investigation was first extended in June 2004 to include misrepresentation of financial accounts failing to give a true picture of the company, then a second time in September 2004 to cover insider trading. As part of this investigation, several former managers and one current manager of the company were indicted.

  In February 2003, Altran Technologies became a civil plaintiff in this investigation and in April 2005 was indicted for fraud, use of forged documents and disseminating misleading information likely to influence the share price. This indictment did not affect the company's civil claim for damages.

  Several former managers filed an action for annulment of the report drawn up by the two experts appointed by the investigating magistrate. This action was dismissed by the French Supreme Court. The investigating magistrate notified all parties concerned that the case had been closed.

  In the closing order handed down on 29 November 2011, the indicted parties (individuals and the corporate body, Altran Technologies) were ordered to appear before the Paris Criminal Court.

  As part of this investigation, thirteen persons or corporate bodies have filed a civil action.

  The French minority shareholder group, APPAC, has also lodged a complaint and a civil claim for damages. Altran Technologies has no information concerning these proceedings.

  Finally, two complaints joining a civil action were filed in October 2004 by two former statutory auditors against some of the Group's directors for hindrance in the performance of their duties. This action was dismissed on 29 November 2011 in favour of the directors in question.

  All of the above-mentioned proceedings concern events that took place between 2001 and 2002.

- In January 2011, a former employee brought legal action against Altran Technologies before the Commercial Court of Paris. Dismissed by Altran in 1999 for professional misconduct, the plaintiff filed a joint action with three associates in the company he formed after his dismissal claiming compensation for having to postpone the flotation of their company because of criminal proceedings taken by Altran against him and for which he has since been acquitted.

- Altran Technologies is in dispute with several of its former employees who are contesting the reasons for their dismissal.

- A former director has brought legal action against Altran Technologies and the Altran Foundation for abusive dismissal and wrongful termination of his corporate mandate. The dispute concerning wrongful termination of the plaintiff's corporate mandate with the Altran Foundation for Innovation was definitively closed. With regards the claim for abusive dismissal, the court has ruled a stay of proceedings.

- In October 2011, a former manager of one of the Group's Brazilian subsidiaries brought legal action against Altran Technologies for the purposes of having his corporate mandate reclassified as a contract of employment. In December 2010, he took similar action against Altran Technologies' former Brazilian holding subsidiary (which has since been sold and withdrawn from the Group's scope of consolidation).

- The disposal of Altran's Brazilian subsidiaries was made without any representations and warranties to the buyer. As a result any disputes to which Altran do Brasil and/or its local subsidiaries are party, and which have extended beyond the date of the disposal, must be handled by Altran do Brasil (and/or its local subsidiaries) and their consequences borne by them and them alone.

  Notwithstanding, the possibility of a third party bringing legal action against Altran, in its capacity as former shareholder of Altran do Brasil, cannot be ruled out.

- On 13 May 2011, Mr de Chaisemartin, Group Chairman and CEO at the time and now a Director of Altran Technologies, summoned within a short time-limit, Altrafin Participations and Messrs Alexis Kniazeff and Hubert Martigny before the Commercial Court of Paris. The plaintiff was notably seeking 1/to have the voting rights attached to the shares of Messrs Kniazeff and Martigny invalidated, 2/to prohibit Altrafin Participations from exercising the double voting rights it had obtained from the "right to use" the voting rights brought by Messrs Kniazeff and Martigny to SEP Altitude (a French *Société en Participation* partnership set up by the three parties), and 3/to have the SEP Altitude voting agreement deemed unlawful and, as such, unenforceable against the Group and its shareholders.

  In his pleadings, regularised on 22 September 2011 (following the 10 June 2011 Shareholder's meeting which elected a new Board of Directors), Mr de Chaisemartin completed his demands and seized the Commercial Court of Paris seeking the cancellation of 1/the new-director mandates voted at the 10 June 2011 Combined Annual General Meeting, on the grounds that the resolutions adopted by the General Meeting be considered invalid, and 2/the deliberations made by the Board of Directors as of 10 June 2011.

On 8 March 2012, Mr de Chaisemartin addressed a letter to the Board of Directors informing the Company that he had withdrawn this complaint and the corresponding cause of action.

- Furthermore, in March 2012, Mr de Chaisemartin served Altran Technologies with a third-party notice, within the context of legal proceedings that he had initiated on 25 May 2011 against the companies Altrafin Participations and Altamir Amboise regarding contractual obligations agreed upon when the company Apax Partners S.A. became a shareholder of Altran. Within the context of these proceedings, Mr de Chaisemartin is demanding the enforceability of the judgement against the company. Mr de Chaisemartin has not lodged any claim against the Company.

Note 6 Off balance sheet commitments

6.1. Commitments given

	Thousands of euros
Deposits and guarantees	168,405
Swap/Cap/Tunnel	250,000
Factoring commitments	110,984
Subscription "Arthur D. Little" bond loan	15,000
Other commitments: vehicle rental	5,089
Non-competition clauses	1,029

	Number of hours
Individual Right to Training	356,771

6.2. Commitments received

	Thousands of euros
Trademark collateral on "Arthur D. Little" bond loan repayment	15,000
Securities pledged against balance due on "Arthur D. Little" disposal price	11,364

Note 7 Key post-closure events

None.

Note 8 Information on Company subsidiaries and holdings

Altran Subsidiaries	Share capital	Other shareholder equity	Altran's equity holding (%)	Book value of investment		Loans & advances granted by the company still outsanding	Guarantees provided by the company	Latest year net sales	Latest year profit/ (loss)	Dividends received by Company over the period
				Gross	Net					
Stakes of more than 50% in French subsidiaries (in thousands of euros)										
Altran CIS	3,000	57,015	100.00	2,874	2,874			141,336	8,343	3,000
Altran Invoicing	470	133	100.00	419	419			102	5	
Diorem	40	(790)	100.00	1,103	0			1,398	(46)	
Logiqual	37	485	100.00	37	37			1,429	200	
Altran Prototypes Automobiles	37	(24)	100.00	37	21			0	(3)	
Altran Praxis France	3,100	(3,007)	100.00	6,200	6,200			3,973	(2,962)	
Altran Participations	37	(28)	100.00	37	22			0	(6)	
G.M.T.S.	200	(8,109)	80.00	160	160			0	4,231	
NSI	680	4,687	73.70	4,970	4,970			11,370	883	
Madox Technologies	0	0	100.00	0	0			0	0	
M2M by Altran	5	(4)	50.00	3	3			0	(4)	
Stakes of less than 50% in French subsidiaries (in thousands of euros)										
M2M Solution			12.97	1,500	237					
Trustwin			22.89	2,000	0					

Altran Subsidiaries	Share capital	Other shareholder equity	Altran's equity holding	Book value of investment		Loans & advances granted by the company still outsanding	Guarantees provided by the company	Latest year net sales	Latest year profit/ loss	Dividends received by company over the period
				Gross	Net					
	Currency	Currency	(%)	Euros	Euros	Currency	Currency	Currency	Currency	Currency
Foreign subsidiaries (IFRS standards, in thousands)										
Altran Innovacion (Spain)	1,000	22,700	100	34,142	34,142			122,177	5,541	
Altran (Belgium)	62	34,283	99.84	31	31			73,958	5,661	
Altran UK (UK)	12,500	(12,178)	100	20,928	20,928			1,803	154	5,050
Altran Deutschland Holding (Germany)	200	42,138	100	202	202			4,540	3,649	
Altran Italia (Italy)	5,000	6,674	100	40,305	40,305			160,679	(244)	
Altran Sverige (Sweden)	596	64,988	100	12	12			261,925	12,549	
Altran (Switzerland)	100	5,945	100	298	298			30,971	2,719	
Altran International (The Netherlands)	20	23,861	95	18	18			3,470	(33,568)	
Altran Engineering Romania (Romania)	0	(28)	100	0	0			0	(1)	
Altran Norge (Norvway)	100	(323)	100	13	13			13,798	2,381	
Altran Telnet Corporation (Tunisia)	360	27	50	400	400			3,240	519	
Altran Australia (Australia)	0	0	100	0	0			0	0	
Altran Middle East (UAE)	50	86	100	10	10			0	(4)	
Altran Ireland (Ireland)	0	0	100	0	0			0	57	
Stakes (in thousands of euros)										
CQS										

Note 9 Altran Technologies' annual results over the last five years

	31/12/2007	31/12/2008	31/12/2009	31/12/2010	31/12/2011
Capital at year end					
Share capital	59,100,650	71,588,551	71,789,663	71,852,266	72,360,712
Number of ordinary shares	118,201,300	143,177,101	143,579,327	143,704,532	144,721,424
Operations and results (€)					
Sales (net of tax)	493,969,709	556,911,334	486,213,724	524,577,942	615,315,279
Profit (loss) before tax, profit-sharing, depreciation, amortisation and provisions	9,617,839	73,592,836	(98,216,625)	(23,792,408)	(118,651,911)
Tax on income	(7,497,479)	3,050,314	(4,355,456)	(4,989,343)	(15,987,274)
Employee profit-sharing	0	0	0	0	0
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	9,869,014	68,915,327	(115,458,454)	(6,049,396)	(119,216,150)
Dividends paid	0	0	0	0	0
Earnings per share (€)					
Profit (loss) after tax, profit sharing, before depreciation, amortisation and provisions	0.14	0.49	(0.65)	(0.13)	(0.71)
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	0.08	0.48	(0.80)	(0.04)	(0.82)
Dividends paid (€)	0.00	0.00	0.00	0.00	0.00
Employees					
Total staff	5,877	6,324	5,913	5,961	6,498
Total wages and salaries (€)	258,657,556	272,066,888	261,220,644	266,809,454	277,814,443
Social commitments (€) (social security, charities, etc.)	109,698,754	117,044,137	110,611,988	111,317,901	122,511,565

20.4 Verification of the financial statements

The statutory auditors' reports on Altran Technologies consolidated and corporate annual financial statements are presented in Appendix 3 of the present Registration Document.

20.5 Latest financial information

None.

20.6 Intermediary and other financial information

20.6.1 Q1 2011 revenue press release (published 2 May 2011)

Consolidated Q1 2011 sales rose 10.3% to €387.7m, reflecting, for the fourth quarter running, a steady improvement in like-for-like growth trends (+10.1% on year-earlier levels). On a like-for-like basis and excluding Arthur D. Little (+10.9%), Group sales rose 14.9% in France and 5.3% abroad in the first quarter.

(€m)	Q1 2010	Q2 2010	Q3 2010	Q4 2010	Q1 2011
Revenue, excluding contributions of companies acquired and/or divested and Arthur D. Little (A)	322.0	327.0	312.7	344.6	354.5
Contribution of companies acquired and/or divested (B)	3.5	3.8	5.8	5.1	4.3
Contribution of Arthur D. Little (C)	26.1	26.8	26.4	33.0	28.9
TOTAL REVENUE (A) + (B) + (C)	**351.6**	**357.6**	**344.9**	**382.6**	**387.7**

Headcount and invoicing rate

At 31 March 2011, the total headcount stood at 17,316, implying a net increase of 278 employees on end-December 2010 levels. The invoicing rate came out at 83.6% in the first quarter.

Outlook

Demand should remain brisk over the coming months, particularly in France. The Group is anticipating a sharp improvement in the operating margin on ordinary activities in H1 2011, compared with year-earlier levels. On 26 April, Altran signed a Share Purchase Agreement for the disposal of all of its Brazilian subsidiaries.

Yves de Chaisemartin, Chairman and Chief Executive Officer of Altran, declared "With demand for outsourcing and R&D gathering pace in Europe, the Group will maintain its recruitment objectives and consolidate its position as leader in Innovation and High-Tech Consulting."

20.6.2 Q2 2011 revenue press release (published 27 July 2011)

Altran's consolidated Q2 2011 revenue came out at €388.3m after the restatement of Q1 2011 sales of the Group's Brazilian activities sold during the second quarter and which shaved €2.3m from sales over the period. This implies an increase of 8.6% and organic growth* of 9.4% on Q2 2010 levels (€357.6m).

Working-days had a positive impact of 0.2% and forex was neutral in Q2 2011 vs. Q2 2010.

Excluding Arthur D. Little, organic growth came out at 11.1% in France, and 7.6% abroad.

Arthur D. Little posted an increase in Q2 2011 sales of 27.0% on Q2 2010 levels driven mainly by the company's activities in Asia and the Middle East.

(€m)	Q2 2010	Q3 2010	Q4 2010	Q1 2011	Q2 2011
Revenue, excluding contributions of companies acquired and/or divested and Arthur D. Little (A)	322.8	309.0	342.2	352.2	353.1
Contribution of companies acquired and/or divested (B)	8.0	9.5	7.4	6.6	1.2
Contribution of Arthur D. Little (C)	26.8	26.4	33.0	28.9	34.0
TOTAL REVENUE (A) + (B) + (C)	**357.6**	**344.9**	**382.6**	**387.7**	**388.3**

Headcount and invoicing rate

At 30 June 2011, the total headcount stood at 17,502, implying a net increase of 186 employees on end-March 2011 levels. Factoring in the disposal of the Group's Brazilian activities (-209 employees), Altran net staff increase is 395, for the most part in France, during the second quarter.

The invoicing rate rose to 84.9% in the second quarter.

	Q1 2010	Q2 2010	Q3 2010	Q4 2010	Q1 2011	Q2 2011
Invoicing rate	81.3%	83.0%	83.1%	83.9%	83.6%	84.9%

Outlook

Management has confirmed a sharp improvement on H1 2010 levels in the H1 2011 operating margin on ordinary activities.

Demand will remain sustained over the coming months and we do not anticipate any slowdown at this stage.

20.6.3 H1 2011 results press release (published 31 August 2011)

H1 2011 sales up 9.4% to €775.9m. Organic growth* of 10.8%.

