2014
REGISTRATION DOCUMENT
—
INCLUDING THE ANNUAL FINANCIAL REPORT

PATHWAYS TO INNOVATION

altran

contents

01 Persons Responsible 3

02 Statutory Auditors 5

03 Selected financial information 7

04 Risks 11

05 Company information 19

06 Information about the Group's businesses 21

07 Organisational chart 27

08 Property, plant and equipment 29

09 Financial statements – Management Report 31

10 Cash and capital resources 57

11 Research and Development 59

12 Trends 61

13 Forecasts 63

14 Board of Directors and executive officers 65

15 Compensation and benefits 81

16 Practices of the corporate bodies 87

17 Employees 89

18 Major shareholders 93

19 Related-party transactions 101

20 Financial information concerning the Group's assets and liabilities, financial situation and financial statements 103

21 Additional information 183

22 Material contracts 193

23 Third-party information, expert statements, and declarations of interests 195

24 Documents made available to the public 197

25 Information on equity holdings 199

A1 Appendix 1
Chairman's Report at year ending 31 December 2014 201

A2 Appendix 2
Human resources and environmental information 209

A3 Appendix 3
Statutory Auditors' Reports 211

A4 Appendix 4
Statutory-auditor fees 221

A5 Appendix 5
Appendix 5.1 – Registration Document cross-reference table 223
Appendix 5.2 – Cross-reference table with the Annual Financial Report 224
Appendix 5.3 - Summary table: application follow-up of AFEP-MEDEF recommendations 225
Appendix 5.4 – Reference Documents 226

2014 Registration Document

2014 Registration Document including the Annual Financial Report
filed with the AMF on 31 March 2015.

"This 2014 Registration Document was filed with the French financial markets authority (AMF) on 31 March 2015 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)*.

Persons Responsible

01

Statement by the person responsible for the 2014 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 situation and the results of the Company and all entities in its scope of consolidation, and that the Management Report (section 9) presents a faithful summary of the businesses, results and financial situation, 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 ending at 31 December 2014 is given in appendix 3 of the present Registration Document. This is an unqualified opinion and contains no observations. The Statutory Auditors' Report on the annual financial statements for the same fiscal year 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 annual financial statements for fiscal years ended 31 December 2012 and 31 December 2013 are given in appendix 3 of the 2012 and 2013 Registration Documents filed respectively with the AMF on 8 April 2013 and 31 March 2014 under numbers D.13-0312 and D.14-0238. These Statutory Auditors' Reports contain no qualifications or observations, with the exception of the Report on the consolidated financial statements for the fiscal year ended 31 December 2013 which contains an observation on the impacts of the change in accounting method arising from the adoption of IAS 19R on employee benefits.

Philippe SALLE

Chairman and Chief Executive

Person responsible for financial information

Olivier ALDRIN

Executive Vice-President and CFO

Tel.: +33 (0)1 46 41 72 16

Email: comfi@altran.com

Statutory Auditors

02

Statutory Auditors

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

Deloitte & Associés

Represented 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.

Mazars

Represented by Mr Jean-Luc Barlet

Tour Exaltis – 61, rue Henri Régnault
92075 La Défense Cedex

First appointed: 29 June 2005.

Mandate expires: at the 2020 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2019.

Substitute Statutory Auditors

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

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.

Mr Olivier Thireau

Tour Exaltis – 61, rue Henri Régnault
92075 La Défense Cedex

First appointed: 28 June 2013.

Mandate expires: at the 2020 Annual General Meeting held to approve the financial statements for the fiscal year ending 31 December 2019.

Selected financial information

03

Publication of 2014 annual results

Strong growth in earnings and free cash flow

- **Operating income on ordinary activities: €165m (+15,1% on 2013);**
- **Earnings: €83m (+25.4% on 2013);**
- **Free cash flow[1]: €115m (+129% on 2013 level of €50m);**
- **Proposed shareholder payout: €0.15 per share (+36% on 2013).**

Commenting on Altran's 2014 results, Group Chairman and Chief Executive Philippe Salle stated: *"In 2014, Altran's full-year results continued to reflect strong growth in line with the 2015 Strategic Plan. Thanks to the quality of its teams and unique positioning on the outsourced R&D market, the Group can achieve its strategic objectives in a market that has not yet peaked. With the exception of Germany where performances suffered from exceptional measures taken by one of our clients in the Aeronautics sector, all of the Group's core countries generated operating income on ordinary activities above 10%. This trend has continued into the first months of 2015. The Group therefore expects to see another year of profitable growth and is fully equipped in terms of leverage and expertise to announce, at the end of the year, a new ambitious 2020 plan based on its very solid organisational and financial structure. In addition, with net financial debt of only €37m and a treasure chest of €444m at end-2014, the Group has the financial means to achieve its ambitions."*

(in millions of euros)	2014	2013	
Revenues	**1,756.3**	**1,632.8**	**7.6%**
Gross margin	503.1	453.6	10.9%
As a % of sales	*28.6%*	*27.8%*	-
Overheads	(338.5)	(310.6)	9.0%
Operating income on ordinary activities	**164.6**	**143.0**	**15.1%**
As a % of sales	*9.4%*	*8.8%*	-
Other non-recurring operating income and expenses	(28.8)	(35.8)	-
Amortisation of customer-relationship intangible assets	(3.8)	(2.1)	-
Operating income	**132.0**	**105.1**	**25.6%**
Financial income (charges)	5.7	(12.9)	
Tax income/Charges	(43.5)	(26.4)	-
Minority interests	-	-	-
Net income	**82.5**	**65.8**	**25.4%**
EPS *(in euros)*	**0.47**	**0.40**	**-**

(1) Free Cash-Flow: (Ebit + depreciation and amortisation) – exceptional costs – tax – Capex +/– changes in WCR.

2014 results

The consolidated financial statements were approved by the Board of Directors on 11 March 2015.

The Statutory Auditors' Report on the consolidated financial statements for the fiscal year ended 31 December is an unqualified opinion and contains no observations. The Statutory Auditors' Report on the annual financial statements for the same fiscal year is an unqualified opinion and contains no observations.

Consolidated 2014 revenues increased 7.6% on year-earlier levels to €1,756m, implying economic growth[(1)] of 3.5% over the period. By region, Group revenues advanced 3.5% in France, 10.0% in Southern Europe, and 5.2% in the Rest of the World zone. Performances in Northern Europe narrowed 1.0% due to sluggish trading conditions in the German Aeronautics sector.

As a percentage of sales, the **consolidated gross margin** came out at 28.6% in 2014, up more than 80 basis points year-on-year. This increase stems directly from sustained growth in the invoicing rate, which widened to 86.5% in 2014 from 84.7% in 2013. This essential performance indicator has been improving steadily as of 2011 when Altran implemented its productivity-improvement plan and notably since the beginning of 2013 when productivity enhancement measures were intensified.

Operating income on ordinary activities increased to €165m, equivalent to 9.4% of sales, vs. €143m in 2013 (8.8% of sales). Note that, excluding Germany where performances were penalised by tough trading conditions, consolidated operating income on ordinary activities as a percentage of sales comes out at 10.4%.

Operating income rose 25.6% year-on-year to €132m, underpinned by the decline in non-recurring charges linked to the productivity-improvement plan, launched in 2013 and completed at the end of 2014.

Financial expenditure narrowed to –€5.7m, a sharp improvement on the end-2013 level of –€12.9m stemming mainly from the renegotiation of the Group's borrowing facilities and a favourable currency impact.

Net income attributable to the Group rose 25% from €65.8m in 2013 to €82.5m.

Free cash flow and DSO

Free cash flow generation is one of Altran's three key financial objectives. In 2014, the Group generated free cash flow of +€114.7m, reflecting a sharp increase of +129% on the year-earlier level of +€50.1m. This performance was achieved on the back of the steady improvement in **DSO** levels, which narrowed from 83.5 to 81 days year-on-year, as well as the low level of net disbursements on non-recurring elements (outlays of €34m vs. inflows of €28m).

Note that the level of free cash flow generated by the Group in 2014 represents an EBITA conversion rate of 70%.

Net debt and gearing

Thanks to strong cash flow generation in 2014 the Group was able to contain debt at the very low level of –€37m (relatively stable on the 2013 level of –€26m) and finance more than €100m in acquisitions, €19m in shareholder payouts and €8m in share buy-backs.

In addition, with a treasure chest of €444m at 31 December 2014, the Group has strengthened its capacity to finalise the 2015 Strategic Plan and envisages even more ambitious objectives for its 2020 Strategic Plan.

(1) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

Shareholder payout proposal

At the General Shareholders Meeting on 30 April 2015, the Board of Directors of Altran Technologies will propose the distribution of a €0.15 per-share payout to be financed from the share premium account. This represents a 36% increase on the 2013 payout of €0.11 per share.

Outlook

While the Group's financial performance is in line with the 2015 Strategic Plan in terms of profitability, the level of cash flow generated by the Group in 2014 has surpassed its objectives.

Based on the information currently at its disposal, Altran management believes that 2015 will be another year of significant growth for the Company.

Other information

On 10 March 2015, Altran completed the acquisition of 100% of Nspyre, the leading Dutch specialist in R&D and High Technology services. With a permanent staff of 680 employees specialised in software development and mechanical engineering, Nspyre adds value to key players in the High Tech, Infrastructure, Automotive, Industry and Energy & Utilities sectors.

The acquisition of Nspyre is in line with the Group's strategic objectives and will reinforce the Altran Intelligent Systems and Lifecycle Experience solutions. With a current workforce of 1,800 employees in the Benelux countries (of which 1,000 in the Netherlands), Altran is now the leading innovation and high-technology engineering consulting company in this region.

Risks

04

4.1	Risks specific to the Group's activity	11	**4.5**	Intangible asset risk	16
4.2	Liquidity risk	14	**4.6**	Environment risk	17
4.3	Interest rate risk	15	**4.7**	Legal and fiscal risks	17
4.4.	Exchange-rate risk	16	**4.8**	Investment risk	17

The Group reviewed the main downside risks that could impair its revenues, financial situation and results. These risks are outlined below.

4.1 Risks specific to the Group's activity

Risks linked to the Innovation and Advanced Engineering Consulting market

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

Comparative trends in revenue contributions (as a percentage of consolidated sales) of the Group's main clients since 2012 are given in the table below:

	2012	2013	2014
Top three clients	17.2%	19.7%	18.4%
Top five clients	21.3%	23.7%	23.4%
Top ten clients	30.6%	32.9%	33.2%
Top fifty clients	62.2%	64.7%	63.6%

The Group considers that 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 regard to any given client.