Sharp increase in operating income on ordinary activities to €50.6m (+189%) Operating margin on ordinary activities equivalent to 6.5% of sales vs. 2.5% in H1 2010

(€m)	H1 2011	H1 2010
Revenue	775.9	709.2
Gross margin	213.7	178.4
Indirect costs	(163.1)	(160.9)
RECURRING OPERATING INCOME	**50.6**	**17.5**
As a % of sales	***6.5%***	***2.5%***
Operating income	3,9	(12.9)
As a % of revenues	*(0.5%)*	*(1.8%)*
Group's net result	(27.7)	(27.9)

H1 2011 sales rose to €775.9m, up 9.4% on H1 2010 levels. Stripping out scope of consolidation changes, sales increased 10.8% over the period.

Gross margins as a percentage of sales came out at 27.5%, up 2.3 percentage points on H1 2010 levels (25.2%). Thanks to tight management of indirect costs (equivalent to 21% of sales in H1 2011) coupled with gross margin enhancement, the operating margin on ordinary activities came out at €50.6m, equivalent to 6.5% of sales in H1 2011, up 189% on year-earlier levels (2.5%).

Altran posted an interim operating loss of €3.9m. This factors in:

- An exceptional operating income loss of €8.0m related mainly to the disposal of the Group's Brazilian activities in the first half, an operation which shaved €8.9m from consolidated interim results
- Goodwill depreciation of €38.6m exclusively on Arthur D. Little (where the turnaround is proving longer than expected) which required an adjustment in value on the balance sheet.

Net financial costs stood at €12.5m, in line with H1 2010 levels, despite an increase in the Group's average debt load.

Net income, excluding the double impact of the Brazilian disposals and goodwill depreciation came out at +€19.8m, compared with +€3m in H1 2010.

Factoring in one-off items, goodwill depreciation and tax, Altran posted a net loss of €27.7m in H1 2011.

At end-June 2011, Altran had respected all of its banking covenant obligations and recorded a further improvement in leverage and gearing (at 1.80 and 0.53, respectively). Net debt widened to €238.3m over the period, resulting from an increase in accounts receivable linked to sales growth and the unfavourable seasonable impact caused by higher DSO levels in H1 2011 (95.4 Days Sales Outstanding, vs. 87.7 at end-December 2010).

Outlook

At this stage, Altran expects demand to remain sustained. Growth should, therefore, continue both in France and abroad.

Altran expects to see an improvement in the operating margin on ordinary activities, thanks to a further narrowing in indirect costs as a percentage of sales, and gross margin enhancement.

20.6.4 Q3 2011 revenue press release (published 2 November 2011)

Consolidated Q3 2011 revenue rose 4.7% to €361.0m, implying economic growth* of 8.4% over the period.

On 1 November 2011, the Group signed a termsheet for an MBO concerning the disposal of Arthur D. Little due to be finalised by the year-end.

Altran reported consolidated Q3 2011 revenue of €361.0m. This implies a reported increase of 4.7% and economic growth* of 8.4% on year-earlier levels (€344.9m). Compared with Q3 2010, this performance includes a negative like-for-like and working-day impact of -2.0% and -1.4%, respectively, and an unfavourable forex impact of -0.3%.

Excluding Arthur D. Little, economic growth* came out at 10.6% in France, and 7.9% abroad.

Arthur D. Little's sales declined 5.1% on year-earlier levels. The breakdown of Altran's Q3 2011 revenue is given in the table below:

(€m)	Q3 2010	Q4 2010	Q1 2011	Q2 2011	Q3 2011
Revenue, excluding contributions of companies acquired and/or divested and Arthur D. Little (A)	309.0	342.2	352.2	353.1	332.7
Contribution of companies acquired and/or divested (B)	9.5	7.4	6.6	1.2	3.3
Contribution of Arthur D. Little (C)	26.4	33.0	28.9	34.0	25.0
TOTAL REVENUE (A) + (B) + (C)	**344.9**	**382.6**	**387.7**	**388.3**	**361.0**

** Economic growth = like-for-like growth excluding forex impact and the change in the number of working days.*

Headcount and invoicing rate

At 30 September 2011, the total headcount stood at 17,728, implying a net increase of 226 employees on end-June 2011 levels.

The invoicing rate widened to 83.8% in Q3 2011 (84.7%, excluding Arthur D. Little) from 83.1% in Q3 2010.

	Q2 2010	Q3 2010	Q4 2010	Q1 2011	Q2 2011	Q3 2011
Invoicing rate	83.0%	83.1%	83.9%	83.6%	84.9%	83.8%

Outlook

Client demand in all Group markets, excluding the financial sector, remains brisk and management still anticipates sales growth in the fourth quarter.

20.6.5 Q4 2011 revenue press release (published 2 February 2012)

In accordance with IFRS standards, the results of Arthur D. Little (divested in December 2011) are reported separately on a dedicated line in the consolidated income statement. ADL's sales contribution (€117m in 2011 and €29m in Q4 2011) is therefore not included in Altran's consolidated turnover over the period. The Group's 2011 and comparable 2010 accounts have thus been prepared to take this factor into account.

Altran reported Q4 2011 revenue of €371 million, up 6% on year-earlier levels. Economic growth remained sustained at +8.6% and the invoicing rate rose to 84.8%

Full-year revenue came out at €1,420m, +7.2% on 2010 levels

According to Philippe Salle, Chairman and Chief Executive Officer of the Altran Group, « *this satisfactory set of Q4 2011 sales figures reflects the consulting expertise and performance quality of our 15,000 consultants worldwide. The management team has been adapted and strengthened to ensure that the Group achieves the 12 objectives announced within the context of the 2015 strategic plan and which are now being implemented. Despite the uncertain macroeconomic environment, the Group is reasonably confident with regards 2012 and plans to consolidate its position as global leader in the field of Innovation, High-Tech Engineering and IT Systems Consulting.* »

Sustained growth in Q4 2011

Consolidated sales stood at €370.6m in Q4 2011, compared with €349.7m in Q4 2010. This implies a reported increase of 6% (which factors in a negative 1.4% working-day impact, a positive 0.2% forex effect and an unfavourable impact of 1.4% stemming from scope-of-consolidation changes) and economic growth[1] of 8.6% on year-earlier levels.

The breakdown of economic growth in Q4 2011[1] is as follows:

- 8.6% in France, and
- 8.6% abroad, with sustained growth in Spain, Scandinavia and Switzerland.

Growth still satisfactory in Q4 2011

(€m)	Q4 2010	Q1 2011	Q2 2011	Q3 2011	Q4 2011
Revenue, excluding contributions of companies acquired and/or divested (A)	342.2	352.2	353.1	332.7	367.4
Contribution of companies acquired and/or divested (B)	7.5	6.6	1.2	3.3	3.2
TOTAL REVENUE (A) + (B)	**349.7**	**358.8**	**354.3**	**336.0**	**370.6**

1 *Economic growth = like-for-like growth excluding forex impact and the change in the number of working days.*

Growth in headcount and invoicing rate in Q4 2011

At 31 December 2011, the total headcount stood at 17,261, implying a net increase of 143 employees on end-September 2011 levels.

The invoicing rate reached 84.8% in Q4 2011, compared with 83.9% in Q4 2010.

	Q3 2010	Q4 2010	Q1 2011	Q2 2011	Q3 2011	Q4 2011
Invoicing rate	84.1%	84.6%	84.4%	85.6%	84.7%	84.8%

2011: a year of transition pointing towards stronger growth

Over the full year, Altran reported sales of €1,419.5 million in 2011, implying an increase of 7.2% on 2010 levels (€1324.4m) and economic growth[1] of 8.1%.

Altran's performance last year reflects the quality of the Group's teams and its ability to meet the needs of its clients both in France and abroad. The organisational and investment decisions taken within the context of the new 2015 strategic plan, are now being implemented with a view to stimulating sales growth over the next three years.

Growth in 2011 operating margin confirmed

With regards the full-year operating margin on ordinary activities, management has confirmed strong growth in 2011, compared with 2010 levels.

20.7 Dividend payout policy

	31/12/2006	31/12/2007	31/12/2008	31/12/2009	31/12/2010	31/12/2011
Number of shares	117,316,237	118,227,961	143,177,101	143,579,327	143,704,532	144,721,424
Dividend per share (excluding tax credit)	None	None	None	None	None	None
Total amount of dividends paid out (€)	None	None	None	None	None	None

20.8 Legal and arbitration proceedings

- Three of Altran's subsidiaries (two of which have since been merged into Altran Technologies) are involved in a dispute with Ilyad Value. Altran Technologies is claiming an outstanding payment (€3.5m) for studies and training modules sold to Ilyad Value in 2001. This receivable has been fully provisioned in Altran Technologies accounts. Ilyad Value is counter-claiming repayment of amounts it has already paid to Altran Technologies plus interest for late payment. On the advice of its counsels, Altran Technologies considers that Ilyad Value's claim is unfounded. Apparently Ilyad Value filed a complaint and a civil claim for damages against Altran Technologies, in March 2003, concerning some of the service provision contracts signed by the Group and Ilyad Value at the end of 2001. Altran Technologies has no information concerning these proceedings.
- In the summer of 2002, the Commission des Opérations de Bourse (now the AMF – "Autorité des Marchés Financiers") opened an inquiry regarding movements in the Altran Technologies' share price.

  The company received a notification of grievances and submitted its defence arguments in October 2004.

  On 29 May 2007, the AMF Enforcement Committee imposed a fine on Altran of €1.5m (as opposed to €500,000 recommended by the reporter), which the company paid in full in 2008. Altran filed an appeal which was subsequently dismissed by the Appeal Court. The company then lodged an appeal with the French Supreme Court. On 23 June 2009, the Supreme Court upheld the ruling of the Appeal Court.

  Further investigations into the Group's 2001 full-year and its 2002 interim accounts, carried out by the former Board of Auditors, resulted in adjustments being made to the 2002 interim accounts.

  For the same reasons, a preliminary inquiry was opened by the Paris Public Prosecutor's Office. By January 2003, this inquiry had turned into a fully-fledged investigation into the misuse of company assets, fraud and the dissemination of false information likely to influence the share price.

  The scope of the investigation was first extended in June 2004 to include misrepresentation of financial accounts failing to give a true picture of the company, then a second time in September 2004 to cover insider trading. As part of this investigation,

1 *Economic growth = like-for-like growth excluding forex impact and the change in the number of working days.*

several former managers and one current manager of the company were indicted.

In February 2003, Altran Technologies became a civil plaintiff in this investigation and in April 2005 was indicted for fraud, use of forged documents and disseminating misleading information likely to influence the share price. This indictment did not affect the Company's civil claim for damages. Several former managers filed for an action for annulment of the report drawn up by the two experts appointed by the investigating magistrate. This action was dismissed by the French Supreme Court. The investigating magistrate notified all parties concerned that the case had been closed. In the order for referral handed down on 29 November 2011, the indicted parties (individuals and the corporate body, Altran Technologies) were ordered to appear before the Paris Criminal Court.

As part of this investigation, thirteen persons or corporate bodies have filed a civil action.

The French minority shareholder group, APPAC, has also lodged a complaint and a civil claim for damages. Altran has no information concerning these proceedings.

Finally, two complaints joining a civil action were filed in October 2004 by two former statutory auditors against some of the Group's directors for hindrance in the performance of their duties. This action was dismissed on 29 November 2011 in favour of the directors in question.

All of the above-mentioned proceedings concern events that took place between 2001 and 2002.

- In January 2011, a former employee brought legal action against Altran Technologies before the Commercial Court of Paris. Dismissed by Altran in 1999 for professional misconduct, the plaintiff filed a joint action with three associates in the company he formed after his dismissal claiming compensation for having to postpone the flotation of their company because of criminal proceedings taken by Altran against him and for which he has since been acquitted.
- The Group is in dispute with several of its former employees who are contesting the reasons for their dismissal.
- A former director has brought legal action against Altran Technologies and the Altran Foundation for abusive dismissal and wrongful termination of his corporate mandate. The dispute concerning wrongful termination of the plaintiff's corporate mandate with the Altran Foundation for Innovation was definitively closed. With regards the claim for abusive dismissal, the court has ruled a stay of proceedings.
- In October 2011, a former manager of one of the Group's Brazilian subsidiaries brought legal action against Altran Technologies for the purposes of having his corporate mandate reclassified as a contract of employment. In December 2010, he took similar action against Altran's former Brazilian holding subsidiary (which has since been sold and withdrawn from the Group's scope of consolidation).
- The disposal of Altran's Brazilian subsidiaries was made without any representations and warranties to the buyer. As a result any disputes to which Altran do Brasil and/or its local subsidiaries are party, and which have extended beyond the date of their disposal must be handled by Altran do Brasil (and/or its local subsidiaries) and the consequences of these disputes borne by them and them alone.

  Notwithstanding, the possibility of a third party bringing legal action against Altran Technologies, in its capacity as former shareholder of Altran do Brasil, cannot be ruled out.
- On 13 May 2011, Mr de Chaisemartin, Group Chairman and CEO at the time and now a Director of Altran Technologies, summoned within a short time-limit, Altrafin Participations, as well as Messrs Alexis Kniazeff and Hubert Martigny before the Commercial Court of Paris. The plaintiff was notably seeking 1/ to have the voting rights attached to the shares of Messrs Kniazeff and Martigny invalidated, 2/ to prohibit Altrafin Participations from exercising the double voting rights it obtained from the "right to use" the voting rights brought by Messrs Kniazeff and Martigny to SEP Altitude (a French *Société en Participation* partnership set up by the three parties), and 3/ to have the SEP Altitude voting agreement deemed unlawful and thus unenforceable against the Group and its shareholders.

  In his pleadings, regularised on 22 September 2011 (following the 10 June 2011 Shareholder's meeting which elected a new Board of Directors), Mr de Chaisemartin completed his demands and seized the Commercial Court of Paris seeking the cancellation of 1/ the new-director mandates voted at the 10 June 2011 Combined Annual General Meeting, on the grounds that the resolutions adopted by the General Meeting be considered invalid, and 2/ the deliberations made by the Board of Directors as of 10 June 2011.

  On 8 March 2012, Mr de Chaisemartin addressed a letter to the Board of Directors informing the Company that he had withdrawn this complaint and the corresponding cause of action.
- Furthermore, in March 2012, Mr de Chaisemartin served Altran Technologies with a third-party notice within the context of legal proceedings that he had initiated on 25 May 2011 against the companies Altrafin Participations and Altamir Amboise regarding contractual obligations agreed upon when the company Apax Partners S.A. became a shareholder of Altran. Within the context of these proceedings, Mr de Chaisemartin is demanding the enforceability of the judgement against the Company. Mr de Chaisemartin has not lodged any claim against the Company.

20.9 Significant changes in the financial and commercial positions

Since the close of the 2011 financial year, there have been no events liable to have a significant impact on the Group's financial or commercial positions.

21 Additional information

21.1 Share capital

Changes in share capital and rights attached to shares

All changes in Altran's share capital and rights attached to the Group's shares are subject to governing regulations but not to any clause restricting free negotiability.

Share capital

At 31 December 2011, Altran's share capital stood at €71,852,266 comprising 143,704,532 fully paid up shares at a nominal value of €0.50, all of the same category.

On 4 January 2011, in accordance with the authorisation granted by the Board of Directors on 9 November 2009 to this effect, the Chairman and CEO declared that following the conversion of OCEANE bonds at end December 2010, Altran's share capital stood at €71,854,276, comprising 143,708,552 shares.

On 3 March 2011, in accordance with the authorisation granted by the Board of Directors on 9 November 2009 to this effect, the Chairman and CEO declared that following the conversion of OCEANE bonds in February 2011, Altran's share capital had increased to €71,854,291.50, comprising 143,708,583 shares.

On 7 April 2011, in accordance with the authorisation granted by the Board of Directors on 9 November 2009 to this effect, the Chairman and CEO declared that following the conversion of OCEANE bonds in March 2011, Altran's share capital had increased to €71,854,345 comprising 143,708,690 shares.

On 5 July 2011, in accordance with the authorisation granted by the Board of Directors on 9 november 2009 to this effect, the Chairman and CEO declared that following the conversion of OCEANE bonds in June 2011, Altran's share capital had increased to €71,854,355.50 comprising 143,708,711 shares.

On 2 September 2011, in accordance with the authorisation granted by the Board of Directors on 9 November 2009 to this effect, the Chairman and CEO declared that following the conversion of OCEANE bonds in August 2011, Altran's share capital had increased to €71,854,408 comprising 143,708,816 shares.

On 21 December 2011, in accordance with the authorisation granted by the Board of Directors on 28 October 2011 to this effect, the Chairman and CEO declared that following the conversion of OCEANE bonds between 29 December 2010 and 20 December 2011, Altran's share capital had increased to €72, 270, 212 comprising 143,708,816 shares.

In addition, on 21 December 2011, in accordance with the authorisation granted by the Board of Directors on 20 December 2011 to this effect, the Chairman and Chief Executive declared that to meet the deadline for the allocation of free services to Group beneficiaries within the context of the 2007 plan for foreign subsidiaries, Altran's share capital had increased to €72,360,712 comprising 144,721,424 shares.

Authorised, unissued shares

1) Authorisations valid until 10 June 2011

Resolutions adopted at the Combined Annual General Meeting on 29 June 2010:

- Pursuant to the 8th resolution, Altran shareholders granted the Board of Directors the power to buy back shares equivalent to up to 5% of the company's share capital at a maximum purchase price of €10 per share and minimum selling price of €3. The authorisation is granted for a period of 18 months.
- Pursuant to the 9th resolution, Altran shareholders granted the Board of Directors the power to increase the share capital by incorporation of reserves, profits or premiums on shares by issuing new shares and/or increasing the nominal value of the shares. The amount of the capital increase is capped at €10m and the authorisation is granted for a period of 26 months.
- Pursuant to the 10th resolution, Altran shareholders granted the Board of Directors the power to increase the share capital, within a period of 26 months, by issuing shares and other securities with pre-emptive subscription rights maintained giving access to the company's capital. The nominal value is capped at €15m for shares issued in the context of all capital increases and at €250m for debt securities giving access to the company's capital authorised under resolutions 10 to 17.

- Pursuant to the 11th resolution, Altran shareholders granted the Board of Directors the power to increase the share capital, within a period of 26 months, by issuing shares and other securities without pre-emptive subscription rights via a public issue. The nominal value is capped at €10m for shares without pre-emptive subscription rights issued in the context of all capital increases, at €15m for all capital increases authorised under resolutions 10 to 17, and at €250m for all issues of debt securities giving access to the company's capital authorised under resolutions 10 to 17.
- Pursuant to the 12th resolution, in the event of a capital increase without pre-emptive subscription rights carried out via a public issue within 26 months, Altran shareholders granted the Board of Directors the power to cap the issue price at 10% of the company's share capital, with a maximum discount of 10%.
- Pursuant to the 13th resolution, Altran shareholders granted the Board of Directors the power to increase the share capital within a period of 26 months, via a public issue without pre-emptive subscription rights in accordance with paragraph II of article L 411-2 of the French Monetary and Financial Code. The nominal value is capped at €10m for shares without pre-emptive subscription rights issued in the context of all capital increases, at €15m for all capital increases authorised under resolutions 10 to 17, and at €250m for all issues of debt securities giving access to the company's capital authorised under resolutions 10 to 17.
- Pursuant to the 14th resolution, in the event of a capital increase issued, within 26 months, without pre-emptive subscription rights in accordance with paragraph II of article L 411-2 of the French Monetary and Financial Code, Altran shareholders granted the Board of Directors the power to cap the issue price at 10% of the company's share capital, with a maximum discount of 10%.
- Pursuant to the 15th resolution, in the event that all of the capital increases cited under resolutions 10 to14 are oversubscribed, Altran shareholders granted the Board of Directors the power to issue, within a period of 26 months, an over-allotment option ("greenshoe") for the same quantity and at the same share price as the initial offerings.
- Pursuant to the 16th resolution, Altran shareholders granted the Board of Directors the power to issue shares or securities convertible or exchangeable into shares equivalent to up to 10% of the company's capital, to be used for the payment of contributions-in-kind. This authorisation is granted for a period of 26 months.
- Pursuant to the 17th resolution, Altran shareholders granted the Board of Directors the power to issue shares without pre-emptive rights, within a period of 26 months, in order to ensure payment in shares of stock tendered in the event of a share-swap initiated by the Group. The nominal value is capped at €10m for shares without pre-emptive subscription rights issued in the context of all capital increases, at €15m for all capital increases authorised under resolutions 10 to 17, and at €250m for all issues of debt securities giving access to the company's capital authorised under resolutions 10 to 17.

2) Authorisations valid as of 10 June 2011

The Combined General Meeting on 10 June 2011 resolved to annul, with immediate effect, the unused portion of the 2010 authorisations cited above and to renew them through resolutions 5 to 19 listed below:

- Pursuant to the 5th resolution, Altran shareholders granted the Board of Directors the power to buy back, sell or transfer Altran shares equivalent to up to 2.5% of the company's share capital at a maximum purchase price of €15 per share. The authorisation is granted for a period of 18 months.
- Pursuant to the 6th resolution, Altran shareholders granted the Board of Directors the power to increase the share capital by incorporation of reserves, profits or premiums on shares by issuing new shares and/or increasing the nominal value of the shares. The amount of the capital increase is capped at €10m. This ceiling is separate and distinct from the general €15m ceiling applied to the capital increases authorised under resolutions 7 to 14. The authorisation is granted for a period of 26 months.
- Pursuant to the 7th resolution, Altran shareholders granted the Board of Directors the power to increase, within a period of 26 months, the share capital by issuing shares with pre-emptive subscription rights maintained and/or other securities giving access to the company's capital. The nominal value is capped at €15m for shares, and at €250m for other securities. These ceilings are compatible with the general ceilings applied to all capital increases, with or without pre-emptive subscription rights, authorised under resolutions 7 to 14.
- Pursuant to the 8th resolution, Altran shareholders granted the Board of Directors the power to issue debt securities giving access to the share capital of the company by way of a public issue without pre-emptive subscription rights but with a priority subscription period reserved for shareholders. The nominal amount of debt securities is capped at €250m, which will be deducted from the general ceiling applied to all debt-security issuances giving access to the share capital of the company. At maturity, the nominal value of all capital increases carried out via debt-security conversion or exchange is capped at €10m. This ceiling will be deducted from the general €15m ceiling applied to capital increases authorised under resolutions 7 to 14. This authorisation is granted for a period of 26 months.
- Pursuant to the 9th resolution, in the event of a capital increase authorised under the 8th resolution and capped at 10% of the company's capital, Altran shareholders granted the Board of Directors the power, for a period of 26 months, to fix the issue price with a maximum discount of 10%. The nominal value of capital increases carried out under the present resolution will be deducted from the €10m general ceiling applied to capital increases without pre-emptive subscription rights, authorised under the 8th resolution. The amount of debt securities issued under the present resolution will be deducted from the €250m general ceiling applied to debt-security issuances authorised under the 7th resolution.
- Pursuant to the 10th resolution, Altran shareholders granted the Board of Directors the power within a period of 26 months, to issue shares without pre-emptive subscription rights and/or other securities giving access to the company's capital reserved for qualified investors and/or a restricted circle of investors in accordance with article L 411-2 of the French Monetary

and Financial Code. The nominal value is capped at €10m for shares and at €250m for debt securities. These ceilings will be deducted from the respective ceilings specified under resolutions 7 and 8. This authorisation is granted for a period of 26 months.

- Pursuant to the 11th resolution, in the event of a capital increase authorised under the 10th resolution and capped at 10% of the company's capital, Altran shareholders granted the Board of Directors the power, for a period of 26 months, to waive the price-setting conditions laid down by the French Commercial Code and fix the issue price to allow for a maximum discount of 10% relative to the average weighted share price of the previous three trading sessions.
- Pursuant to the 12th resolution, in the event of a capital increase being oversubscribed, Altran shareholders granted the Board of Directors the power, for a period of 26 months, to issue within 30 days of the closure of the subscription period, and in accordance with conditions provided for in the French Commercial Code, an over-allotment option ("greenshoe") for up to 15% more shares at the same share price as the initial offering. The ceiling set under the present resolution is to be deducted from the ceilings authorised under resolutions 7 and 8.
- Pursuant to the 13th resolution, Altran shareholders granted the Board of Directors the power to issue, on the basis of the special report of the contributions-in-kind auditors, shares and/or other securities giving access to the company's capital, to be used for the payment of contributions-in-kind. This authorisation is capped at 10% of the company's capital and the amount of the capital increases thus carried out will be deducted from the general ceilings fixed under resolutions 7 (relative to capital increases with and without pre-emptive subscription rights) and 8 (relative to capital increases without pre-emptive subscription rights). This authorisation is granted for a period of 26 months.
- Pursuant to the 14th resolution, Altran shareholders granted the Board of Directors the power to issue, within a period of 26 months, shares and/or other securities giving access to the company's capital, by way of remuneration of stock tendered in the event of a share-swap initiated by the Group. The nominal value is capped at €10m for shares and at €250m for other securities. These ceilings are to be deducted from the general ceilings applied to capital increases authorised under resolutions 7 and 8.
- Pursuant to the 15th resolution, Altran shareholders granted the Board of Directors the power to issue, within a period of 26 months, bonds and similar securities, or other securities granting the same lien to the company, in the same issuance with a maximum nominal amount capped at €250m. This ceiling is separate and distinct from the ceilings applied to the capital increases authorised under resolutions 7 and 8.
- Pursuant to the 16th resolution, Altran shareholders granted the Board of Directors the power to reduce the share capital of the company by cancelling up to 10%, every 24-month period, of the shares purchased within the context of the company's share buy-back programme authorised under the 5th resolution. This authorisation is granted for a period of 18 months.
- Pursuant to the 17th resolution, Altran shareholders granted the Board of Directors the power to issue up to €1.4m in shares without pre-emptive subscription rights and/or other securities giving access to the company's capital reserved for members of the employee-savings plans of Altran and its subsidiaries. This ceiling is separate and distinct from the ceilings applied to the capital increases authorised under resolutions 7 and 8.
- Pursuant to the 18th resolution, Altran shareholders granted the Board of Directors the power to award, within a period of 38 months, the company's employees and/or the Board members of Altran and its related holdings, stock options for the purchase of new company shares without pre-emptive subscription rights to be issued in the context of a capital increase. This authorisation is capped at 6% of the company's share capital on the date the options are granted.
- Pursuant to the 19th resolution, Altran shareholders granted the Board of Directors the power to freely allocate to the company's employees and/or the Board members of Altran and its related holdings, existing, or to-be-issued shares without pre-emptive subscription rights within the context of a capital increase. This authorisation is capped at 6% of the company's share capital, which is compatible with the ceiling set for the exercising of share warrant options. This authorisation is granted for a period of 38 months.

Potentially dilutive securities

Stock options

The Group did not grant any stock-option or free-share plans in 2011.