The consulting market for Innovation and Advanced Engineering is nevertheless subject to rapid change, underpinned mainly by technological innovation, changing trends in customer demand, the increasing globalisation of major industrial groups, and changes in invoicing methods and contractual commitments. The Company's performance therefore depends on the Group's ability to adapt to constant changes in the sector, master technological tools and provide services tailored to meet its clients' needs.

In addition, activity trends in the Innovation and Advanced Engineering sector are underpinned by outsourced R&D expenditure of contractor clients. Trends in R&D budgets are exposed not only to economic fluctuations, which are essentially pegged to GDP levels in a given geographical zone, but also to production trends in industrial sectors where declines during periods of severe economic slowdown can be sharper than for GDP. R&D spending also depends on outsourcing rates which vary according to the clientele because of cultural reasons or different business models, or due to the level of maturity of a given geographical zone and industrial sector.

The Innovation and Advanced Engineering consulting market has seen a significant change in the type of contracts signed with major clients over the last five years. This is particularly the case for clients who have implemented rigorous procurement policies to reduce the number of partners and service providers. This shift in strategy is an opportunity for companies capable of developing a global offering at the international level. As such, Altran has significantly strengthened its positions with many of its clients.

Conversely, however, the impact of losing a contract offering approved-supplier status with a major customer could be more damaging and longer-lasting than for the types of contracts used in the past.

In the still-fragmented Innovation and Advanced Engineering Consulting segment there is a move towards consolidation. Certain rivals with potentially greater financial, commercial, technical and human resources than the Group could forge long-term, strategic or contractual relationships with the Group's existing or potential clients on markets where Altran operates or is looking to expand. Keener competition or a sharp deterioration in the outlook for the Group's markets, therefore, could have an impact on the Group's market share and growth prospects.

Risk of bad and doubtful debt

The risk of bad and doubtful debt has always been limited for Altran. 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 clients which, for the most part, are major reputed groups and, secondly, the size of the client-base, which enables the Group to spread risk.

However, one cannot rule out the possibility that economic conditions 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

A sizeable proportion of the Group's services are contractually bound by a best-endeavour obligation. Associated activities are billed on a time-spent basis, and present limited risk. Group relationships with customers seeking this type of service may only take the form of limited-period client orders. As it is often the case for activities of this kind, these contracts do not necessarily stipulate any renewal conditions and, as such, may allow for 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.

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 jeopardised because of a performance obligation clause.

Service offerings and contracts involving a certain degree of risk, either at the quantitative level (in terms of revenues) or the qualitative level (in terms of commitments or specific constraints) are reviewed weekly by the Project Appraisal Committee (PAC). The Committee, which is made up of representatives of the financial and legal departments as well as the Programs & Innovation division and the Executive Managers concerned by the dossiers presented, acts on behalf of the Executive Committee. The rules of engagement implemented throughout all Altran entities foster a sense of responsibility among the Group's teams and define their duties and limits. These rules serve to optimise risk control notably related to contracts, and their application is regularly audited by the Group's Internal Audit division.

Further details concerning fixed-price contracts are given in note 5.2 "Revenues" of section 20.3.1 "Consolidated financial statements" of the present Registration Document. These contracts may refer to fixed-price contracts with a performance obligation clause or time-based contracts where the Group is only bound by a best endeavour obligation.

Risks linked to staff management

In the Innovation and Advanced Technology 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. The Group's growth potential depends largely on its ability to attract, motivate and retain highly qualified consultants with the requisite skills and experience, and to adapt its resources to meet client demand.

Altran is particularly exposed to the risk of losing its employees to competitors or to clients once a consultant mission has been completed.

The Group is, thus, especially attentive to staff recruitment and training, as well as to the development of its employees' careers. To this end, The Group's integrated recruitment-management IT system is designed to provide access to a central database and harmonise Group procedures.

The consultant turnover rate widened from 15.5% in 2013 to 18.2% in 2014 (like-for-like). Since this rate is sensitive to changes in the economic environment, it is impossible to predict future staff-turnover levels. At the beginning of 2015, the Group launched a staff self-assessment survey to assess the level of employee satisfaction and carry out targeted plans of action to bolster employee commitment.

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, particularly those resulting from major changes in the labour law or from tighter employment-market conditions in its main sectors or regional markets.

Risk attached to indirect-cost reduction strategy

Within the context of the Group's Strategic Plan, Altran has notably fixed an objective to reduce indirect costs.

Overheads as a percentage of sales stood at 19.3% in 2014, (vs. 19% in 2013) because of investments. While Management will pursue efforts to reduce the weight of indirect costs relative to sales, it cannot give any guarantees given the uncertain economic environment.

Risk associated with insurance cover of Group activities

The Group 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 insurance companies operating on this market.

Subject to standard market exclusions, the Group believes that its current insurance cover is reasonable, with a level of deductibles 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.

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

Civil liability

- Professional liability, public indemnity, product liability and general third party liability insurance: the integrated master policy, negotiated by Altran Technologies for all Group entities, 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.
- 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 (i) civil liability as regards products and intellectual services in all engineering sciences related to the Group's aeronautic and aerospace activities, and (ii) flight grounding in the case of its aeronautics activities.
- In addition, specific insurance policies can be underwritten to cover certain contracts, such as decennial liability policies.

Car fleet insurance

The use of motor vehicles by employees for business purposes is covered by the Group'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, etc.

Welfare, complementary health and personal assistance insurance

The Company's employees benefit from standard market cover including welfare insurance and complementary health insurance, as well as 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

Net financial debt

At 31 December 2014, the Group's net debt came out at €42.4m, up €12.1m on end-2013 levels.

The bulk of net financial debt comprised 1/ €250m in bonds (of which €135m at a fixed interest rate of 3.75%, redeemable on 16 July 2019; €10m at a fixed interest rate of 2.81%, redeemable on 17 July 2020, and €105m at a fixed interest rate of 3.00%, redeemable on 16 July 2021), 2/ €122m on the Capex loan, repayable on a half-yearly basis until January 2018, 3/ factoring lines for €62m, 4/ cash for €195m and 5/ cash equivalents for €249m, remunerated at variable interest rates.

All information pertaining to the Group's net financial debt is given in note 4.11 of section 20.3.1 "Consolidated financial statements", of the present Registration Document.

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

(in millions of euros)	June 2013	Dec. 2013	June 2014	Dec. 2014	June 2015	Dec. 2015	June 2016	Dec. 2016	June 2017	Dec. 2017	June 2018	Dec. 2018	June 2019	Dec. 2019	June 2020	Dec. 2020	June 2021	Dec. 2021
Capex loan	150.0	135.0	135.0	121.6	108.2	90.2	72.2	54.1	36.1	18.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Bond loans	0.0	135.0	135.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	115.0	115.0	105.0	105.0	0.0
TOTAL	**150.0**	**270.0**	**270.0**	**371.6**	**358.2**	**340.2**	**322.2**	**304.1**	**286.1**	**268.0**	**250.0**	**250.0**	**250.0**	**115.0**	**115.0**	**105.0**	**105.0**	**0.0**
Revolving loan	0.0	30.0	30.0	30.0	30.0	30.0	30.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
TOTAL	**150.0**	**300.0**	**300.0**	**401.6**	**388.2**	**370.2**	**352.2**	**304.1**	**286.1**	**268.0**	**250.0**	**250.0**	**250.0**	**115.0**	**115.0**	**105.0**	**105.0**	**0.0**

At end-December 2014, Altran had respected all of its banking covenant obligations. Nevertheless, given persisting uncertainty in the economic environment, it is possible that the Group may not be able to respect this ratio. If Altran failed to honour this ratio, it would have to renegotiate the conditions, terms and borrowing costs with its banks. The Group is unable to assess the possible impact of such an eventuality.

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

Cash management

The Group 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 the Group'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.

Altran Technologies also issues commercial paper (with a 1-year maturity) within the framework of a programme registered with Banque de France. The level of borrowings attached to this programme is capped at €300m.

According to management, the Group now has the financial resources to guarantee its expansion.

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

4.3 Interest rate risk

At 31December 2014, the bulk of the Altran group's net debt (€42.4m) comprised 1/ the €250m bond (of which €135m at a fixed interest rate of 3.75%, redeemable on 16 July 2019; €10m at a fixed interest rate of 2.81%, redeemable on 17 July 2020, and €105m at a fixed interest rate of 3.00%, redeemable on 16 July 2021), 2/ €122m on the Capex loan, repayable on a half-yearly basis until January 2018, 3/ factoring lines for €62m, 4/ cash for €195m and 5/ cash equivalents for €249m, remunerated at variable interest rates. 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:

(in millions of euros)	Due in more than 1 year	1 - 5 years	> 5 years
Financial liabilities	(144)	(227)	(115)
Financial assets	444	-	-
Net position before hedging contracts	300	(227)	(135)
Interest-rate hedging contracts	-	200	-

At 31 December 2014, the main characteristics of the Group's hedging contracts were as follows:

	Start date	Maturity	Type	Fixed rate	Nominal	Initial rate	Currency
BNP	30/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.00%	37,500,000	Euribor3M	EUR
BNP	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	0.90%	37,500,000	Euribor3M	EUR
BNP	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.50%	37,500,000	Euribor3M	EUR
BNP	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.95%	37,500,000	Euribor3M	EUR
SG	30/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.00%	37,500,000	Euribor3M	EUR
SG	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	0.87%	37,500,000	Euribor3M	EUR
SG	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.46%	37,500,000	Euribor3M	EUR
SG	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.95%	37,500,000	Euribor3M	EUR
Natixis	01/08/2012	01/02/2017	Swap	0.00%	50,000,000	Euribor6M +11 bp	EUR
Natixis	29/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.00%	37,500,000	Euribor3M	EUR
Natixis	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	1.00%	37,500,000	Euribor3M	EUR
Natixis	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.30%	37,500,000	Euribor3M	EUR
Natixis	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.80%	37,500,000	Euribor3M	EUR
CA	30/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.07%	37,500,000	Euribor3M	EUR
CA	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	1.00%	37,500,000	Euribor3M	EUR
CA	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.15%	37,500,000	Euribor3M	EUR
CA	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.80%	37,500,000	Euribor3M	EUR

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

4.4. Exchange-rate risk

The bulk of Group assets denominated in foreign currencies concern investments in countries outside the euro zone (mainly the US, the UK, and Singapore).

At 31 December 2014, the Group had contracted no financial debt in foreign currencies.