	11 March 2003 Plan (a / c)	24 June 2003 Plan (a / b / c)	29 June 2004 Plan (c)	15 June 2005 Plan (c)	20 December 2005 Plan (c)	20 December 2007 Plan (c)
Date of general meeting	17 June 1999	17 June 1999	28 June 2004	28 June 2004	28 June 2004	29 June 2005
Date of Board of Directors meeting	11 March 2003	24 June 2003	29 June 2004	15 June 2005	20 December 2005	20 December 2007
Total number of shares available for subscription	3,948,993	336,191	2,770,000	340,000	2,630,000	3,408,570
o/w available to corporate officers	*186,785*		*80,000*	*200,000*	*210,000*	*100,000*
o/w available to ten highest paid employees	*875,218*	*106,734*	*510,000*	*340,000*	*635,000*	*433,240*

	11 March 2003 Plan (a / c)	24 June 2003 Plan (a / b / c)	29 June 2004 Plan (c)	15 June 2005 Plan (c)	20 December 2005 Plan (c)	20 December 2007 Plan (c)
Vesting date	12 March 2007	25 June 2007	30 June 2008	16 June 2009	21 December 2009	21 December 2011
Maturity	11 March 2011	24 June 2011	29 June 2012	15 June 2013	20 December 2013	20 December 2015
Subscription price of options (€)	2.94	6.66	9.27	7.17	9.52	4.25
Number of shares available for subscription	1,945,034	-	-	-	-	-

(a) Following the 23 December 2003 capital increase in cash with pre-emptive subscription rights maintained, the strike prices and the number of shares of the March and June 2003 subscription plans were adjusted to take into account the issue of 20,807,584 new shares.

(b) The 9th resolution adopted by the Extraordinary General Meeting held on 8 June 2006, extended the maturity of the 24 June 2003 plan from 5 to 8 years.

(c) Following the 29 July 2008 capital increase in cash with pre-emptive subscription rights, the strike prices and the number of shares of each subscription plan were adjusted to take into account the issue of 24,900,364 new shares.

Details of the adjustments made to the Group's stock-option plans following the 29 July 2008 capital increase are given in the table below (rounded up to the nearest unit).

Stock-option plans (€)	Strike price	Adjusted strike price	Number of options	Adjusted number of options	Factor used to adjust the number of options
29 June 2004 plan	9.37	9.27	1,614,998	1,632,020	1.01043
15 June 2005 plan	7.24	7.17	131,000	132,369	1.01043
20 December 2005 plan	9.62	9.52	1,767,500	1,786,061	1.01043
20 December 2007 plan	4.29	4.25	2,525,330	2,551,832	1.01043

Summary table

Type of potentially dilutive security	Issue date	Strike price	Dilution potential at time of issue	Number of securities outstanding at 31/12/2011	Dilution (%)
Stock options	29 June 2004	9.27	2,762,000	1,087,955	0.75%
Stock options	15 June 2005	7.17	340,000	132,369	0.09%
Stock options	20 December 2005	9.52	2,630,000	1,061,521	0.73%
Stock options	20 December 2007	4.25	2,589,830	1,585,779	1.10%
Total stock options			**8,321,830**	**3,867,624**	**2.67%**
1 January 2015 OCEANE	18 November 2009	4.38	30,136,986	30,129,437	20.82%
TOTAL			**38,458,816**	**33,997,061**	**23.49%**

Note that Altran issued an OCEANE bond on 18 November 2009, redeemable on 1 January 2015. The potential dilution of the Group's outstanding dilutive securities would be 23.49% if all of the outstanding stock options, free services and convertible bonds (33,997,061 equity instruments) were exercised.

Share buybacks

The Annual General Meeting on 10 June 2011, in accordance with the quorum and majority conditions of the Annual General Meetings, resolved to:

- Annul, with immediate effect, the unused portion of the share buyback authorised by the Combined General Meeting on 29 June 2010, and

- Authorise the company, in the 5th resolution, to trade its own shares in order, among other things, to regulate the Altran share price. This authorisation (validated for 18 months) was exercised in July 2011 via the liquidity contract concluded between the Group and Exane BNP Paribas.

Altran entered into this contract to enhance the liquidity of transactions, stabilise the price of Altran shares and prevent any unjustified swings in the share price caused by market trends. A cash and marketable securities account was opened in 2011 for the purposes of this contract and €2m credited to the account at the time of opening. In 2011, 3,377,139 Altran Technologies shares were acquired at a unit price of €3.513 and 2,946,732 shares were sold at a unit price of €3.498. At 30 December 2011, the cash and marketable securities account comprised 434,150 Altran Technologies shares and €437,878 in cash.

OCEANE convertible bond

1 January 2015 OCEANE

Pursuant to the authorisation granted by the 10th and 12th resolutions of the Combined General Meeting on 23 June 2009, the Board of Directors decided on 9 November 2009 to 1/ issue OCEANE bonds convertible into new or existing shares for a maximum of around €100m, for up to €115m if the entire extension facility is used, and up to €132m if both the extension and over-allotment options are fully taken up, and 2) to grant the Chairman full powers to carry out the issue, and to set the price and the final terms of the issue.

In accordance with the authorisation granted to the Chairman by the Board of Directors and the resolutions adopted by the shareholders at the Combined General Meeting on 23 June 2009, the Chairman decided, on 9 November 2009, to carry out the bond issue under the terms stipulated in the information memorandum. According to the planned schedule, the Chairman of the Board finalised the terms of the bond issue on 13 November 2009, as follows:

Type of security:

Bond convertible into new or existing shares (OCEANE convertible bond).

Nominal amount:

€131,999,998.68

Number of bonds issued and issue price:

30,136,986 bonds at a unit price of €4.38.

Vesting period, coupon dates and maturity

Vesting period running from 18 November 2009 for a period of 5 years and 44 days, with payment of the first coupon on 1 January 2011.

Annual coupon

6.72%.

Normal bond redemption:

All outstanding bonds (i.e., those which have been redeemed at an earlier date or converted into shares) will be redeemed in full on 1 January 2015 (or the first working day thereafter) at the face value of €4.38 per unit.

Bond Conversion

Bond holders may convert their bonds into shares at any time between the settlement date (18 November 2009) and the seventh working day before the regular or early redemption date. Bonds will be converted on a one-to-one basis (i.e. one bond for one Altran share), although this ratio may be adjusted to account for any capital transactions carried out during the conversion period.

The Company can decide whether or not to grant bondholders new and/or existing shares.

Callability

The company can decide to redeem bonds before their scheduled maturity date (1 January 2009) under the following conditions:

- Some or all of the bonds may be redeemed at any time by purchase on a securities market or over the counter or through a public offer
- All outstanding bonds may be redeemed at any time between 15 January 2013 and the maturity of the bonds at their face value plus all accrued interest, if Altran Technologies' average share price on Euronext SA's Paris Premier Marché over 20 consecutive trading days within 30 days preceding the notice of early redemption of attribution, is more than 130% above the face value of the bond. Note that the 20 consecutive-day period used to calculate the average share price is selected by the company out of a period of 30 consecutive trading days, prior to the announcement of the early redemption
- All bonds may be redeemed at any time at par value plus all accrued interest between the last coupon date on the condition that the number of outstanding bonds is less than 10% of the total amount issued.

Group acquisition of outstanding OCEANE bonds

The group has not purchased any 2015 OCEANE bonds to date.

Changes in the company's share capital since 25 March 1998

Date	Operation	Change in number of shares	Nominal (€)	Mount of capital	Issue premium or additional paid-in capital	Number of company shares
25 March 1998	Free services	7,343,130	11,194,529.52	14,926,039.36		9,790,840
25 June 1998	Merger of Altran International and cancellation of old shares	19,018	28,992.75	14,955,032.11	1,940,710.75	9,809,858
21 December 1999	Option exercise	195,236	297,635.36	15,252,667.48	3,207,021.03	10,005,094
21 December 1999	Conversion into euros		(5,247,573.48)	10,005,094.00		10,005,094
21 December 1999	Free services	20,010,188	20,010,188	30,015,282.00		30,015,282
02 January 2001	Two-for-one share split	30,015,282	30,015,282	30,015,282.00		60,030,564
02 January 2001	Retained earnings	30,015,282	15,007,641	45,022,923.00		90,045,846
31 December 2001	OCEANE bond conversion	27	13.5	45,022,936.50		90,045,873
31 December 2001	Option exercise	1,670,508	835,254	45,858,190.50	9,104,268.60	91,716,381
31 December 2002	OCEANE bond conversion	21	10.5	45,858,201.00		91,716,402
31 December 2002	Option exercise	1,917,729	958,864.5	46,817,065.50	11,352,955.68	93,634,131
23 December 2003	Capital increase in cash	20,807,584	10,403,792	57,220,857.50	135,522,971.80	114,441,715
10 February 2004	OCEANE bond conversion	147	73.50	57,220,931.00		114,441,862
09 March 2004	OCEANE bond conversion	3	1.50	57,220,932.50		114,441,865
22 December 2004	OCEANE bond conversion	230	115	57,221,047.50		114,442,095
23 December 2004	OCEANE bond conversion	16	8	57,221,055.50		114,442,111
27 December 2004	OCEANE bond conversion	16	8	57,221,063.50		114,442,127
27 December 2004	OCEANE bond conversion	87	43.50	57,221,107.00		114,442,214
23 May 2006	Capital Increase reserved for employees	2,872,255	1,436,127.50	58,657,234.50	24,276,744.57	117,314,469
29 December 2006	Capital Increase linked to the merger	1,768	884	58,658,118.50		117,316,237
26 July 2007	Option exercise	596,029	298,014.50	58,956,133.00	1,472,191.63	117,912,266
31 October 2007	Option exercise	289,034	144,517	59,100,650.00	713,913.98	118,201,300
04 February 2008	Option exercise	37,070	18,535	59,119,185.00	91,562.90	118,238,370
02 June 2008	Option exercise	38,367	19,183.50	59,138,368.50	94,766.49	118,276,737
29 July 2008	Capital increase in cash	24,900,364	12,450,182	71,588,550.50	114,088,144.15	143,177,101
05 February 2009	Option exercise	23,571	11,785.50	71,600,336.00	57,510.30	143,200,672
18 December 2009	Option exercise	6,181	3,090.50	71,603,426.50	15,081.64	143,206,853
21 December 2009	Free services	371,240	185,620	71,789,046.50		143,578,093
21 December 2009	OCEANE bond conversion	1,234	617	71,789,663.50		143,579,327
14 January 2010	OCEANE bond conversion	1,114	557	71,790,220.50		143,580,441
02 February 2010	OCEANE bond conversion	350	175	71,790,395.50		143,580,791
12 March 2010	Option exercise	18,565	9,282.50	71,799,678.00	45,298.60	143,599,356
02 April 2010	OCEANE bond conversion	63	31.50	71,799,709.50		143,599,419
04 May 2010	OCEANE bond conversion	147	73.50	71,799,783.00	570.36	143,599,566
05 July 2010	OCEANE bond conversion	285	142.50	71,799,925.50	1,105.80	143,599,851
03 August 2010	OCEANE bond conversion	4	2	71,799,927.50	15.52	143,599,855
04 November 2010	OCEANE bond conversion	32	16	71,799,943.50	124.16	143,599,887
02 December 2010	OCEANE bond conversion	36	18	71,799,961.50	139.68	143,599,923
29 December 2010	Option exercise	104,609	52,304.50	71,852,266	255,245.96	143,704,532

Date	Operation	Change in number of shares	Nominal (€)	Mount of capital	Issue premium or additional paid-in capital	Number of company shares
04 January 2011	OCEANE bond conversion	4,020	2,010	71,854,276	15,597.60	143,708,552
03 March 2011	OCEANE bond conversion	31	15.50	71,854,291.50	120.28	143,708,583
07 April 2011	OCEANE bond conversion	107	53.50	71,854,345	415.16	143,708,690
05 July 2011	OCEANE bond conversion	21	10.50	71,854,355.50	81.48	143,708,711
02 September 2011	OCEANE bond conversion	105	52/50	71,854,408	407.40	143,708,816
21 December 2011	Option exercise Free services	831,608 181,000	415,804 90,500	72,270,212 72,360,712	2,029,123.52	144,540,424 144,721,424

21.2 Deed of incorporation and articles of association

Date of incorporation and lifetime

Altran Technologies S.A. was created on 14 February 1970 for a period of 75 years until 14 February 2045, unless the Company is dissolved before this date or its life is extended beyond this date by law and the company's articles of association.

Corporate purpose

At the Combined General Meeting on 23 June 2009, Altran shareholders voted, in the 5th resolution, to alter the description of the Group's corporate purpose in order to make a more clear-cut distinction between Altran's various activities.

Article 3 of the articles of association now reads as follows:

« The company's purpose is to exercise the following activities in France and abroad:

- Technology and Innovation Consulting
- Organisation and Information Services Consulting
- Strategy and Management Consulting
- The design and marketing of software and/or software packages
- Component and equipment design, supply, production and/or distribution
- The provision of related support services including maintenance, human-resource consulting and/or training
- More generally, all manufacturing, sales, financial trading or real estate activities that are directly or indirectly associated with the activities included in the Group's corporate purpose listed above or which are likely to facilitate their development and expansion. ».

Trade and company registration

Paris Trade and Companies Register number: 702 012 956

Company registration number (Siren): 702,012,956

Company headquarters registration number (Siret): 702 012 956 00042

Business activity code: 7112 B

Shareholders' right to information

In accordance with the legal and regulatory dispositions in force, shareholders have the right to obtain information about the company at all times. This information is available for consultation at company headquarters.

Fiscal year

Altran Technologies' fiscal year runs from 1 January to 31 December of each calendar year.

Statutory allocation of earnings (Article 20 of the Articles of Association)

At least 5% of the company's annual earnings (less previous losses) are allocated to the legal reserve until this reserve reaches 10% of the company's share capital.

The remainder, plus any retained earnings from previous years and less any other reserve allocations required either by law or by the Articles of Association, constitutes the distributable earnings for the year.

Upon the recommendation of the Board of Directors, the General Meeting of Shareholders may decide whether or not to carry forward these distributable earnings to the next year, or to allocate them to the general and special reserves.

The remainder is then divided in full among the company's shareholders.

At the General Meeting, the shareholders may vote to allocate funds from reserves. In this case, the specific reserves from which the funds are to be taken must be clearly indicated.

If necessary, an exception may be made to this Article for the allocation of earnings to a special employee profit-sharing reserve, as required by law.