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

Commitments denominated in foreign currencies at 31 December 2014

(in millions of euros) Currency	Assets	Liabilities	Net position	Exchange rate at 31/12/2014	Net position in euros	Sensitivity [(a)]
USD	63.5	0.0	63.5	0.8224	52.2	5.2
GBP	28.5	(22.5)	6.0	1.2783	7.7	0.8
CHF	0.0	(0.4)	(0.4)	0.8314	(0.3)	0.0
SEK	0.0	(7.7)	(7.7)	0.1055	(0.8)	(0.1)
SGD	7.7	0.0	7.7	0.6217	4.8	0.5
MXN	0.5	0.0	0.5	0.0558	0.0	0.0
CAD	2.6	0.0	2.6	0.7076	1.8	0.2
CZK	0.1	0.0	0.1	0.0361	0.0	0.0
NOK	8.2	0.0	8.2	0.1106	0.9	0.1
MAD	20.2	0.0	20.2	0.0911	1.8	0.0
TRY	0.4	0.0	0.4	0.3498	0.1	0.0

(a) Sensitivity of net position to a 10% change in exchange rates.

In 2014, the Group generated revenues of €292,7m outside the euro zone. 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 at 31 December of every year and at the interim stage if there are any indications of loss in value.

The impairment test methodology is detailed in note 1.8 "Goodwill" of the appendix to the consolidated financial statements (section 20.3.1 "Consolidated Financial Statements" in the present Registration Document).

No losses in value were booked in the income statement at 31 December 2014.

Goodwill impairment tests carried out at 31 December 2014 were based on a discount rate after tax (WACC) of 7.55% (vs. 9.59% at end-2013) and growth in revenues to infinity of 2%.

The results of sensitivity tests carried out in terms of additional goodwill depreciation concerning the US/Canada CGU are summarised in the following table (in thousands of euros):

WACC	-	6.55%	7.55%	8.55%
Growth rate to infinity	2.00%	0	0	0
	1.00%	0	0	8,372

In addition, an analysis of the sensitivity to a likely variation in EBIT rates in business plans shows that a decline of 3% in the EBIT would make for goodwill impairment of €10.5m for the US/Canada CGU and €29.7m for the Germany/Austria CGU.

4.6 Environment risk

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

4.7 Legal and fiscal risks

Legal risk

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 each fiscal year.

Regarding the criminal proceedings for fraud and disseminating false information susceptible to influence the share price (detailed in section 20.8 "Legal and arbitration proceedings" of the present Registration Document), and 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 the Group'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 in section 20.8 "Legal and arbitration proceedings" of the present Registration Document.

Fiscal risk

Altran operates in many countries throughout the world which use different tax regimes. Fiscal risk is therefore associated to changes in legislation (which can be applied retroactively), the interpretation of tax legislation and regulations, as well as trends in jurisprudence governing the application of fiscal legislation.

Fiscal regulations in the countries where Altran operates change constantly and, as such, may be subject to interpretations. The Group cannot offer any solid guarantee that its interpretations will not be called into question. Such an eventuality could have a negative impact on its financial situation and results. In addition, the Group is subject to regular fiscal controls at the local level.

In an effort to comply with the local tax legislation and regulations in force, the Group relies on a network of tax experts to ensure that all tax obligations are respected thus limiting fiscal risk in a reasonable and regular manner.

4.8 Investment risk

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

- SICAV money-market funds;
- tradeable debt securities;
- investment growth bonds;
- dedicated investment funds.

All investments yield returns based on day-to-day monetary rates, variable rates or 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 0.01%.

The market value of the Group's marketable securities totalled €249.4m at 31 December 2014.

Company information

05

5.1	Company background information and development	19
5.1.1	*Company name*	*19*
5.1.2	*Place of registration and registration number*	*19*
5.1.3	*Date of incorporation and lifetime*	*19*
5.1.4	*Domicile, legal form and governing legislation*	*19*
5.2	Main investments	20

5.1 Company background information and development

5.1.1 Company name

Altran Technologies.

5.1.2 Place of registration and registration number

Company registration number: 702 012 956 RCS Nanterre.

Company registration number (Siren): 702 012 956.

Company registration number (Siret): 702 012 956 00653.

Business activity code: 7112 B.

5.1.3 Date of incorporation and lifetime

Altran Technologies 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 legislation

Head office: 96, avenue Charles de Gaulle – 92200 Neuilly-sur-Seine.

Legal form: Public Limited Company governed by 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 three fiscal years

2012		2013		2014	
Company	Country	Company	Country	Company	Country
Lean	Spain	Groupe IndustrieHansa	Germany	Foliage Group	USA/India
		Sentaca	UK	Tass Group	The Netherlands/ Belgium
		AirCaD	France/Switzerland	Scalae	Sweden
				Tigerline	Germany
				Concept Tech Group	Austria/Canada Germany/Slovakia
				Altran Connected Solutions (ex Treizelec)	France

The amounts paid (initial payments plus earn-outs) for these acquisitions over the last three years are listed in the table below (in millions of euros):

2012	2013	2014
0.1	100.0	102.5

Information about the Group's businesses

06

6.1	Core activities	21
6.2	The Innovation and Advanced Engineering Consulting market	22
6.3	Competition	24
6.4	Altran on its markets	25

6.1 Core activities

As global leader in Innovation and Advanced Engineering Consulting, Altran accompanies its clients in the creation and development of their new products and services.

The Group has been providing services for over thirty years to key players in almost every industry; the Aerospace, Defence, Railways, Automotive, Energy, Nuclear, Healthcare, Telecoms and Finance sectors. The Group's services offering spans every phase of the R&D cycle, from innovation, design and development, through to prototyping and trials. In addition, the Group lends support during the manufacturing, production and after-sales stages. Altran capitalises on its technological know-how in its five key solutions; Intelligent Systems, Innovative Product Development, Product Lifecycle Experience, Mechanical Engineering and Information Systems.

The Altran group's innovation skills and the unique expertise of its consultants, all of whom are graduates from the most prestigious schools and universities worldwide, have enabled the Group to consolidate its positions of excellence by developing modes of engagement tailored to meet the specific requirements of its clients throughout its different markets. The Group's Innovation and Advanced Engineering Consulting services take the form of expert counselling, projects and service centres, as well as product-prototype creation.

As an international player, Altran is present in more than twenty countries, spread for the most part across Europe, the Middle East and the USA. In its role as a strategic partner, the Group offers global support for client projects, while ensuring a consistently high level of service. Altran also strives to maintain a local presence in order to provide client-specific support in dedicated and local markets.

In addition, Altran has set up an Innovation division for the purposes of enhancing its understanding of technological challenges. With this is mind, the Group launched "THE i PROJECT". to promote in-house research and innovation. This extensive programme is organised around competitions, awards and value creation for the purposes of bolstering the Company's positioning as global leader in the field of innovation.

Altran is also seeking to reinforce its Innovative Product Development offering by investing in its premium brand, Cambridge Consultants. With laboratories in Cambridge (UK) and Boston (US), this company creates functional prototypes for its clients, ranging from small start-ups to major groups. Cambridge Consultants' services offering covers all the stages of product development, from concept creation through to production, thus enabling company clients to benefit from reduced time-to-market, enhanced return on investment and limited risk at the product-design level.

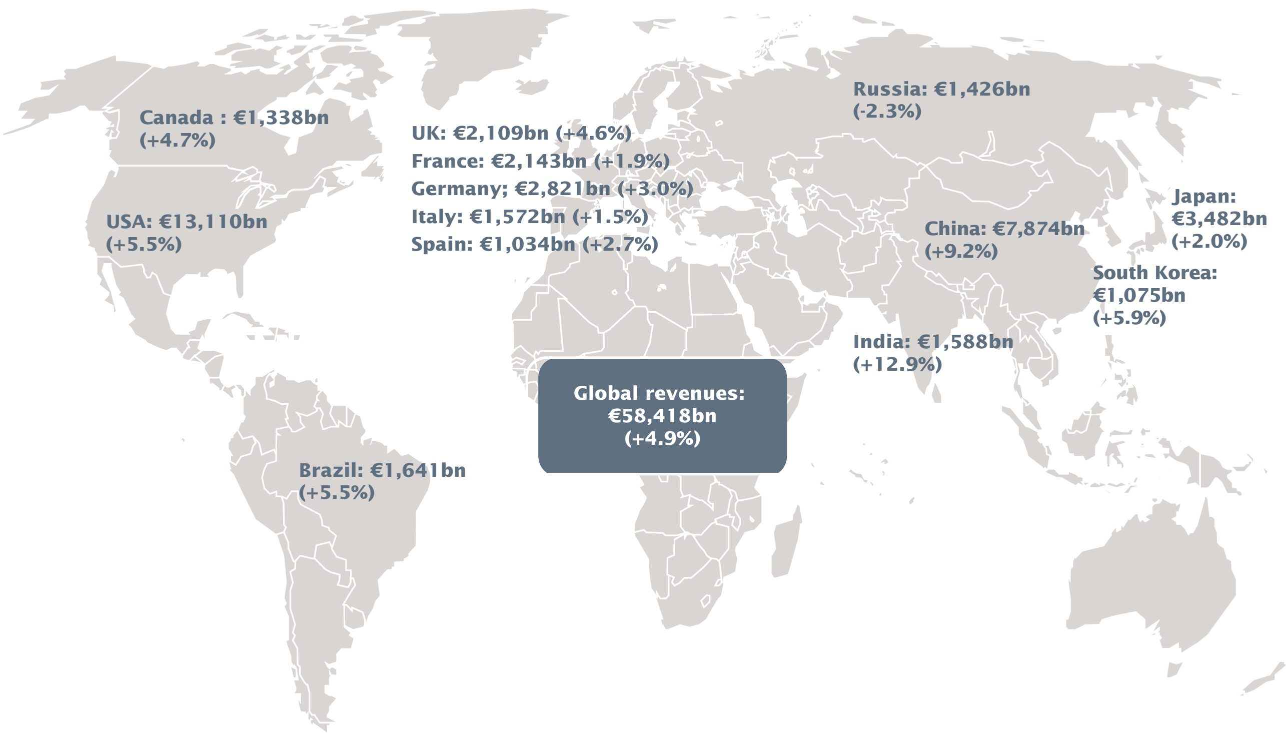
6.2 The Innovation and Advanced Engineering Consulting market

Despite the persistently uncertain macroeconomic backdrop, global R&D budgets should continue to increase by around 6% in euro terms in 2015. The US, the EU and Asia remain the biggest spenders in terms of Research and Development and together account for 90% of global R&D expenditure.

The US still accounts for the bulk of R&D volumes, followed by China and Japan. The European trio comprising Germany, France and the UK (with respective rankings of fourth, sixth and seventh) are now being rivalled by the upcoming powers, such as South Korea (in fifth position) and Brazil (ninth).

Growth in R&D spending is again expected to exceed 10% in 2015. In addition, China could well outpace the US by 2022.

Macro-economic context: GDP 2014 trends and growth forecasts for 2015 *(current euro rates)*



Source: FMI (World Economic Outlook - January 2014 issue for all countries, with the exception of South Korea, October 2014).

In the Information and Communications Technology (ICT) market, expected strong growth in R&D expenditure will be fuelled by (i) demand for increasingly more sophisticated electronic components that are rapid, miniature-sized, mobile and, above all, more energy-efficient, (ii) developments made in the field of connectivity (notably to accommodate growth in Big Data flows and the Internet of Things), and (iii) Cloud Computing.

In the Automotive sector, sustained growth in R&D expenditure will be underpinned by ecological challenges (energy efficiency, electric vehicles), the development of connectivity and embedded systems, as well as increasingly stricter security issues and progress being made with regard to the autonomous vehicle.

In the Energy, Chemicals and Advanced Materials sectors, strong growth trends in R&D expenditure will be driven by production-cost reduction, the development of innovative materials, and the emergence of new energy sources. In the Oil and Gas segment, however, uncertainty surrounding fuel prices prevail. If these trends persist sector majors could be prompted to adapt their R&D budgets accordingly.

In the Pharmaceuticals industry, the complex process involved in developing drugs and the need to produce new molecules when older drug patents expire should offset the impact of cost-reduction strategies adopted by the pharmaceutical majors. The outlook in this sector is becoming more uncertain due to the increasingly complex legislation involved in marketing new drugs, especially in the US.

Cuts in the US and European defence budgets, coupled with the completion of certain large-scale R&D programmes focused on incremental developments in the Civil Aviation sector, should dent Research and Development spending in the Aerospace and Defence industries, where growth in R&D investment budgets is expected to stagnate, or even decline.

Activity in the Innovation and Advanced Engineering consulting market (which covers production and after-sales, as well as scientific, technical and industrial-IT activities) is also sensitive to trends in R&D expenditure. With an estimated value of €140bn in 2014, this market depends largely on (i) R&D outsourcing rates, which vary by industry (5% in the Energy sector; 22% in Aerospace and Defence) and by country (4% in China; 18% in France), as well as (ii) the percentage of R&D volumes carried out by private-sector companies relative to the portion treated by the public sector (which is less accessible). Favourable growth trends expected in this market in the next few years will be underpinned by an increase in R&D spending and outsourcing levels, particularly in Northern Europe and Asia. In view of these factors, Altran looks set to benefit from sustained growth in the years to come.

6.3 Competition

Altran is global leader in the Innovation and Advanced Engineering Consulting market. The Group's rivals in this market vary depending on the type of project and the geographical zone in which they operate.

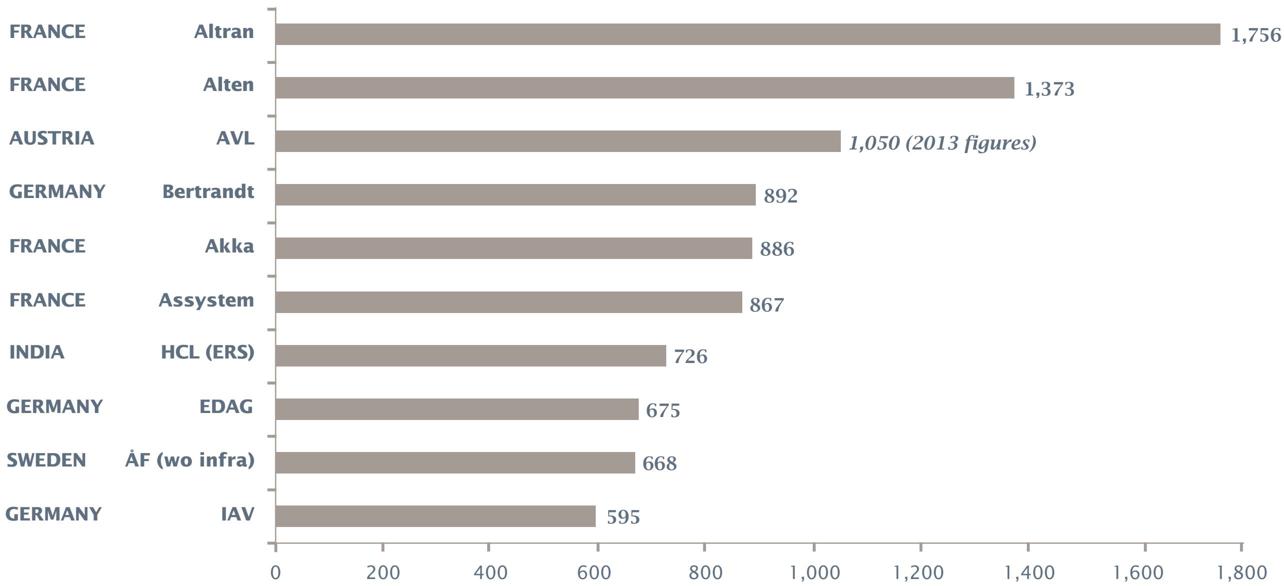
The Group's competitors may thus include:

- innovation and technological consulting agencies;
- certain IT-services providers operating in the scientific, technical and industrial IT segments;
- players offering low-cost outsourcing services in Asia, North Africa and Eastern Europe;
- specialised research departments which operate in a specific technological field, and offer prototyping and testing services and product development.

Unlike its rivals, who often operate in a single sector and/or country, the Group's activity profile has taken on a unique international dimension. As such, Altran benefits from its well garnished portfolio in terms of sectors of activities, expertise and technologies. The Group's ability to leverage its international network of excellence centres and to provide solutions by setting up working consortiums to pool its cutting-edge skills in several countries is a key differentiating factor that enables Altran to address its clients' challenges, which are becoming increasingly global in nature.

Altran: leader on a market dominated by European players

Top ten sector players: 2014 revenues *(in millions of euros)*



Sources: corporate financial releases/Altran data.

6.4 Altran on its markets

In line with the 2012-2015 Strategic Plan, Altran is continuing to refocus on its core activities and consolidate its leadership position in the still highly fragmented market for Innovation and Advanced Engineering Consulting.

The Group has opted to:

- focus investments on six regional markets in Europe: Germany, the Benelux countries, Spain, France, Italy, and the UK, while optimising its presence in the other European countries;
- ensure the global management of activities in four industrial divisions: Automotive & Transportation; Aerospace, Defence & Railways; Energy & Healthcare; and Telecoms & Media;
- step up the global development of three Altran solutions: Intelligent Systems, Innovative Product Development, and Lifecycle Experience.

In keeping with this strategy, Altran carried out several external growth operations in 2014. These strategic investments served to reinforce:

- the Group's Intelligent Systems and Innovative Product Development solutions (acquisitions of Foliage, Scalae and Tass);
- two of its industrial divisions; Automotive & Transportation (Altran Automotive Technology Shanghai and Concept Tech) and Telecoms & Media (Altran-Beyondsoft Technologies and Altran Connected Solutions);
- the Group's presence in Europe and promising regions, such as China, the USA and India.

Although trends look more favourable in 2015, continued uncertainty in the macroeconomic environment still prompts caution. This does not, however, imply any substantial risk for the Group's business.

Overall, the Energy, Healthcare and Railways sectors are expected to enjoy strong growth in the coming years.

In the Automotive industry, the French market is being penalised by mounting pressure in this fiercely competitive sector. However, brisk business in the German, Italian and Swedish automotive markets will sustain growth in this industry.

In the Finance and Telecoms industries, persistent uncertainty and pricing pressure on players operating in the Group's markets could dampen the Company's ambitions in these sectors.

In the Aeronautics industry, Altran is adapting its strategy to the shift in focus from R&D activities towards addressing challenges related to assembly-line ramp up and logistics optimisation. Given the Group's expertise in both of these activity segments, notably within the Automotive, Energy and Healthcare sectors, Altran is, more than ever, being regarded as a key partner for major Aeronautics players. Activity in the Aerospace and Defence industry continues to be penalised by uncertainties stemming from pressure on national budgets.

Activity in the Business Informatics market is expected to slow, with virtually zero growth anticipated in the French sector. On the other hand, investment should remain brisk in the scientific, technical and industrial IT segment (STI) where business will notably be driven by the need to address challenges in the product and services life-cycle management and the connected-systems' IT components segments. This is indeed a major advantage for Altran which has launched two global solutions (Intelligence Systems and Lifecycle Experience) designed to address these challenges; an initiative that has subsequently been emulated by some of the Group's competitors.

Overall, market concentration is expected to continue to the benefit of the sector majors, given pressure from clients seeking industrial partnerships. As such, trends over the last five years show that customers are tending to standardise their procurement processes and reduce the number of suppliers, a strategy which is pushing out small specialist players. Furthermore, client globalisation is stimulating customer preference for players, like the Altran group, with extensive market reach.

In addition, the constant demand for increasingly higher levels of expertise has prompted the Group to enhance the high-tech profile of its solutions. With this in mind, Altran is setting up a worldwide network of excellence centres equipped to master new technologies and processes and to address the challenges of its clients' markets and business ecosystems.

In its quest to become the preferred partner in Innovation and Advanced Engineering consulting for its clients, the Group provides guidance to major players whose common goal is to imagine and innovate tomorrow's world. To this end, Altran draws on its cutting-edge expertise, as well as its ability to anticipate and react to address the strategic challenges and issues of its clients.

Organisational chart

07

The companies making up the Altran group's scope of consolidation are listed in note 2 "Scope of Consolidation" of the appendix to the consolidated financial statements (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, administration subcontracting and trademark royalties

As the parent company, Altran Technologies bears the costs of various support functions (communication, human resources, accounting, legal and tax services, etc.). The Company then bills the costs of these services to its subsidiaries in the form of services fees. Billing is calculated on a cost-plus basis and divided between the subsidiaries according to their operating revenues and use of resources.

The parent company also charges a royalty fee for the use of the Altran trademark. These royalties are calculated as a percentage of sales.

The Altran Technologies corporate holding billed its subsidiaries a total of €46.3m for support functions provided in fiscal year 2014. Recurring costs related to support functions borne by the parent company and not billed to its subsidiaries amounted to €2.0m over the full year.

Centralised cash management

The parent company, like the Group's other entities, uses GMTS, Altran's centralised cash management subsidiary, for the day-to-day coverage of overdrafts or cash surplus investment.