Upon the recommendation of the Board of Directors, the General Meeting of Shareholders may decide to carry forward all, or part, of the Group's annual earnings to the next year, or allocate all or part of the retained earnings to one or more reserves.

Dividend payout

The Annual General Meeting held to approve the Group's annual financial statements may give shareholders the option to receive some or all of that year's payout in the form of cash or new shares issued, in accordance with the law. This option also applies to advance payments granted on dividends.

Shareholders may claim dividends up to five years after the dividend distribution date. After a period of five years, any unclaimed dividends become the property of the French Treasury Department, as required by law.

◆ *Unclaimed dividends from prior fiscal years*

2007	None
2008	None
2009	None
2010	None
2011	None

General Meetings of Shareholders (Article 19 of the Articles of Association)

General Meetings of Shareholders are convened and deliberate under the conditions provided for by law.

General Meetings take place at company headquarters unless another location is explicitly specified in the Meeting Notice. The Board of Directors may decide to broadcast the entire meeting through video conferencing and/or other remote transmission systems, in accordance with the legal and regulatory dispositions in force. In this event, the Board's decision will be stated in the Notice of Meeting.

The Works Council may appoint two of its members to attend General Meetings. The opinions of these members must, at their request, be heard in connection with all resolutions requiring unanimous shareholder approval.

Shareholders may be represented by proxy at General Meetings by an authorised intermediary with a general voting mandate, having satisfied the criteria set forth in the 3rd and 4th paragraphs of Article L.228-1 of the French Commercial Code. Before casting the shareholder's vote at the General Meeting, the authorised intermediary must, upon the request of the company or the company's agent, provide a list of the non-resident shareholders represented by proxy. This list must meet all conditions required by the regulations in force. Votes or proxy votes submitted by an intermediary who is not declared as such or who does not disclose the identity of the shareholders represented will not be taken into account.

All shareholders may attend General Meetings, regardless of the number of shares owned, provided that their shares are fully paid up. All shareholders may vote irrespective of the number of shares owned, upon proof of identity and shareholder ownership, and providing that the number of shares held is recorded by the company no later than midnight (Paris time), three working days before the General Meeting, as follows:

- Registered shares are recorded under the name of the holder in the registered-share register held by the company
- Bearer shares are recorded under the name of the intermediary acting on behalf of the shareholder in the bearer-share register kept by the authorised intermediary.
- In this event, all information pertaining to the holder's identity must be submitted to the company, in accordance with the dispositions in force. The inscription or entry of the shares in the bearer share register held by the authorised intermediary is attested to by a certificate of participation delivered by the intermediary in accordance with the applicable legal and regulatory dispositions. The right to participate in General Meetings is subject to the respect of the conditions laid down by the legislative and regulatory texts in force.

All shareholders may vote by mail. The conditions under which the mail voting form may be obtained are indicated in the Notice of Meeting. According to French law, the conditions for a quorum at General Meetings depend on the type of meeting and the number of shares with voting rights attached. Votes submitted by mail will only be taken into account in the calculation of the quorum providing the company receives the voting forms, correctly completed, at least three days before the meeting. Likewise, all items that shareholders wish to discuss at meetings must be addressed in writing to the Board of Directors, in accordance with Article L.225-108 of the French Commercial Code, and received by the Board of Directors within the legal deadline. Depending on the type of General Meeting, the conditions for a majority are based on the number of voting rights attached to the shares owned by the shareholders present, represented, or voting by mail. Any undeclared shares belonging to one or more shareholders who, upon the request of the Company, have not met the disclosure requirements stipulated in Article L.233-7 of the French Commercial Code and own at least 5% of the company's shares, will not have voting rights attached. This will be recorded in the minutes of the General Meeting.

The Chairman of the Board of Directors, or the Vice-Chairman in the Chairman's absence, presides over General Meetings. If neither is available, a specially appointed administrator will be delegated by the Board of Directors to preside over the meeting. Failing this, the president will be elected by the members of the meeting.

The Board of Directors may decide to broadcast the entire meeting through video-conferencing or any other authorised remote transmission system, including Internet. In this event, the decision will be announced in the Notice of Meeting published in the French official legal announcement bulletin (BALO). All shareholders may participate at General Meetings, via video-conferencing or other remote transmission systems, including the internet, in accordance with the legislative and regulatory directives in force at that time of broadcasting, if the Board of Directors so decides. In this event, the decision will be stated in the Notice of Meeting published in the French official legal announcement bulletin (BALO).

The minutes of General Meetings are drawn up and the copies duly certified and delivered in accordance with the law.

Double voting rights (Article 9 of the Articles of Association)

Double voting rights were established by the Annual General Meeting of Shareholders on 20 October 1986.

Each share in the company carries one voting right. The number of votes attached to shares is proportional to the percentage of the company's capital that the shares represent.

However, holders of registered shares or their representatives have double voting rights at Annual General Meetings and Extraordinary General Meetings if the shares have been registered in their name for at least four years and are fully paid-up, or if the shares arise from the reverse stock split of fully paid-up shares registered in their name for at least four years.

All shares converted to bearer shares or transferred to another shareholder lose the double voting rights mentioned above. However, the cancellation of the mandatory four-year holding period and loss of double voting rights mentioned above does not apply in the case of share transfers resulting from an inheritance, the liquidation of spouses' jointly-owned assets, or an inter vivo donation to a spouse or a family member who is an entitled successor.

Share-ownership thresholds (Article 7 of the Articles of Association)

Pursuant to Articles L. 233-7 et seq. of the French Commercial Code, any shareholder acting alone or in concert who exceeds or falls below the thresholds of one-twentieth, one-tenth, three-twentieths, one-fifth, one-quarter, one-third, one-half, two-thirds, eighteen-twentieths or nineteen-twentieths of the company's shares or voting rights, must inform the company and the French market regulator (the AMF) of the number of shares and voting rights that it holds.

Any shareholder, acting alone or in concert who breaks through or crossed below the threshold of owning, directly or indirectly, 0.5% (or any multiple thereof) of the company's capital, voting rights or shares giving access to Altran's capital, must notify the company, within five days of breaking through or crossing below the threshold, by registered letter with return receipt stating the total number of shares, voting rights, or securities convertible or exchangeable into shares that it holds either alone or in concert, either directly or indirectly.

Failure to comply with these regulations will result in the suspension of voting rights attached to the additional shares of those shareholders who have crossed the threshold without declaring that they have done so. The decision to suspend voting rights will be applied at all Shareholder Meetings held during the two year period following the date of regularisation of the aforementioned notification, if the application of this sanction is requested by one or more shareholders owning a minimum of 5% of the capital or voting rights of the company. This request will be recorded in the minutes of the General Meeting. The intermediary, authorised under accordance with paragraph 3 of Article L.228-1 of the French Commercial Code, is bound, without prejudice to the obligations of the shareholder, to make the appropriate declarations in accordance with the present article for the entire number of shares that he or she has recorded in the register. If this obligation is not respected, sanctions provided for under Article L. 228-3-3 of the French Code of Commerce may be applied.

Any shareholder, acting alone or in concert, whose capital stake or voting rights fall below one of the thresholds mentioned in the 2nd part of the present paragraph must inform the company.

Identifiable bearer securities (Article 7 of the Articles of Association)

In order to facilitate shareholder identification, the company may ask its settlement agent for the information outlined in Article L.228-2 of the French Commercial Code.

22 Material contracts

When the 2011 registration document was filed, the only material contract concluded by the Group (other than those entered into during the normal course of business), was the refinancing agreement referred to in note 4.2. “Liquidity risk and management of convertible bond-related debt” of the present registration document.

23 Third-party information, expert statements, and declarations of interest

None.

24 Documents made available to the public

Altran's financial press releases are distributed to the press (agencies and newspapers). All Company financial information (press releases, investor presentations, reports, etc.) is available on Altran's website, www.altran.com.

Press releases issued since 1 January 2011

Publication	Date
Publication of Q4 2010 sales	7 February 2011
Publication of 2010 annual results	14 March 2011
Publication of Q1 2011 sales	2 May 2011
Annual General Meeting	10 June 2011
Publication of Q2 2011 sales	27 July 2011
Publication of H1 2011 results	31 August 2011
Publication of Q3 2011 sales	2 November 2011
Publication of 2011 sales	2 February 2012

Investor calendar

Publication	Date
Publication of 2011 results	12 March 2012
Publication of Q1 2012 sales	4 May 2012
Annual General Meeting	1 June 2012
Publication of Q2 2012 sales	30 July 2012
Publication of H1 2012 results	30 August 2012
Publication of Q3 2012 sales	31 October 2012

25 Information on equity holdings

For information on the Group's scope of consolidation, please refer to "The Organisational Chart" in section 7 of the present registration document.

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Appendix 1

Chairman's report at year ending 31 December 2011

In accordance with Article L. 225-68 of the French Commercial Code, this report lists the members of the Board of Directors (with a notable reference to the application of the principle of balanced representation of women and men on the Board), outlines the manner in which the work of the Board is prepared and organised, and gives an overview of the Company's internal control and risk management procedures.

This report was reviewed by the Audit Committee and approved by the Board of Directors on 8 March 2012. In accordance with article L. 225-235 of the French Commercial Code, the statutory auditors have issued a report on the information in the Chairman's report for the 2011 fiscal period concerning internal control and risk management procedures implemented for the preparation and treatment of accounting and financial information, and delivered a statement on the preparation of other information, as required under article L. 225-37 of the French Commercial Code.

This report covers the following topics :

- The Company's corporate governance and the manner in which the work of the Board and the Special Committees is prepared and organised
- the limitations imposed by the Board on the powers of the Chief Executive and the Executive Vice-President
- the rules used to determine the compensation and benefits of any kind granted to corporate officers
- the conditions of shareholder participation at Shareholders' General Meetings
- the elements likely have an impact in the event of a takeover bid
- the Company's internal controls, its risk management and the accounting and financial information systems.

1. Corporate governance – Preparation and organisation of work carried out by the Board of Directors and special Committees

1.1. *Corporate governance*

On 12 December 2008, the Board of Directors adopted the AFEP/MEDEF Corporate Governance Code as the company's reference code. Details of the AFEP/MEDEF Corporate Governance Code are available on the MEDEF website (http://www.medef.com).

The Board of Directors' internal regulations, adopted on 25 July 2008, were modified by the Board on 12 March 2010 to comply with AFEP/MEDEF Code and to define, in accordance with the French Commercial Code and the AFEP/MEDEF Code, the principles and rules governing:

- the composition of the Board of Directors, and notably the notion of independent director
- the functioning of the Board and the conditions pertaining to the manner in which it carries out its mission
- the role of the Board of Directors
- the compensation of the Directors, the Chief Executive and the Executive Vice- President
- the periodic assessment of work carried out by the Board and of the contribution of its members
- the right to information and the duty to inform of Group directors and censors
- the prevention of insider trading, with a «guide to the prevention of insider trading» in the appendix to the company's by-laws
- the special committees, of which 3 permanent (the Appointments and Contributions Committee, the Investment and Acquisitions Committee, and the Audit Committee), as well as the regulations pertaining to their composition and attributions
- the confidentiality of information collected both during and outside Board and Committee meetings.

In compliance with the recommendations of the AFEP-MEDEF Code, the Board of Directors assesses its functioning once a year and carries out a formal evaluation every three years.

As planned, the Board carried out a triennal evaluation in Autumn 2011 in the form of a self-assessment survey. The findings of the survey, which were debated at the Board meeting of 31 January 2012, revealed that, on the whole, the Directors were satisfied with the functioning of, and the work carried out by, the Board of Directors and its Committees. However, feedback on the survey suggests that there is room for improvement in several areas and in particular the need for greater Board-member diversification notably concerning the integration of more women and members with international profiles. In addition, Board members expressed their desire to receive the preparatory documents and files for upcoming Board meetings earlier.

Furthermore, with the appointment of a female director at the General Meeting of 10 June 2011, the composition of the Board of Directors is now in compliance with law n°2011-103 of 27 January 2011 pertaining to the balanced representation of women and men on the Board of Directors and the Supervisory Board, and to professional equality between women and men.

In addition, the change of Altran Technologies' status to a public limited company governed by a Board of Directors, on 30 June 2008, resulted in the appointment on that date of all of the members of the Board, holding mandates of the same duration and expiring at the same time. The nomination of two new directors at the General Meeting of 10 June 2011 was the first step towards staggering mandate expiry dates, the objective being to achieve a more harmonious renewal of director mandates, in accordance with the recommendations of the AFEP-MEDEF Code.

1.2. *The Board of Directors*

Since the 30 June 2008 Annual General Meeting, the company has been administered by a Board of Directors whose members are appointed by the AGM for a period of four years. The Board now comprises 10 members including three independent directors. Although this situation is not in compliance with AFEP-MEDEF recommendations, it should be temporary. The Board of Directors intends to submit a proposal to appoint some independent directors at the next AGM called to approve the financial statements for year-ending 31 December 2011 when most of the Group's directors mandates are due to expire.

The members of the Board of Directors, all of whom are French, include:

- Mr Philippe Salle, appointed Chairman and Chief Executive by the Board of Directors on 10 June 2011
- Mr Roger Alibault
- Mr Jean-Pierre Alix
- Apax Partners, represented by Mr Maurice Tchenio
- Mr Dominique de Calan
- Mr Yves de Chaisemartin, who was relieved of his functions as Chairman and CEO by the Board of Directors on 10 June 2011, will retain his position as Director until his mandate expires at the General Shareholders Meeting held to approve the financial statements for the fiscal year ending 31 December 2011
- Mrs Monique Cohen
- Mr Gilles Rigal
- Mr Michel Senamaud
- Mr Jacques-Etienne de T'Serclaes.

The independent directors meet all the criteria laid down in chapter 8 of the AFEP-MEDEF Code, all of which are included in the internal regulations of the Board of Directors. Qualification for independent-director status is reviewed every year, in accordance with the recommendations set forth in the AFEP-MEDEF Code. Upon the recommendation of the Appointments and Remunerations Committee, the Board of Directors voted, on 10 March 2011 and again on 31 January 2012, to retain the eligibility of Messrs Sénamaud, de Calan and T'Serclaes to serve as independent directors on the Board.

Independent Directors must have no relationship with the company, the Group, or the management that could colour their objective judgement in any way.

The criteria reviewed by the Appointment and Compensation Committee and the Board of Directors to determine whether or not a Director qualifies for independent-director status and prevent the risk of conflicts of interest between the Director and the management, as well as the company and its group, are described below. As such, the Independent Director must not:

- be an employee or executive officer of the company or any of the Group's entities either at present or at any time during the past five years
- be an executive officer in a company in which the Group has a direct or indirect mandate as member of the Board or in which a designated employee or executive officer of the company holds a mandate as director at present or has held such a position during the past five years
- be a client, supplier, retail or investment banker of the company or its Group, notably for whom the company represents a substantial proportion of sales, nor have any direct or indirect ties with any of the aforementioned persons
- have close family ties with an executive officer of the company
- have been a statutory auditor of the company within the past five years
- have been a director of the company for over twelve years. It is stipulated that the loss of independent-director status only occurs on the expiry of a mandate exceeding twelve years
- be, or represent, a shareholder with a stake of more than 10% in the capital or voting rights of the company or the parent company.

The Board of Directors is assisted by a censor, Mr Thomas de Villeneuve, who has access to the same information as the directors and can take part in Board Meetings but has no voting rights.

The details concerning the Directors' mandates and functions are given in Section 14 of the present registration document.

The Board of Directors meets as often as is required in the interests of the Group. In 2011, the Board of Directors met 11 times, with an attendance rate of 98 %.

The main points reviewed by the Board of Directors were:

- the activity reports of the Board of Directors, the state of the company's businesses and subsidiaries, management forecasts and the Group's budget
- the 2012-2015 Strategic Plan
- Group reorganisation
- Group subsidiary disposals, notably Arthur D. Little, Hilson Moran UK, Synectics US, Altran Do Brazil and Imnet France
- quarterly revenue performances as well as the 2010 full-year and the 2011 interim financial statements

- internal audit monitoring
- major ongoing legal disputes
- Group financing
- authorisations granted with respect to guarantees and sureties
- The appointments of the new Chairman & Chief Executive and the Executive Vice-President
- self-assessment of the Board and the Committees

The representatives of the Works Council, elected on 19 December 2011, who participate at Board meetings in an advisory capacity, are:

- Mr Fabrice Barthier
- Mr Dieudonné Djiki
- Mr Jean-Christophe Durieux
- Ms Sandrine Soraru.

1.3. Limitations to the power of the Chief Executive and the Executive Vice-President

The General Management of the Company is ensured by Mr Philippe Salle, appointed Chairman and Chief Executive by the Board of Directors on 10 June 2011. The Board of Directors thus decided to maintain its decision not to separate the functions of Chairman from those of Managing Director.

The scope of the Chief Executive's powers is restricted by existing legal and regulatory limitations and operations as well as decisions requiring prior approval from the Board of Directors, The Board of Directors has not imposed any further restrictions to the Chief Executive's powers and no statutory limitations have been introduced other than those mentioned above.

This is also the case for Mr Cyril Roger, appointed Executive Vice-President for Southern Europe by the Board of Directors on 28 October 2011. In addition, the Board of Directors has defined Mr Roger's powers in the Southern European zone.

1.4. Compensation of corporate officers

The principles and rules laid down by the Board of Directors to determine the compensation and benefits in kind paid to the company's corporate officers are detailed in section 15 of the present registration document.

1.5. Special Committees

The Board of Directors has three Special Committees: an Audit Committee, an Appointment and Remuneration Committee and an Investment and Acquisition Committee. Each committee is governed by an internal set of rules of procedure outlining its specific purpose and means of functioning, which was approved by the Board of Directors on 25 July 2008 and updated on 12 March 2010 to comply with the latest recommendations set forth in the AFEP/MEDEF code.

The Audit Committee

The Audit Committee is made up of four members specialised in finance and accounting, three of which are directors of the Board. In accordance with the internal regulations of the Board, over two thirds of the directors are independent.

The members of the Audit Committee are:

- Mr Jacques-Etienne de T'Serclaes (Independent Director and Chairman of the Audit Committee)
- Mr Roger Alibault, (Director)
- Mr Michel Sénamaud (Independent Director)
- Mr Thomas de Villeneuve (Censor).

In compliance with the ordinance of 8 December 2008 and the recommendations issued by the AMF (Autorité des Marchés Financiers) on 22 July 2010 concerning Audit-Committee work-group reports, the committee is responsible for the monitoring of issues relative to the preparation and control of accounting and financial information.

The purpose of the Audit Committee is therefore to support the Board of Directors regarding the accuracy and reliability of the consolidated financial statements and oversees the quality of internal controls and the financial information communicated both to shareholders and to the market. The committee reviews the annual consolidated and company financial statements and notably assesses the relevance and continuity of the accounting principles and regulations used in drawing up the accounts. It also ensures that the procedures used for the elaboration of financial data are respected.

The Audit Committee examines risks that could have a major impact on the Group's accounting and financial information and gives its opinion on the organisation of the internal audit department, the work carried out and its work plan.

The committee also monitors the regulations applying to the statutory audit of the annual and consolidated financial statements, ensures that the rules governing the independence of the statutory auditors are respected and gives its opinion on the choice of auditors and their fees.

In 2011, the Audit Committee met 6 times. The attendance rate was 100%. The CFO and Internal Audit Director, as well as the statutory auditors, take part in Audit Committee meetings.

Preparatory meetings are held before the official meetings to review the items on the agenda. The Audit Committee ensures that all participants receive the necessary documentation at least three days before the scheduled meeting.

At the beginning of these meetings, the members of the Audit Committee meet with the Statutory Auditors, without any management officials being present.

The main points examined by the Audit Committee were:

- the 2010 full-year and the 2011 interim and quarterly financial statements, and more generally, the company's financial communication
- preparation procedures for the elaboration of the financial statements
- Group subsidiary disposals, notably Arthur D. Little, Hilson Moran UK and Altran Do Brazil
- the Group's cash and debt positions and its bank covenants

- major risks resulting from significant litigations
- risks related to intangible assets (goodwill, trademarks, etc.)
- the risk map
- the internal audit work plans and findings
- the independence of the statutory auditors
- statutory auditors' fees
- the Chairman's report on internal controls in 2010
- the Audit Committee's self-assessment survey.

The Audit Committee reviewed the present report for the first time at the committee meeting held on 8 March 2012 to examine the Group's 2011 annual financial statements.

Every year, the Audit Committee carries out a self-assessment survey based on the responses of its members to a questionnaire designed to evaluate the composition, procedures and efficiency of the committee. The action plans, based on the results of this self-assessment survey, are monitored and evaluated.

The Appointment and Remuneration Committee

The Appointment and Remuneration Committee was operational throughout 2011.

The committee comprises five members, of which at least half are independent directors, in compliance with the internal regulations of the Board of Directors:

- Mr Dominique de Calan (Independent Director and Chairman of the Appointment and Remuneration Committee)
- Mr Jean-Pierre Alix (Director)
- Mr Gilles Rigal (Director)
- Mr Michel Sénamaud (Independent Director)
- Mr Jacques-Etienne de T'Serclaes (Independent Director)

The Committee advises the Board of Directors on the subject of appointments and the allocation and amount of compensation and benefits in kind paid to members of the Board, the Chairman, the Chief Executive, the Executive Vice Presidents and the Deputy Managing Directors. The Committee also makes recommendations as to the total and individual amount of attendance fees to be paid to Board members, as well as the allocation of stock-options, free share plans and employee profit-sharing schemes.

Qualification for independent-director status was debated by the Appointment and Remuneration Committee. Upon the recommendation of the Committee, the status of independent directors was reviewed by the Board of Directors on 10 March 2011 and 31 January 2012.

In 2011, the Committee met 7 times, with an attendance rate of 97%.

The Investment and Acquisition Committee

The Investment and Acquisition Committee has been operational since July 2008.

It is made up of 5 members:

- Mr Philippe Salle, Director and Committee Chairman since 10 June 2011, when he replaced Mr Yves de Chaisemartin
- Mr Jean-Pierre Alix (Director)
- Mrs Monique Cohen (Director)
- Mr Gilles Rigal (Director)
- Mr Jacques-Etienne de T'Serclaes (Independent Director)

The purpose of the Investment and Acquisition Committee is to put forward recommendations concerning the main strategic guidelines of the Group in order to foster the development of Altran's existing activities, as well as its new operations in France and abroad. The committee assesses the company's organic and external growth policies, strategic cooperation projects and investment and divestment projects that could have a significant impact on the group.

In 2011, the committee met 5 times, with an attendance rate of 92%.

2. Conditions of Shareholder participation at Shareholders' General Meetings

The functioning of the Shareholders' General Meeting, its main powers, shareholders' rights and the conditions for exercising these rights are presented in Articles 9 and 19 of the Articles of Association.

3. Elements likely to impact Altran in the event of a takeover bid

Information concerning the Group's capital structure and elements that could impact Altran in the event of a takeover bid (as provided for in article L. 225-100-3 of the French Commercial Code) are detailed in chapter 21 of the present registration document.

4. Internal controls and accounting and financial information systems

Altran has adopted the guidelines laid down by the Autorité des Marchés Financiers (AMF) as the framework for the Group's internal control system and for the preparation of this Registration Document.

Procedures used in the preparation of this report included interviews as well as an analysis of the internal-audit and statutory-audit reports.

The internal control system defined by the company and implemented under its responsibility aims to ensure:

- compliance with the laws and regulations in force
- the implementation of the instructions and directives given by General Management

- the correct functioning of the Group's internal procedures, notably those related to the security of its assets
- the reliability of financial information

The internal control system thus helps the Group to monitor its activities, optimise its operations and use its resources efficiently.

By helping Altran anticipate and keep a check on the risks that could prevent it from achieving its objectives, this system plays a key role in enabling the company to conduct and monitor its different activities.

Like any other control system, however, this can monitor risks to a certain extent but, under no circumstances, can it guarantee total risk control.

According to the AMF internal control reference framework, internal control systems require the following components:

- an organisational structure with clearly-defined responsibilities, access to adequate resources and competencies, and which is supported by appropriate procedures and means of functioning, as well as information systems, tools and practices
- the in-house distribution of relevant and reliable information enabling those involved to exercise their responsibilities
- a system geared to 1/ identifying and analysing the main risks related to the company's objectives and 2/ ensuring that the procedures needed to manage these risks are in place
- control activities corresponding to the specific implications of each procedure and which are designed to limit related risks that could prevent the company from attaining its objectives
- the permanent monitoring of the internal control system and regular assessment of its functioning to allow for the modification of the internal control tool if necessary.

Altran has gradually built up its internal control system by setting up the structures necessary to define its internal control procedures, and to standardise and strengthen the security of its IT systems used for accounting and financial data.

4.1. Organisation, IT systems and procedures

4.1.1. Organisation

Within the context of the Group's 2012-2015 Strategic Plan, management has opted to:

- Focus investments on six European countries: Germany, Belgium, Spain, France, Italy and the UK, while strengthening its presence in the other European countries
- Manage globally four industrial divisions at the international level: Automotive, Infrastructure & Transportation (AIT), Aeronautics, Space & Defence (ASD), Energy & Healthcare and Telecoms
- Reinforce the global development of two of its expert solutions: Product Lifecycle Management and Embedded & Critical Systems.

This strategic refocusing will enable Altran to capitalise on its strengths and consolidate its position as European leader in engineering and innovation consulting, a status the Group has earned by its very size on this still highly fragmented market.

Growth will also be fostered by the development of technological innovation in the most advanced emerging countries. Initially, focus will be on China where the Group aims to forge partnerships, as well as on India where Altran intends to develop its offshore platform.

To implement this strategy, Altran has set up of a new and more functional organisational structure centred on twelve major projects, focused on efficiency optimisation, client-based services, staff loyalty and margin enhancement.

Group governance having thus changed, the members of the Executive Committee include:

- the Chairman and Chief Executive
- the Executive Vice-President for the Southern zone
- the Executive Vice-President for the Northern zone
- the Deputy Managing Director in charge of ISBD (Industries, Solutions, Business Development)
- the Deputy Managing Director and CFO
- the Director of the Group's Human Resources.

In addition, Altran's Management Committee is made up of members of the Executive Committee, the Executive Directors of the Geographies, Industries and Solutions divisions, as well as the Group's purchasing, communications, legal, marketing, information systems and technical Directors.

4.1.2. Information systems

In 2011, Altran pursued its programme to standardise and upgrade the group's IT systems architecture.

At the Group level, the implementation of the Magnitude account-reporting and consolidation tool throughout all of the subsidiaries allowed Altran to centralise communication and build-up a common database. The switchover to the new version of Magnitude (BFC) has enabled the Group to develop new reporting functionalities.

For its French activities (excluding Arthur D. Little), the company has standardised its accounting, payroll and IT-Systems management procedures by using single applications in all cases to facilitate operational data exchange.

For its European subsidiaries (excluding France and Arthur D. Little), the company has implemented one application for all countries (with the exception of the UK and Italy) to monitor projects, billing and accounting.

With regards Human Resources, since 2009, Altran has progressively rolled out an integrated software system for recruitment and internal skills management. This tool gives the Group's European subsidiaries access to a common data base and is designed to pool recruitment procedures.

The objective underlying the progressive upgrading and rationalisation of the IT tool is to improve the structure of the Group's internal control system.

4.1.3. Procedures

The efficiency of Altran's corporate governance, both at the Group and subsidiary level, depends on the extent to which the internal control procedures are respected.