Dividends

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

Simplified organisational chart

FRANCE
Altran Technologies

EUROPE

AUSTRIA
Altran Österreich / Concept Tech

BELGIUM
Altran / Tass Belgium

CZECH REPUBLIC
IndustrieHansa

FRANCE
Altran Connected Solutions / Altran Education Services / Altran Lab / Altran Participations / Altran Prototypes Automobiles / Global Management Treasury Services / Logiqual

GERMANY
AIH Holding / Altran Service / Altran Consulting & Engineering / Altran IndustrieHansa Management /Altran Deutschland Holding / Altran / Concept Tech Deutschland

ITALY
Altran Italia / Altran Innovation

LUXEMBURG
Altran Luxembourg

NORWAY
Altran Norge

PORTUGAL
AltranPortugal

ROMANIA
Altran Engineering Romania

SLOVAK REPUBLIC
Concept Tech Slovakia

SPAIN
Altran Innovación / Agencia de Certificatión en Innovación Española

SWEDEN
Altran Sverige / Altran Technologies Sweden / Scalae

SWITZERLAND
Altran / AirCaD Swiss

THE NETHERLANDS
Altran International / Altran / Tass

THE UK
Altran UK Holding / Altran UK / Cambridge Consultants

AMERICA

CANADA
Altran Solutions / Microsys

MEXICO
Altran Solutions de México

THE US
Altran Solutions / Cambridge Consultants / Foliage / Vignani

ASIA

CHINA
Altran Suzhou / Altran Shanghai / Altran Automotive Technology / Altran-Beyondsoft (Beijing) Technologies / Altran-Beyondsoft (Shanghai) Information Technologies / IndustrieHansa Consulting & Engineering (Shanghai)

HONG KONG
Altran China

INDIA
Altran Technologies India / Altran Solutions India / Cambridge Consultants (India) Product Development

MALAYSIA
Altran Malaysia

SINGAPORE
Altran (Singapore) / Cambridge Consultants (Singapore)

SOUTH KOREA
Altran Technologies

TURKEY
Altran Inovasyon ve Teknoloji

UAE
Altran Middle East - *equity accounted (30%)*

AFRICA

MOROCCO
Altran Maroc

TUNISIA
Altran Telnet Corporation - *equity accounted (50%)*

OCEANIA

AUSTRALIA
Altran Australia

Note: unless otherwise mentioned, all subsidiaries are fully consolidated.

Property, plant and equipment

08

8.1	Major property, plant and equipment	29
8.2	Environmental issues	29
8.3	Trademarks and patents	29

8.1 Major property, plant and equipment

Although the Group's policy is to rent its business premises, the Group owns property in France, Italy and the UK worth a total net value of €18.7m.

No property that is owned, either directly or indirectly by Altran 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 clients are the sole owners of all new products and technology developed by the Group's consultants.

The portfolio of trademarks managed by Altran is owned by the Group.

Financial statements – Management Report

09

9.1	Key events	31
9.2	Outlook	32
9.3	Post-closure events	32
9.4	Group performances	33
9.5.	Segment reporting	37
9.6	Altran Technologies' annual financial statements and proposed allocation of net income	39
9.7	Subsidiaries and equity holdings	40
9.8	Other information	40
9.9	Human-resources, environmental and social information	41

9.1 Key events

Acquisitions

In 2014, Altran pursued its international expansion via several acquisitions enabling the Group to enhance its high value-added services offering.

January 2014: Scalae

With a staff of around 50 employees, this Swedish company provides specialised innovative product development services in the fields of industrial design, mechanical engineering and electronic production.

The acquisition of Scalae has enabled Altran to reinforce its positions in Sweden.

January 2014: Altran Automotive Technology Shanghai

Altran and Launch Automotive Design, one of the leaders in automotive design in China, announced the creation of the Altran Automotive Technology Shanghai joint venture, specialised in the field of mechanical and digital engineering services for the Automotive sector.

Altran's 51% stake in this joint venture will serve to bolster the Group's presence in the automotive product design and engineering segments in China, notably via the six outlets operated by Launch Automotive Design in Shanghai, Chongqing, Tianjin, Nanchang, Changshu and Baoding.

February 2014: Foliage

With a staff of around 500 employees operating mainly in the US and India, this company has a solid portfolio of clients operating in the Healthcare & Life Sciences, Aerospace & Defence, and Industrial Equipment industries.

This investment will serve to reinforce the Group's unique global offering in Innovative Product Development and Intelligent Systems and to step up its development on the R&D market in the US.

April 2014: Tass

Founded in 1978 and a fully-owned subsidiary of the Philips group until 2007, Tass is a leading player in the Benelux region in the fields of semiconductor systems, consumer electronics and healthcare. In addition, the company boasts an impressive client portfolio comprising several industry majors such as ASML, Philips, NXP and TomTom.

With 230 employees operating in the Netherlands and Belgium, the Tass group draws on its cutting-edge expertise in technical automation, connected devices, agile and model-based development methods to provide highly reliable software solutions.

June 2014: Altran Connected Solutions

On 15 January 2014, the Altran and Alcatel-Lucent groups announced that they had formed an industrial partnership project with a view to creating an expertise and telecoms-services centre in the employment catchment area in Nantes (France). This agreement took concrete form on 30 June 2014 via the acquisition by Altran Technologies of Treizelec, a French firm owned by Alcatel-Lucent. Upon its acquisition, this company was immediately renamed Altran Connected Solutions.

As a result of this operation, around 160 engineers specialised in 4G technology from the Alcatel-Lucent site in Orvault (in the west of France) were integrated into the Altran Telecoms and Media teams.

October 2014: Concept Tech

Set up in 1998, Concept Tech is an Austrian group which is specialised in the development, simulation and testing of passive safety measures for automobiles and employs around 100 people in four countries.

This acquisition will enable the Group to flesh out its portfolio of engineering services designed to meet the needs of international majors in the Automotive sector and thus set up a new World Class Centre dedicated to automobile safety. Customers worldwide, including leading automotive parts suppliers, are already using Concept Tech products and services.

December 2014: Altran-Beyondsoft (Beijing) Technologies and Altran-Beyondsoft (Shanghai) Information Technologies

In December 2014, Altran finalised the acquisition of Beyondsoft's Telecoms-R&D activities dedicated to major international-client accounts.

This acquisition was carried out via a capital increase initiated by the Altran-Beyondsoft (Beijing) Technologies Joint venture, and which was fully subscribed to by Altran. At the same time, Altran-Beyondsoft (Shanghai) Information Technologies was created.

This operation has enabled Altran to build up its presence in China where the Group now has a staff of around 800 employees.

Financing

Private bond placement

After raising €135m in July 2013 via a bond issue, the Group raised an additional €115m in the summer of 2014 in two tranches; the first for €10m bearing a coupon of 2.81% and a 6-year maturity, and the second for €105m, bearing a coupon of 3.00% and a 7-year maturity.

9.2 Outlook

The Altran group does not issue financial forecasts.

Nevertheless, Management expects that the Group will continue to generate profitable growth in 2015.

9.3 Post-closure events

The major events that occurred between 31 December 2014 and 11 March 2015, when the Group's 2014 financial statements were approved by the Board of Directors, are listed below.

Governance

At the 16 January 2015 Board Meeting, Philippe Salle informed the Directors that he would not be seeking to renew his Director mandate at the Shareholders' General Meeting to be held on 30 April 2015, and that he would be stepping down as Company Chairman and Chief Executive on that date.

Acquisitions

On 16 February 2015, the Group announced the acquisition of 100% of Nspyre, a leading Dutch specialist in R&D and High-Technology services.

Nspyre was set up in 2008 following the merger between the technical automation divisions of Ordina and Atos Origin. With a network of 11 technology centres and a team of 680 experts, Nspyre offers specialised software development and mechanical engineering services spanning the entire development process, from consultancy and project management, to engineering, testing and implementation. The company, which boasts a solid portfolio of major clients, generated revenues of €64m in 2014.

Following on from the 2014 acquisition of Tass, the purchase of Nspyre is in line with the Group's strategic objectives and will reinforce the Altran Intelligent Systems and Lifecycle Experience solutions. With a workforce of 1,800 employees in the Benelux countries (of which 1,000 in the Netherlands), Altran is now the number one innovation and high technology engineering consulting company in this region.

9.4 Group performances

(in millions of euros)	Dec. 2014	Dec. 2013
Revenues	1,756.3	1,632,8
Other income from operations	48.4	37.3
Revenue from ordinary operations	**1,804.7**	**1,670.1**
Operating income on ordinary activities	**164.6**	**143.0**
Other non-recurring operating income and expenses	(28.8)	(35.8)
Goodwill impairment losses	0,0	0,0
Goodwill amortisation (trademarks)	(3.8)	(2.1)
Operating profit	**132.0**	**105.1**
Cost of net financial debt	(10.5)	(9.3)
Other financial income	13.5	1.4
Other financial expenses	(8.7)	(5.1)
Tax expenses	(43.5)	(26.3)
Equity share in net income of associates	(0.3)	0.0
Net income before discontinued operations	**82.5**	**65.8**
Net income/Loss on discontinued operations	0.0	0.0
Net income	**82.5**	**65.8**
Minority interests	0.0	0.0
NET INCOME ATTRIBUTABLE TO GROUP	**82.5**	**65.8**
Earnings per share *(in euros)*	0.47	0.40
Diluted earnings per share *(in euros)*	0.47	0.40

Altran reported further profitable growth in 2014, with full-year revenues of €1,756.3m, up 7.6% on the end-2013 level of €1,632.8m.

This implies organic growth of 3.4% derived from acquisitions carried out over the period, namely; Scalae in Scandinavia, Foliage in the US and India and Tass in the Benelux region. Excluding scope-of-consolidation changes and restated for the unfavourable exchange-rate impact and difference in the number of working days, economic growth came out at +3.5% versus +2.5% in 2013.

The invoicing rate (excluding Cambridge Consultants and Foliage) increased 180 basis points, year on year, to 86.5% reaching a record high level of 87.8% in the fourth quarter (up 230 basis points on Q4 2013).

Robust revenue growth over the period, together with the strong invoicing-rate performance and tight management of sales and administration costs, made for an improvement in margins. As such, operating income on ordinary activities increased to €164.6 m in 2014, equivalent to 9.4% of full-year sales (vs. 8.8% in 2013 and 8.6% in 2012).

Regarding other non-recurring operating income and expenses liable to impair the understanding of the Group's operating performance, Altran booked exceptional expenses of €28.8m at end-December 2014.

Consolidated operating income came out at €132.0m, up 25% on end-2013.

Net financing costs widened from €9.3m in 2013 to €10.5m at end-2014. Regarding other financial income and expenses, Altran booked financial income of €4.8m in 2014, versus a net financial loss of –€3.7m in 2013.

Tax charges totalled €43.5m over the period, the bulk of which in income tax expenses (€37.6m).

Net income attributable to the Group rose to €82.5m at end-December 2014, from €65.8m at end-December 2013.

Revenues

Growth gathered pace in 2014 at both the organic and economic levels, with respective increases of +3.4% (vs. +1.7% in 2013) and +3.5% (vs. +2.5% in 2013).

Despite the harsh economic backdrop, Altran France reported strong like-for-like economic growth of 3.5%, in line with Group levels. Group revenues in Northern Europe remained flat due mainly to the negative impact of the downturn in the Aerospace, Defence & Rail (ASDR) industry in Germany. Conversely, Southern Europe reported strong economic growth of 10.0%.

The Group's annual invoicing rate (excluding Cambridge Consultants and Foliage) widened to 86.5% in 2014, up 180 basis points on end-2013.

Gross margin and operating income on ordinary activities

(in millions of euros)	2014	H2 2014	H1 2014	2013	H2 2013	H1 2013
Revenues	1,756.3	894.4	861.8	1,632.8	823.6	809.2
Gross margin*	503.1	277.5	225.6	453.6	245.9	207.7
As a % of sales	*28.6%*	*31.0%*	*26.2%*	*27.8%*	*29.9%*	*25.7%*
Overheads*	(338.5)	(172.9)	(165.6)	(310.6)	(153.0)	(157.6)
As a % of sales	*-19.3%*	*-19.3%*	*-19.2%*	*-19.0%*	*-18.6%*	*-19.5%*
OPERATING INCOME ON ORDINARY ACTIVITIES	**164.6**	**104.6**	**60.0**	**143.0**	**92.9**	**50.1**
As a % of sales	*9.4%*	*11.7%*	*7.0%*	*8.8%*	*11.3%*	*6.2%*

* Management KPI.

The consolidated gross margin came out at €503.1m, equivalent to 28.6% of sales, versus 27.8% in 2013. This increase was underpinned by the steady improvement in the invoicing rate.

As a percentage of sales, overheads (sales and administration costs) remained contained, edging up only slightly from the 2013 level of 19.0% to 19.3% at end-2014 due to investments carried out over the period.

Consolidated operating income on ordinary activities therefore came out at €164.6m, equivalent to 9.4% of 2014 sales, up 15% on the 2013 level of 8.8%.

Trends in staff levels

	30/06/2014	31/12/2014	30/06/2013	31/12/2013
Total headcount at end of period	21,657	22,709	20,092	20,427

	H1 2014	H2 2014	H1 2013	H2 2013
Average headcount	21,195	22,199	19,774	20,012

At 31 December 2014, the total headcount stood at 22,709 employees, up 11% (+2,282 employees) on end-2013 levels.

On a like-for-like basis, Altran recruited 5,692 consultants over the period, compared with 4,017 in 2013.

The 12-month moving average of staff turnover rates widened to 18.2%, implying a like-for-like increase of 300 basis points on 2013 levels.

Operating costs on ordinary activities

(in millions of euros)	2014	2013	2014 vs. 2013
Revenues	1,756.3	1,632.8	7.6%
Personnel costs	1,262.1	1,169.0	8.0%
As a % of sales	71.9%	71.6%	0.3 pt
Total external charges	327.6	315.5	3.8%
As a % of sales	18.7%	19.3%	–0.6 pt
o/w outsourcing	*120.4*	*120.1*	*0.3%*
As a % of sales	*6.9%*	*7.4%*	*–0.5 pt*

Trends in personnel costs and external charges were in line with sales growth. No further details need to be given.

Cost of net financial debt

The cost of net financial debt (at €10.5m) includes:

- financial income of €5.3m generated on cash and cash equivalent investments; less
- financial expenses amounting to €15.8m. The bulk of these expenses concern interest paid on 1/ convertible bond loans redeemable between 2019 and 2021 (for €6.8m), 2/ as well as costs incurred on the assignment of trade and other receivables(for €3.8m), 3/ the Capex loan (€3.4m), 4/ borrowings (€0.9m) and 5/ credit lines drawn down by the Group (€0.9m).

Taxes on earnings

Net tax expenses of €43.5m in 2014 included:

- income tax expenses of €37.6m, of which €20.8m in secondary taxes (with the French CVAE accounting for €12.6m and the Italian IRAP business tax for €5.2m); and
- a deferred tax charge of €5.9m.

Statement of cash flows

The Group's cash flows at end-2014 and end-2013 are given in the following table:

(in millions of euros)	Dec. 2014	Dec. 2013
Net financial debt at opening (1 January)	**(25.6)**	**(140.4)**
Cash flow before net interest expenses and taxes	152.1	121.2
Change in working capital requirement	16.9	(18.8)
Net interest paid	(7.5)	(15.5)
Taxes paid	(26.5)	(25.7)
Net cash flow from operations	**135.0**	**61.2**
Net cash flow from investments	**(133.7)**	**(150.0)**
Net cash flow before investments	**1.3**	**(88.8)**
Impact of changes in exchange rates and other	(6.9)	(33.1)
Share buybacks	(7.9)	-
Impact of capital increase	1.5	130.8
Assignment of non-recourse trade receivables	19.7	121.6
Shareholder payout	(19.2)	(15.7)
NET FINANCIAL DEBT AT CLOSING	**(37.1)**	**(25.6)**

Net cash flow generated by operations including interest payments

Net cash flow from operations rose to €135.0m over the period, vs. €61.2m reported at end-2013. This performance was achieved on the back of:

- a €35.7m improvement in working capital requirement;
- a €30.9m increase in cash flow generation.

Net cash flow invested

Altran invested net cash of €133.7m in 2013 (vs. €150m at end-2013) within the context of the Group's external growth strategy, and in particular the acquisitions of the Tass and Foliage groups.

Net cash flow from financing operations

During the fiscal period, the Company continued to transform the bulk of its factoring contracts into trade-receivables contracts without recourse.

The resulting transfer of risk reduced financial debt by €19.7m.

Net financial debt

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

(in millions of euros)	Dec. 2014	Dec. 2013	Change
Bonds loans	248.8	134.2	114.6
Medium-term credit line	92.3	122.7	(30.4)
Short-term credit line	140.5	91.7	48.8
o/w factoring	*62.0*	*66.4*	*(4.4)*
TOTAL FINANCIAL DEBT	**481.6**	**348.6**	**133.0**
Cash and cash equivalent	444.4	323.0	121.4
NET FINANCIAL DEBT	**37.2**	**25.6**	**11.6**

(in millions of euros)	Dec. 2014	Dec. 2013
NET FINANCIAL DEBT	**37.2**	**25.6**
Employee profit-sharing	0.9	1.4
Accrued Interest	4.3	3.3
NET DEBT	**42.4**	**30.3**

Available factoring lines (with and without recourse) totalled €307.7m.

9.5. Segment reporting

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

Altran's operating segments at end-2014 include:

- France: France, Morocco;
- Northern Europe: Austria, Eastern Europe, Germany, Switzerland, the Benelux countries, the Scandinavian countries and the UK;
- Southern Europe: Italy, Portugal, Spain;
- Rest of the World (RoW) zone: the Americas, Asia, Oceania.

Revenues by operating segment (after inter-segment eliminations)

At 31 December 2013, consolidated revenues came out at €1,756.3m, up 7.6% on 2013. The breakdown of Group revenues by geographic zone is given in the table below:

	2014		2013			
(in millions of euros)	Total revenues	As a % of sales	Total revenues	As a % of sales	% change	Economic growth
France	760.2	43.3%	735.3	45.0%	3.4%	3.5%
Northern Europe	557.5	31.7%	527.5	32.3%	5.7%	–1.0%
Southern Europe	348.8	19.9%	318.3	19.5%	9.6%	10.0%
RoW zone	89.8	5.2%	51.7	3.2%	74%	5.2%
TOTAL	**1,756.3**	**100%**	**1,632.8**	**100%**	**7.6%**	**3.5%**

Economic growth (*i.e.* on a like-for-like basis, excluding the exchange-rate impact and the change in the number of working days) came out at 3.5%, vs. 2.5% in 2013.

Factoring in the acquisitions carried out in 2014, revenues generated by operations in France accounted for 43.3% of consolidated revenues, compared with 45%, previously. Despite difficult economic conditions in Southern Europe, this operating segment continued to mark up strong growth, whereas performances in Northern Europe were hampered by sluggish activity in the German Aeronautics sector.

Revenues by business segment

The breakdown of 2014 revenues by business segment is given in the table below:

(in millions of euros)	Innovation and Advanced Engineering Consulting	Organisation and IT-Systems Consulting	Total
Revenues	1,203,2	553,1	1,756.3
As a % of sales	69%	31%	100%

Advanced Engineering and Innovation Consulting, the Group's core business, accounted for 69% of 2014 sales, vs. 74% in 2013 and 72% in 2012. As global leader in this sector, Altran operates mainly in the Automotive, Aerospace, Defence, Telecoms and Energy markets. This activity ensures client support throughout the design, development, processing and manufacturing stages.

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

France including the Group's corporate holding

(in millions of euros)	2014	2013	2014 vs. 2013
Revenues	760.2	735.3	3.4%
Operating income on ordinary activities	77.1	63.2	21.9%
Operating income on ordinary activities (%)	10.1%	8.6%	1.5 pt

Following a stable revenue performance in 2013, Altran France reported growth of 3.4% in 2014.

Regarding Altran's activities In France (operations + holding-company activity), operating income on ordinary activities rose 21.9% to €77.1m on year-earlier levels, driven by the positive impact of productivity gains and savings generated in 2013 and 2014.

Northern Europe

(in millions of euros)	2014	2013	2014 vs. 2013
Revenues	557.5	527.5	5.7%
Operating income on ordinary activities	42.1	45.5	–7.6%
Operating income on ordinary activities (%)	7.5%	8.6%	–1.0 pt

At 31 December 2014, revenues in Northern Europe rose 5.7% on 2013 levels to €557.5m.

The consolidation of Group operations in Germany/Austria and Switzerland in 2014 made for respective regional revenue declines of 1.4% and 2.1% over the period. On the other hand, operations In the UK, the Benelux countries and Scandinavia reported sharp increases of 19%, 17% and 7% respectively, driven notably by the acquisitions of Tass in the Benelux region on 1 April 2014, and Scalae in Scandinavia on 1 January 2014.

Operating income on ordinary activities in Northern Europe came out at €42.1m, equivalent to 7.5% of 2014 sales, vs. 8.6% in 2013.

Southern Europe

(in millions of euros)	2014	2013	2014 vs. 2013
Revenues	348.8	318.3	9.6%
Operating income on ordinary activities	42.4	34.1	24%
Operating income on ordinary activities (%)	12.2%	10.7%	1.5 pt

All of the Group's regional markets in Southern Europe contributed to growth. Revenues in this operating segment rose 9.6% on 2013 levels to €348.8m.

Group operations in Italy and Spain marked up revenue growth of 12% and 5.6%, respectively and Portugal reported record growth of 20% over the period.