Framework for key controls and self-assessment

Altran has implemented a framework establishing guidelines to identify all of the controls for the company procedures deemed critical by management. This allows for the modelling of the company's internal control system into key procedures and sub-procedures.

On the basis of this internal-control framework, the Group introduced an annual internal control self-assessment questionnaire for the operating-entity procedures considered by management as crucial. This enables subsidiaries to better assess risks and to adhere to a continuous improvement plan in order to achieve Group objectives.

The internal audit analyses the self-assessment questionnaires completed by the management teams of Altran's subsidiaries, support functions and shared services centres and draws up specific plans of action on the basis of the findings.

Procedures for the elaboration of accounting and financial data

Altran has implemented a rigorous set of procedures to ensure the efficient treatment of management accounting and financial information (budgets, reporting, consolidation, management control and results communication). These procedures are designed to generate information that is reliable and compliant with legal and regulatory specifications and the company's own standards, as well as to protect Altran's assets.

The procedure developed by the Group for approving the accounts based on a set of rules that guarantee the reliability and the accuracy of the approved financial statements.

This procedure is completed by additional notes and instructions from the Group's Accounting Department on specific subjects, such as the company's accounting calendar (closing dates), methods for intra-group reconciliation, specific points related to complex subjects, and new internal procedures to be implemented, etc. These notes are sent to Altran subsidiaries at the end of each closing period.

Altran's Corporate Accounting Methods Guide outlines the main accounting principles employed within the Group, and the accounting methods used to treat the most important operations.

The Group uses a combined consolidation/reporting tool, BFC (the latest version of Magnitude) for the treatment of financial in formation, which ensures the reliability, regularity and exhaustiveness of the data processed. The subsidiaries prepare individual financial statements that are consolidated at the Group level, without sacrificing their consolidation status.

Under the aegis of the Management Control Department, Altran's operating managers are involved in the preparation of the Group's budget, which is based on strategic recommendations passed down by General Management. Budgets for each of Altran's regional markets are drawn up and reviewed, in conjunction with the Executive Committee, to assess and control the risks most likely to have an impact on the elaboration of accounting and financial information published by the Group. Rolling forecasts to update full-year estimates are carried out on a monthly basis by General Management. These forecasts are included in the monthly management report for General Management.

Other Group procedures

Altran implemented a policy in 2008 which defines the level of commitments authorised for all Group entities. The operating scope of these commitments covers all activities: business proposals, contractualisation, recruitment and investment.

Since end-2010, offers and contracts involving a certain degree of risk, both at the quantitative level (in terms of sales) and the qualitative level (in terms of commitments or specific constraints) are reviewed weekly by the Project Approval Committee (PAC). The committee, which is made up of representatives of the financial, legal and technical divisions, as well as the executive directors concerned by the cases presented, acts on behalf of the Executive Committee.

4.2. Distribution of information within the Group

A page dedicated to internal control procedures on Altran's Intranet site gives the Group's collaborators and its operational and functional managers real-time access to the company's internal control procedures. On a wider scale, all Altran staff members have access to a dedicated Intranet site designed to facilitate communication and the pooling of information.

The internal control procedure framework and the specific notes and instructions related to the approval of the financial statements enable Group subsidiaries to receive reliable and accurate accounting and financial information.

The reporting system used by all of the Group's operating entities to communicate operating performances as well as accounting and financial data on a monthly, quarterly and yearly basis, provides General Management and the Operational and Functional divisions with reliable and accurate information.

4.3. Risk management

Altran's risk map is updated every year.

This risk identification process is based on interviews with Group management officials, as well as the results of work carried out in 2011. The findings of the 2011 risk identification procedure were submitted to the Audit Committee.

Year-on-year risk trends are factored into the internal audit plan.

The main risk factors identified, as well as risk management procedures, are described in section 4 of the present registration document.

4.4. Control procedures

The Operational and Functional divisions implement the appropriate controls designed to meet Group objectives.

The reporting system implemented throughout the Group to communicate budget, operating, accounting and financial information is geared to providing an efficient control of the activities of the Group's subsidiaries and their respective managements.

The budget is discussed at the Operational and General-Management levels, and is based on the strategic focus adopted by General Management.

Accounting and financial information controls are carried out via consolidation and reporting procedures. These controls may be implemented automatically via the combined consolidation/reporting tool, BFC, or via analyses carried out by the different divisions of the financial department.

A review of the fiscal situation in the countries where Altran operates is centralised by the Group's tax department which co-ordinates the preparation of tax returns while respecting the fiscal regulations and legislation in force.

4.5. Permanent internal control monitoring

The Board of Directors

The Board of Directors helps monitor the Group's internal controls, notably in terms of the work carried out and the progress reports submitted by the special committees. The Board monitors operating management issues by reviewing reports on sales, accounts, the budget, acquisitions, disposals and major projects, as well as the preparation of annual General Meetings. In addition, the Board monitors the main trends in terms of shareholder policy, employee ownership, the Group's development strategy and corporate governance regulations. Furthermore, the Board of Directors guarantees the correct functioning of the governing bodies and, in this respect, examines all questions relative to appointments.

The Audit Committee

The Audit Committee is regularly informed on the development of the Group's internal control framework. It approves the work plans drawn up for the annual internal audit, reviews the main conclusions of the internal audit once completed and notably examines significant off-balance sheet risks and commitments.

General Management

Internal controls are set up by management under the aegis of General Management which helps to define the internal control system that is best adapted to the company's situation and activities, and to implement and monitor the internal control tool. In this context, General Management is regularly informed of operating difficulties (malfunctions, inadequacies, main incidents observed, etc.) as well as in-house audits, and presents its findings to the Board with a recommendation of necessary corrections that need to be made.

Internal Audit

The role of the Internal Audit Department is two-fold: to assess internal control functions and perform the operational audit, for the purposes of enhancing the efficiency of operations and improving performance.

The Internal Audit department is accountable to the Chairman of the Board and, on his delegation, to the Audit Committee, regarding the functioning of internal controls. The Internal Audit department recommends measures to improve internal control procedures.

On the basis of the audit results, recommendations were put forward to improve the internal control procedures and operating efficiency of the processes audited. Based on these recommendations, plans of action are implemented under the aegis of each of the subsidiaries' management, and their application monitored by the internal audit department.

In addition to these tasks, the Internal Audit department organises an annual self-assessment survey designed to evaluate the internal control procedures of Altran's subsidiaries.

External Audit

Regarding external controls, as part of their mission to certify Altran's financial statements, the Group's statutory auditors, Deloitte and Mazars, perform controls to enhance the quality of the financial statements. In this context, no significant weaknesses in the internal controls were identified concerning the procedures used for the preparation and treatment of the Group's accounting and financial information.

Deloitte and Mazars are the statutory auditors for all of the entities in Altran's scope of consolidation for which an audit is legally required. They also provide an accounting review of the entities that are not bound by this legal requirement. Since Altran uses both of these statutory auditors for all of its operating entities, their findings can be easily communicated back to the Group. The work of the statutory auditors involves numerous exchanges with Altran's Financial Department, the Internal Audit Department and the Audit Committee.

Philippe Salle

Chairman of the Board of Directors

A2 Appendix 2

Human resources and environmental information

1. Staff

Altran Technologies had 6,612 employees as of 31 December 2011, of which 99.62% were employed on a permanent basis.

The company recruited 2,202 permanent employees and 57 employees were hired under fixed-duration contracts in 2011.

2. Redundancies

In 2011, there were 18 redundancies and 104 dismissals for other causes.

3. Overtime

Given that 94.96% of Altran's workforce benefit from executive status and, as such, a fixed quota of 218 working days per year, any significant amount of overtime is compensated on a time-off with pay (comp time) basis, in lieu of overtime pay, as set forth in the Syntec national agreement on the legal number of working hours in France.

Under this agreement, Altran's executive employees receive a quota of between 9 and 13 paid days-off (R.T.T.s) per annum.

This compares with 12 days per year for non-executive workers.

The implementation of this comp-time agreement means that the number of overtime hours is not significant.

4. Sub-contracted labour

At 31 December 2011, costs of sub-contracted labour through temporary employment amounted to €1,270,023.

5. Working hours

The standard working week is 35 hours.

However, most of the Group's executive employees work a fixed number of 218 days per year and a 38.5 hour working week, and are granted paid days off (R.T.T.s).

Out of a total of 6,612 employees, 213 work on a part-time basis.

6. Compensation and salary increases

In line with Group efforts to control wage costs, management pursued its strategy of personalised compensation in 2011. Annual performance reviews are now mandatory for all staff members.

Career Management Committees have been set up throughout all of Altran's subsidiaries and tools implemented to control staff costs.

7. Personnel expenses

Personnel costs totalled €270,518,893 in 2011.

Employee benefits accounted for €26,728,788 (of which €4,918,574 for health and complementary insurance and €21,810,215 for supplementary pension schemes).

8. Sexual equality in the workplace

There is still a difference in salary between Altran's male and female staff members, depending on the position held.

The company is pursuing its efforts to reduce the gap between men and women's salaries. Particular attention was paid to this issue at the annual mandatory salary negotiations.

9. Labour relations and collective agreements

In 2011, 93 meetings were held with:

- representatives from Altran's corporate works councils and the central works councils
- staff representatives from the Health, Safety and Working Conditions Committees
- staff representatives
- trade union representatives

In 2011, the Company signed:

- an agreement pertaining to "Solidarity Day 2011* (19/05/2011), an extra day worked in France to fund measures to help the elderly and disabled.
- an Economic and Social Unit (UES) agreement for the adoption of electronic voting at Altran (11/07/2011)
- a pre-electoral protocol agreement pertaining to the election of Works-Council and UES-staff representatives (20/09/2011) ;
- a ratification agreement for the unilateral commitment of Management (25/11/2011).

10. Company communications and data sharing

Altran has several tools in place to ensure the flow of information up and down the company. These include:

- An Intranet system
- a works council newsletter
- a bimonthly company newsletter
- human resources newsletters
- e-mail updates for Altran consultants on assignment
- meetings between staff members of the operating entities
- theme-based Business Unit conferences

Performance reviews are held regularly on a one-to-one basis between:

- consultants and their managers
- administrative or support staff and their Heads of department

Altran directors and managers also undergo performance reviews.

11. Legal disputes

In 2011, 66 disputes were settled out of court and 24 legal proceedings were started.

12. Hygiene and safety in the workplace

Altran Technologies' Hygiene, Safety and Working Conditions Committee met once in 2011

Further steps were taken by the Group to improve staff security and the working conditions of employees working on client sites.

13. Workplace and commuting accidents

27 lost-time accidents occurred in 2011. None of these accidents involved any temporary workers or service providers or resulted in permanent disability.

14. Work-related illnesses

In 2011, no work-related illnesses were reported to the French Social Security.

15. Training

In 2011, Altran Technologies allocated 2.20% of staff costs to continuing training schemes, representing a global budget of €5,930,000, of which:

- €3,434,000 for in and out-house training;
- €2,945,000 in contributions made to FAFIEC and the FONGECIF (vocational training-budget funds)

2,536 Altran Technologies' employees received a total of 59,700 hours of training.

Training costs were financed directly by Altran Technologies or via the FAFIEC training-budget fund, depending on the payments made by the company.

16. Disabled workers

In 2011, 23 employees, whose handicaps were recognised by COTOREP (the French body responsible for the recognition of disability status), were officially declared as being disabled.

17. Employee schemes

Altran Technologies allocated €1,319,194 to its works council in 2011 of which:

- €780,118 for employee schemes
- €539,076 to the operating budget.

18. Recourse to subcontractors

In 2011, outsourcing costs amounted to €70,228,326 for services provided to Altran through centralised agreements, secondment agreements and outside services.

19. Effect on community employment and regional development

Altran Technologies is aware of the effect that its businesses may have on local employment and regional development.

Furthermore, the Group provides a support system for its employees transferred to other sites which notably covers health and insurance benefits, repatriation assistance, and centralised processing for visa and work permit requests.

As far as outsourcing is concerned, Altran Technologies centralises the technical cooperation agreements of its subsidiaries.

The Group's foreign subsidiaries take into account the impact of their activities on regional development and the local population.

20. Group hiring policy

In 2011, Altran Technologies' recruitment strategy provided support for the sharp rebound in sales in a highly competitive job market.

As such, the Company hired 2,259 employees in 2011, mainly executive consultants on a permanent contract basis.

Altran Technologies' consultants are still hired on the basis of their expertise, communication skills and career potential. All of the Group's consultants and managers are graduates with a minimum of five years of university study.

Altran's consultants have a predominantly scientific background, whereas managers who have not made their way via internal promotion come from either scientific or management backgrounds.

In 2011, around 60% of the consultants hired were recruited within Altran's operating regions, notably in the southwest of France.

Given the particularly unfavourable impact of the economic crisis on the Automobile industry we have cut our recruitment estimates in this sector.

A3 Appendix 3

Statutory Auditors' Report

Statutory Auditors' Report on the Annual Financial Statements for the year ended 31 December 2011

This is a free translation into English of the statutory auditors' report on the financial statements issued in the French language and is provided solely for the convenience of English speaking users. The statutory auditors' report on the financial statements includes information specifically required by French law in all audit reports, whether modified or not. This information is presented below the opinion on the financial statements and includes explanatory paragraphs discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report on the financial statements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In accordance with our appointment as statutory auditors at your Annual General Meeting, we hereby report to you for the year ended December 31, 2011 on:

- the audit of the accompanying annual financial statements of Altran Technologies;
- the justification of our assessments;
- the specific verification and disclosures as required by law.

The annual financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the annual financial statements

We conducted our audit in accordance with professional practice standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the annual financial statements are free of material misstatement. An audit includes examining, using sample testing techniques or other selection methods, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating the overall financial statement presentation. We believe that the findings of our audit are sufficient and appropriate to provide a basis for our opinion.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at December 31, 2011 and of the results of its operations for the year then ended in accordance with French accounting regulations.

II. Justification of our assessments

In accordance with Article L. 823-9 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following items:

- As indicated in note 2.2 to the financial statements "Use of estimates", the preparation of the financial statements requires the use of estimates and assumptions. These estimates and assumptions are primarily used in the valuation of provisions for contingencies and losses and the preparation of business plans used to determine the value of equity investments and purchased goodwill.

Our procedures consisted in assessing the reasonableness of the data and assumptions on which the estimates are based.

These assessments were performed as part of our audit approach for the annual financial statements taken as a whole and contributed to the expression of our opinion in the first part of this report.

III. Specific verification and disclosures

We have also performed the specific verifications in accordance with the professional practice standards applicable in France.

We have no matters to report as to the fair presentation and consistency with the annual financial statements of the information provided in the Board of Directors' management report and in the documents addressed to the shareholders with respect to the company's financial position and the annual financial statements.

With respect to disclosures regarding the remuneration and benefits paid to directors and commitments made in their favour, pursuant to Article L.225-102-1 of the French Commercial Code, we have verified their consistency with the financial statements and the data used to prepare these financial statements and, where necessary, with the information collected from companies controlling your company or the companies controlled by your company. Based on our work, we attest to the accuracy and fairness of such information.

Pursuant to the law, we have verified that the management report contains the appropriate disclosures relating to the identity of shareholders, and the interests and votes held.

La Défense and Neuilly-sur-Seine, 16 March 2012

The Statutory Auditors

Mazars	Deloitte & Associés
Jérôme de Pastors	Philippe Battisti

Statutory Auditors' Report on the Consolidated Financial Statements for the year ended 31 December 2011

This is a free translation into English of the statutory auditors' report on the consolidated financial statements issued in the French language and is provided solely for the convenience of English speaking users. The statutory auditors' report on the consolidated financial statements includes information specifically required by French law in all audit reports, whether modified or not. This information is presented below the opinion on the consolidated financial statements and includes explanatory paragraphs discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were made for the purpose of issuing an audit opinion on the consolidated financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the consolidated financial statements.

This report on the consolidated financial statements should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In accordance with our appointment as statutory auditors at your Annual General Meeting, we hereby report to you for the year ended December 31, 2011 on:

- the audit of the accompanying consolidated financial statements of Altran Technologies;
- the justification of our assessments;
- the specific verification as required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the consolidated financial statements

We conducted our audit in accordance with professional practice standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, using sample testing techniques or other selection methods, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made, as well as evaluating the overall financial statement presentation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2011 and of the results of its operations for the year then ended in accordance with the IFRS standards as adopted by the European Union.

Without qualifying the above conclusion, we draw your attention to notes 4 and 6.10 which present the impacts on the consolidated financial statements of the classification of the Arthur D. Little sub-group's disposal under "discontinued operations".

II. Justification of our assessments

In accordance with Article L. 823-9 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following items:

- Goodwill is subject to impairment tests and is carried out according to the procedures described in note 1.8 of the appendix to the consolidated financial statements. We have reviewed the implementation of these impairment tests, checked the consistency of the assumptions adopted in the preparation of business plans used to perform these impairment tests and verified that the note provides an appropriate disclosure
- Deferred tax assets are analysed according to the methods described in note 1.19 of the appendix to the consolidated financial statements. We have reviewed the implementation of these analysis procedures, checked the consistency of the assumptions used to assess these deferred tax assets and verified that the note provides an appropriate disclosure
- Current and non-current provisions booked in the balance sheet were valued in accordance with accounting rules and methods described in note 1.16 in the appendix to the consolidated financial statements. Our assessment of these provisions is based on an analysis of the processes set up by management to identify and assess the risks.

These assessments were performed as part of our audit approach for the consolidated financial statements taken as a whole and contributed to the expression of our opinion in the first part of this report.

III. Specific verification

Pursuant to the law, we have also verified the information given in the Group's management report in accordance with the professional practice standards applicable in France.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

La Défense and Neuilly-sur-Seine, 16 March 2012
The Statutory Auditors

Mazars	Deloitte & Associés
Jérôme de Pastors	Philippe Battisti

Statutory Auditors' special Report on the regulated agreements and commitments

This is a free translation into English of the statutory auditors' special report on regulated agreements and commitments that is issued in the French language and is provided solely for the convenience of English speaking users. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

It should be understood that the agreements and commitments reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders,

As your company's statutory Auditors we hereby report to you on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements and commitments, if any. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code, to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Furthermore, our role is also to provide you with the information stipulated in article R.225-31 of the French Commercial Code relating to the implementation during the past year of agreements and commitments previously approved by the Shareholders' Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional rules of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux comptes*) relating to this engagement. These procedures involved verifying that the information provided to us was consistent with the underlying documents.

Regulated agreements and commitments submitted to the approval of the Annual Shareholders' meeting

Agreements and commitments authorised during the year

Pursuant to article L. 225-40 of the French Commercial Code we have been advised of the following regulated agreement and commitment that had been authorised by your Board of Directors prior to signature.

Receivables purchase agreement concluded with GMTS

On 23 December 2011, your company acquired receivables of Global Management Treasury Services (GMTS), an 80%-held subsidiary of Altran Technologies, towards Arthur D. Little Services SAS amounting to EUR 122,500,000. This agreement has been authorised by your Board of Directors on 20 December 2011 prior to signature.

Company officer involved: Philippe Salle, Chairman of the Board and Chief Executive of Altran Technologies and the representative of Altran Technologies as co-manager of GMTS.

Regulated agreements and commitments not authorised prior to their signature

Pursuant to articles L. 225-42 and L. 823-12 of the French Commercial Code, we hereby report to you that the following regulated agreements and commitments had not been authorised by your Board of Directors prior to signature.

It is also our duty to report to you circumstances under which such regulated agreements and commitments had not been previously authorised.

Loan waiver convention concluded with Altran UK Limited

On 30 December, 2011, your company conceded a loan waiver amounting to GBP 8,000,000 to Altran UK Ltd. its 100% held subsidiary

The absence of prior authorisation, by your Board of Directors of this regulated agreement results from an omission. We hereby indicate that your Board of Directors decided to approve the agreement during its meeting held on 8 March, 2012.

Company officer involved: Philippe Salle, Chairman of the Board and Chief Executive of Altran Technologies and Director of Altran UK Ltd.

Regulated agreements and commitments previously approved by the Shareholders' meeting

Pursuant to Article R. 225-30 of the French Commercial Code, we hereby report to you that the following regulated agreements and commitments which had been approved by shareholders' meetings prior to 2011, remained in force during the year.

Loan waiver agreement concluded with GMTS

On 31 December, 2010, your company conceded a loan waiver amounting to 9,600,000 to Global Management Treasury Services (GMTS), an 80%-held subsidiary of Altran Technologies. This debt waiver agreement also contains a return to better fortune clause (claw back provision) which will become active as soon as GMTS reports a year-end equity position of over 9,600,000 excluding share capital.

La Défense and Neuilly-sur-Seine, 16 March 2012
The Statutory Auditors

Mazars	**Deloitte & Associés**
Jérôme de Pastors	Philippe Battisti

Statutory Auditors' Report prepared in accordance with Article L. 225-235 of the French Commercial Code on the report of the Chairman of the Board of ALTRAN TECHNOLOGIES

This is a free translation into English of the statutory auditors' report issued in French prepared in accordance with Article L.225-235 of the French commercial code on the report prepared by the Chairman of the Board on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information issued in French and is provided solely for the convenience of English speaking readers.

This report should be read in conjunction with, and is construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as Statutory Auditors of ALTRAN TECHNOLOGIES and in accordance with article L. 225-235 of the French Commercial Code, we hereby present our report dealing with the report prepared by the Chairman of your company in accordance with article L. 225-37 of the French Commercial Code for the financial year ending 31 December 2011.

The Chairman is responsible for preparing and submitting for the approval of the board of directors a report describing the internal control and risk management procedures implemented by the company and containing the other disclosures required by article *L. 225-37* of the French commercial code dealing in particular with corporate governance.

It is our responsibility to:

- communicate to you any observations we may have as to the information contained in the Chairman's report and relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information; and
- attest that the report includes the other disclosures required by article L. 225-37 of the French Commercial Code. It should be noted that we are not responsible for verifying the fair presentation of those other disclosures.

We have performed our work in accordance with the professional standards applicable in France.

Information relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information

Our professional standards require the application of procedures designed to assess the fair presentation of the information contained in the Chairman's report and relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information.

Those procedures mainly consisted in:

- obtaining an understanding of the underlying internal control and risk management procedures in the area of the preparation and processing of financial and accounting information presented in the Chairman's report, and of the related documentation;
- obtaining an understanding of the work performed as a basis for preparing that information and the existing documentation;
- determining if any major internal control weaknesses in the area of the preparation and processing of financial and accounting information identified by us during the course of our engagement have been appropriately disclosed in the Chairman's report.

Conclusions regarding information relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information

On the basis of the procedures performed, we have nothing to report on the information relating to the company's internal control and risk management procedures in the area of the preparation and processing of financial and accounting information contained in the report of the Chairman of the Board of Directors, prepared in accordance with article L. 225-37 of the French Commercial Code.

Other disclosures

We hereby attest that the report of the Chairman of the Board of Directors includes the other disclosures required by article L. 225-37 of the French Commercial Code.

La Défense and Neuilly-sur-Seine, 16 March 2012
The Statutory Auditors

Mazars	**Deloitte & Associés**
Jérôme de Pastors	Philippe Battisti

A4

Appendix 4

Statutory auditors' fees

(in thousands of euros)	Mazars				Deloitte			
	Gross amount		(%)		Gross amount		(%)	
	2010	2011	2010	2011	2010	2011	2010	2011
Audit								
Statutory Auditor, certification, validation of corporate and consolidated year-end financial statements[a]	1,059	1,028	93%	94%	1,193	1,087	83%	98.7%
Altran Technologies S.A.	453	453			487	453		
Subsidiaries	606	575			706	634		
Other duties and services directly related to the statutory auditor's mission[b]	63	68	7%	6%	243	11	17%	1%
Altran Technologies S.A.					195	4		
Subsidiaries	63	68			48	7		
Sub-total (I)	**1,122**	**1,096**	**100%**	**100%**	**1,436**	**1,098**	**100%**	**99.7%**
Other services rendered to subsidiaries								
Legal, taxation, corporate[c]						3		0.3%
Other[d]								
Sub-total (II)						**3**		**0.3%**
TOTAL = (I) + (II)	**1,122**	**1,096**	**100%**	**100%**	**1,436**	**1101**	**100%**	**100%**

(a) Audit services include all services invoiced by the statutory auditors for the audit of consolidated year-end financial statements and services provided by these auditors as required under legal or regulatory obligations or with regard to the Group's commitments. They particularly include a review of the interim financial statements of the company and its subsidiaries.

(b) Other services related to the statutory auditors' mission and involving, for example, consultations on the matter of accounting standards applicable with regard to the publication of financial information and due diligence required with regard to acquisitions.

(c) Taxation consultations represent all services concerning compliance with taxation regulations and fiscal advice provided with regard to actual or potential transactions, payroll processing for expatriated employees and the analysis of transfer prices.

(d) Other services include consulting provided on matters such as HR, cost-cutting measures and asset valuations for the purpose of disposals, in accordance with the provisions of Article 24 of the Code of Ethics.

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Appendix 5

Appendix 5.1 2011 registration document cross-reference table

The cross-reference table below refers to the main articles required under European Commission Regulation (EC) n⁰ 809-2004 implementing the Prospectus Directive.

Appendix 5.2 Cross-reference table with annual financial report

The present registration document contains all the information in the financial report in accordance with articles L.451-1-2 of the French Monetary and Financial Code and as required under Article 222-3 of the General Regulations of the *Autorité Monitaire Française* (AMF). The elements of the financial report are listed in the table below.

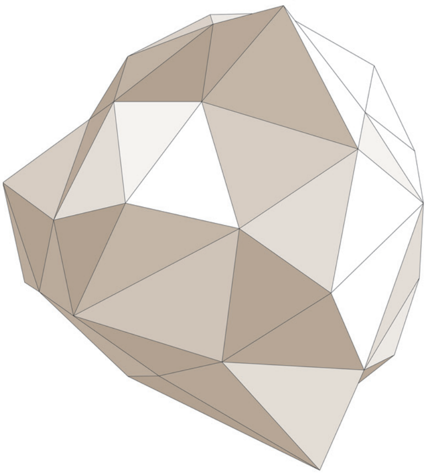
Appendix 5.3 Reference documents

Pursuant to Article 28 of European Commission Regulation (EC) No. 809/2004, the following information is incorporated in this registration document:

- The Company management report, the Company financial statements and the statutory auditors' reports on these annual financial statements, as well as the consolidated financial statements and the statutory auditors' report on the consolidated financial statements for the 2010 fiscal year. These reports are presented on pages 27 to 195 of the 2010 Registration Document, filed with the AMF on 20 April 2011 under number D.11-0343.
- The Company management report, the company financial statements and the statutory auditors' reports on these annual financial statements, as well as the consolidated financial statements and the statutory auditors' report on the consolidated financial statements for the 2009 fiscal year. These reports are presented on pages 29 to 201 of the 2009 registration document, filed with the AMF on 12 April 2010 under number D.10-0245;
- The Company management report, as the Company financial statements and the statutory auditors' reports on these annual financial statements, as well as the consolidated financial statements and the statutory auditors' report on the consolidated financial statements for the 2008 fiscal year. These reports are presented on pages 23 to 206 of the 2008 Registration Document, filed with the AMF on 23 April 2009 under number D.09-0300.

The above-mentioned documents are available on the AMF website (www.amf-france.org) and on the issuer's website (www.altran.com)

INNOVATION MAKERS



ALTRAN TECHNOLOGIES
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