Operating income on ordinary activities in Southern Europe came out at €42.4m, equivalent to 12.2% of 2014 sales, vs. 10.7% in 2013.

Rest of the World

(in millions of euros)	2014	2013	2014 vs. 2013
Revenues	89.8	51.7	74%
Operating income on ordinary activities	3.1	0.1	2,152%
Operating income on ordinary activities (%)	3.5%	0.3%	3.2 pt

After an already strong growth performance of 21% in 2013, Altran's revenues in the RoW zone soared 74% in 2014, driven mainly by the acquisition of Foliage's US and India-based activities.

Income on ordinary activities improved significantly due notably to the acquisition of Foliage.

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

In addition to its own operational activities, Altran Technologies, as the parent company, also carries out the management functions for the Group as defined in section 7 "Organisational Chart" of the present Registration Document.

Altran Technologies posted revenues of €802.7m in 2014, up on the 2013 level of €790.5m.

Operating income on ordinary activities rose to €35.7m (equivalent to 4.45% of sales) from €28.9m (3.66% of sales) in 2013.

Financial expenses widened from –€10.9m to –€12.7m in 2014.

The Company posted an exceptional profit of +€42.6m vs. a non-recurring loss of –€12.3m in 2013.

Factoring in net tax income of €26.7m (stemming from tax consolidation and the recognition of tax credits), Altran booked a net accounting profit of €92,346,444.16 at 31 December 2014. Management proposes that this profit be allocated to:

- the statutory reserve: for €1,590,097.20, thus raising the amount held in the reserve to 10% of equity (*i.e.* €8,748,952.25);
- retained earnings: for €90,756,346.96 which would make it positive to the tune of €49,774,996.72.

The following points should be noted:

- non-deductible tax expenses totalled €24,133,854;
- this global sum includes non-deductible expenses of €779,392, pursuant to Article 39-4 of the French General Tax Code.

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

The Group paid out a share premium of €0.11 per share in June 2014.

The breakdown of trade payables (Group and Non Group) at end-2014 and end-2013 is given in the table below:

December 2014 *(in millions of euros)*	Debts expired				Debts outstanding				Total trade payables
	Total debt expired	Since			Total debt outstanding	Maturity			
		0-30 days	31-60 days	> 61 days		0-30 days	31-60 days	> 61 days	
Suppliers	9.0	4.5	1.3	3.2	19.4	15.9	3.5	0.0	28.4
Accounts payable to fixed-asset suppliers	1.7	0.1	0.5	1.1	1.4	0.7	0.7	0.0	3.1
I - TOTAL OUTSTANDING	**10.7**	**4.6**	**1.8**	**4.3**	**20.8**	**16.6**	**4.2**	**0.0**	**31.5**
Suppliers – Accruals					14.7	14.7	0.0	0.0	14.7
II - TOTAL TRADE PAYABLES	**10.7**	**4.6**	**1.8**	**4.3**	**35.5**	**31.3**	**4.2**	**0.0**	**46.2**

December 2013 *(in millions of euros)*	Debts expired				Debts outstanding				Total trade payables
	Total debt expired	Since			Total debt outstanding	Maturity			
		0-30 days	31-60 days	> 61 days		0-30 days	31-60 days	> 61 days	
I - TOTAL OUTSTANDING	**9.1**	**3.4**	**1.4**	**4.3**	**15.0**	**10.7**	**4.0**	**0.3**	**24.1**
II - TOTAL TRADE PAYABLES	**9.1**	**3.4**	**1.4**	**4.3**	**28.6**	**24.3**	**4.0**	**0.3**	**37.7**

9.7 Subsidiaries and equity holdings

The Altran group:

- acquired:

1. Scalae (Sweden) in January 2014,
2. the Foliage group (US) in February 2014,
3. the Tass group (the Netherlands) in April 2014,
4. Treizelec (France) in July 2014 (purchased within the framework of the Alcatel-Lucent industrial partnership). The name of this company was subsequently changed to Altran Connected Solutions,
5. the Concept Tech group (Austria) in October 2014;

- created Altran entities in Morocco, Mexico and Turkey, as well as a Cambridge Consultants' entity in India and an IndustrieHansa entity in the Czech Republic;
- participated in the January 2014 creation of the Altran Automotive Technology Shanghai joint venture, in which the Group owns 51%;
- finalised the acquisition of Beyondsoft's Telecoms-R&D activities in December 2014. This acquisition was carried out via a capital increase initiated by the Altran-Beyondsoft (Beijing) Technologies Joint venture, which was fully subscribed to by Altran. At the same time, the company Altran-Beyondsoft (Shanghai) Technologies was created;
- reduced its holding in Altran Middle East to 30%.

9.8 Other information

Information relative to R&D costs is presented in section 11 "Research and Development" 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 (mandates, functions, stock options and corporate-officer compensation) is presented in sections 14 "Board of Directors and executive officers", 15 "Compensation and benefits" and 17 "Employees" of the present Registration Document.

Details concerning Altran Technologies' shareholders, treasury stock and statutory threshold crossing declarations are presented in section 18 "Major shareholders" of the present Registration Document.

Altran Technologies' annual results over the last five years

	31/12/2010	31/12/2011	31/12/2012	31/12/2013	31/12/2014
Capital at year end					
Share capital *(in euros)*	71,852,266	72,360,712	72,424,928	87,375,660	87,489,523
Number of ordinary shares	143,704,532	144,721,424	144,849,856	174,751,320	174,979,045
Operations and results *(in euros)*					
Revenues	524,577,942	615,315,279	646,012,462	790,507,037	802,695,127
Profit (loss) before tax, profit-sharing, depreciation, amortisation and provisions	(23,792,408)	(118,651,911)	17,248,311	14,416,578	76,786,232
Corporate income tax	(4,989,343)	(15,987,274)	(16,785,862)	(23,706,273)	(26,733,143)
Employee profit-sharing	0	0	0	0	0
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	(6,049,396)	(119,216,150)	21,567,729	29,427,316	92,346,444
Dividends paid	0	0	0	0	0
Earnings per share *(in euros)*					
Profit (loss) after tax, profit sharing, before depreciation, amortisation and provisions	(0.13)	(0.71)	0.23	0.22	0.59
Profit (loss) after tax, profit-sharing, depreciation, amortisation and provisions	(0.04)	(0.82)	0.15	0.17	0.53
Dividends paid	0.00	0.00	0.00	0.00	0.00
Employees					
Total staff	5,961	6,498	6,774	8,367	9,434
Total wages and salaries *(in euros)*	266,809,454	277,814,443	292,687,547	408,226,782	408,599,694
Social commitments (social security, charities, etc.) *(in euros)*	111,317,901	122,511,565	130,649,800	169,801,954	178,977,745

9.9 Human-resources, environmental and social information

Altran first adopted a Corporate Social Responsibility (CSR) strategy in 2008 and joined the United Nations Global Compact in 2009. As a socially responsible company, Altran has since developed this strategy and, after analysing the impacts of innovation consulting, and examining the Group's responsibility vis-à-vis the consequences of its activity on society, it has identified three areas of CSR commitment, namely:

To be a partner of excellence:

Client satisfaction is central to Group strategy. Altran develops innovative and sustainable solutions for its customers so that it can work together with its clients towards inventing a more responsible future. In addition, it protects client data and respects the ethical and responsibility standards shared within the Group and with its partners.

To be a responsible employer:

Human capital is Altran's main asset and the women and men in the Company, its major strength. The Group endeavours to value its employees' talents, foster their professional development and preserve their health and safety. It also ensures that staff members are informed, promotes communication, diversity and the quality of life in the workplace, and involves its employees in the Group's CSR strategy.

To be a committed player:

Altran leverages the skills of its experts to create innovative solutions that serve the common good and which are more environment-friendly. The Company encourages staff participation in charitable initiatives, measures and limits the environmental impact of the Group's activity, and promotes innovation that benefits the society and environment in which its employees live, work, and develop.

At 31 December 2014, Altran had 22,709 employees operating in more than twenty countries mainly in Europe, Asia and America. Altran is gradually extending the scope of the human-resources, environmental and social indicators detailed in its Management Report. The number of European countries in the Company's scope of information totalled six in 2012, rising to ten in 2013. In 2014, Altran further extended its reporting scope to include a country in North America. Unless otherwise mentioned, the 2014 scope of information presented in this report refers to Altran subsidiaries in eleven countries, namely: Belgium, Germany, France, India, Italy, Luxembourg, Portugal, Spain, the Netherlands, the UK and the US. This scope represented 90% of consolidated revenues and 88% of the Group's total workforce in 2014. Details of the scope of information are given in section 9.9.20.

Human-resources information

Altran's goal is to become the preferred partner in Innovation and Advanced Engineering consulting at the global level for its clients and employees. The success of the Group's 2012-2015 Strategic Plan hinges on the commitment and satisfaction of its employees. To strengthen staff commitment and satisfaction, Altran has developed a series of programmes focused on career-path enhancement and performance management, as well as training and human resources development. To this end, the Group implemented CARE (Competencies required to Acquire Responsiblities and Evolve), a programme focused on the skills required to acquire responsibility and progress.

Altran endeavours to provide working conditions that are worthy of its employees. Particular focus is placed on health and safety, and promoting dialogue and diversity.

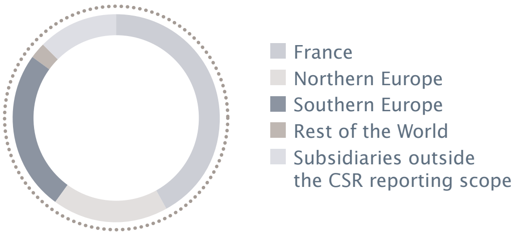
Risks attached to human-resources management are outlined in section 4.1 of the present Registration Document.

9.9.1 Employees

9.9.1.1 Breakdown of workforce by gender, age and geographic zone

The number of employees in the countries included in the Group's human-resources, environmental and social scope of information[1] totalled 19,922 at 31 December 2014, equivalent to 88% of the Group's total workforce at the end of the period (22,709 employees).

The breakdown of Group employees by country is as follows:

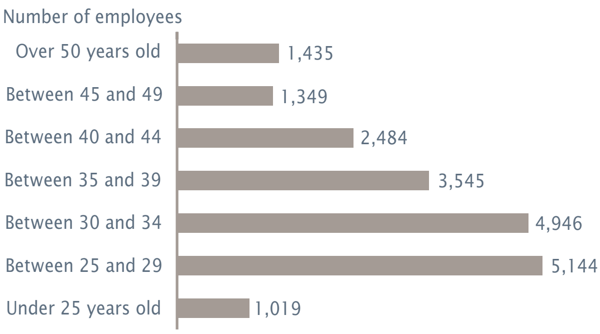


Geographical region[a]	N° of employees
France	9,540
Northern Europe	4,137
Southern Europe	5,664
Rest of the World	581
Subsidiaries outside the CSR reporting scope	2,787

(a) Geographic zones correspond to the operating segments defined in section 9.5 of the present Registration Document. In Germany, the 2014 reporting scope includes the consolidation of IndustrieHansa. The 2014 scope of information does not include companies that were financially consolidated during the reporting year, namely Altran Connected Solutions, Concept Tech, Tass, Foliage, Vignani and Altran Solutions India.

Within the scope of information, women account for 27% of the workforce (5,280 employees) and men for 73% (14,642).

The age pyramid:



9.9.1.2 Trends in headcount

In 2014, the subsidiaries included in the Group's CSR reporting scope recruited a total of 6,027 new employees. The number of staff departures, for whatever reason, totalled 5,311 over the period (see section 9.9.20.6).

The Group's total staff turnover rate is presented in section 17.1.3 of the present Registration Document.

9.9.2 Compensation and salary trends

Regarding employee remuneration, Altran has adopted a personalised compensation strategy. Career Management Committees have been set up across the Group and tools implemented to control staff costs.

Consolidated personnel costs booked by the Group in 2014, and comparative 2013-2014 payroll trends are given in section 20.3.1 of the appendix to the consolidated financial statements of the present Registration Document, note 5.4.

The pension plan structure set up for all Altran employees across the Group is based on a defined contribution pension scheme. Altran has commitments in several defined benefit pension schemes, and other forms of employee benefits (end-of-contract/end-of-career).

Altran has completed its programme to harmonise and standardise the compensation and benefits paid to Directors.

The Human Resources department has implemented a system to provide specific career-management and remuneration monitoring to all Altran Directors (around 120 people with responsibilities at the highest level in Group subsidiaries and at the corporate level).

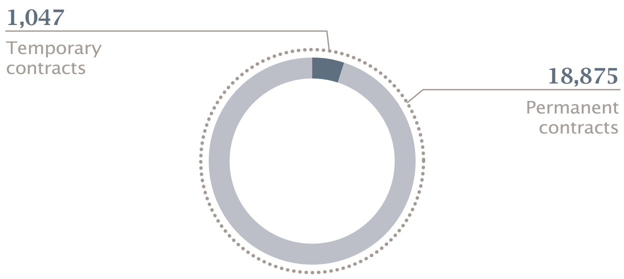
The policies defining the variable component of Director compensation are fully harmonised across the Group. These are redefined every year to take into account the strategic objectives of the Company, and validated by the Executive Committee.

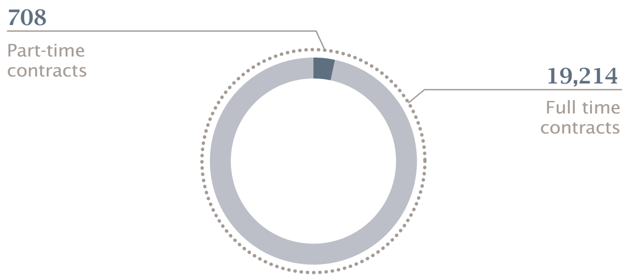
Details concerning corporate-officer compensation are given in section 15 of the present Registration Document. The variable component of the compensation awarded to the Chairman and Chief Executive in 2014 factors in an objective concerning the image of the Company from the point of view of its stakeholders, including clients, suppliers, shareholders, employees and financial analysts, etc. The variable component of the compensation awarded to the Senior Executive Vice-President in 2014 factors in an objective concerning the completion and implementation of the Group's *CARE* programme.

(1) See note 9.9.20 "Methodology".

9.9.3 Organisation of working time

The standard working week is 35 hours in France, 37 and 37.5 hours for Group subsidiaries in the UK, 38 hours in Belgium and 40 hours in Germany, India, Italy, Luxembourg, Portugal, Spain, The Netherlands and the US.





9.9.4 Organisation of social dialogue and collective bargaining agreements

In compliance with legislation in the countries where the Group operates, Altran has staff representatives in Belgium, France, Germany, Italy, Luxembourg, Spain (Altran Innovación), and the UK (Cambridge Consultants). In France, the social-dialogue framework comprises a Central Works Council, seven individual Works Councils, several Health Councils, as well as several Health and Safety Committees and staff representatives. Elsewhere in Europe, Altran staff representatives are organised into local works councils in Germany, union delegations in Belgium, unions in Spain, union federations at the main sites in Italy, and in a works council in Luxembourg. Cambridge Consultants' employees are represented by a staff council. Each group of employees is represented by a peer.

100% of Group employees are covered by a collective agreement in Belgium, France, Italy, Spain, and Portugal, and 62% in Germany. In total, this is equivalent to 87% of the number of Group employees included in the reporting scope. Four collective agreements are in force in Italy, of which three at the national level and another at the corporate level. These cover bonuses, the number of working hours, holiday periods and luncheon vouchers. Altran Spain signed two collective agreements related to working conditions and hours, holidays, time-off and benefits, etc., thereby meeting the legal requirements set forth in the consulting-company collective agreement and the Legislative Royal Decree No. 1/1995, dated 24 March. In Germany, three new collective agreements were signed in 2014 covering the number of working hours, the integration of IndustrieHansa into the Group and the usage of IT systems. In Belgium, two collective agreements related to electronic payslips and luncheon vouchers were signed in 2014. In France, three new collective agreements were signed in 2014 relative to "Solidarity Day" (an extra day worked in France to fund measures to help the elderly and disabled), staggered working hours and telecommuting, as well as Amendment N° 2 of the revision of the Company's employee-savings plan. In India, Altran has implemented an on-line tool enabling employees to put forward suggestions and voice their concerns. The Company has also set up a sexual harassment prevention policy monitored by a dedicated Committee.

9.9.5 Health and safety at work

Altran is committed to preserving the health and safety of its employees and complies with EU directives, national legislation and regulatory requirements in the countries where it operates. Health and safety strategies as well as professional-risk prevention plans are defined at the regional level. Risks linked to Altran businesses include:

- professional risks inherent in activities, such as missions and business travel, which are classed as "generic" in the health and safety manual;
- risks related to the workplace (premises, work stations, emergency situations);
- psychosocial risks;
- risks specific to certain consultants operating in sectors of activity exposed to ionising radiation, CMR (Carcinogenic, Mutagenic, Reprotoxic) agents and bio-agents.

In France, professional-risk protection measures have made it possible to control specific and workplace-related risks. Altran France is stepping up efforts to prevent an increase in the number of road-travel accidents during missions and accidents caused by slips, trips and falls. The deployment of awareness campaigns in 2014 will continue through 2015. Altran France has reiterated its objective to reduce the number of work-related accidents relative to year-earlier levels.

Occupational safety and health (OSH) Committees, which are obligatory in Belgium, France, Germany and Italy, have also been set up at Altran entities in Spain and UK.

In 2013, Altran France signed an amendment to the collective agreement on complementary health and welfare insurance. Policies were drawn up with staff representatives in Italy and Spain concerning health and safety at work.

	Total	France	Northern Europe	Southern Europe	Rest of the World
Number of participants in, and the percentage of employees represented on Health and Safety Committees	122 0.61%	64 0.67%	32 0.77%	26 0.46%	- 0
Number of occupational injuries (see 9.9.20.6)	46	33	8	5	0
Rate and frequency of occupational injury	1.36	2.27	0.98	0.49	0
Severity rate of occupational injuries	0.06	0.13	0.01	0.01	0
Number of employees suffering from an occupational illness	2	0	2	0	0
Absentee rate (see 9.9.20.6)	2.89	3.79	2.08	2.16	1.96

9.9.6 Training and development

In 2012, Altran created a Training and Development Committee at the Group level to ensure coherence between the training and professional development programmes offered and the strategic objectives related to the Group's activity.

The Committee promotes a Group-wide training programme which pools the combined resources of Altran's HR and operational departments to offer Company employees a targeted career-development plan based on Group strategy.

Altran employees can thus develop their skills either at the Group level via training programmes offered by International Management Academy (IMA), at Altran regional training academies, or via Altran Education Services:

- Launched more than ten years ago, the IMA is the Group's professional development centre offering specialised employee training programmes focused on the acquisition of strategic skills such as management and leadership, project management and business development. The IMA designs and implements uniform training programmes throughout the Group's subsidiaries. Its role is to help employees assume responsibility, and guide them through the key stages of their career development.
- The purpose of the Group's regional training academies is to meet the specific needs of Altran employees notably in terms of acquiring technical and language skills, and at the personal-development level.
- Altran Education Services (AES) provides a framework for the entire range of training programmes offered to Group clients.

The employees in the Group's reporting scope received a total of 202,209 hours of training in 2014 (see section 9.9.20.6).

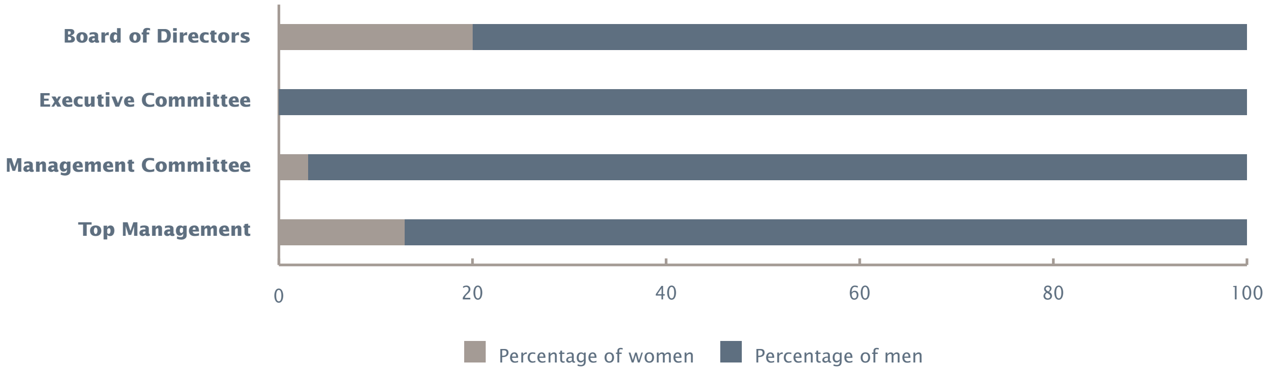
9.9.7 Diversity

9.9.7.1 Gender equality in the workplace

In association with the *Women in Engineering (WiE)*, Altran hosted a series of conferences and workshops throughout the year and at the 2014 *Women's Forum Global Meeting* in Deauville (France). To mark this occasion, Altran and Safran presented the WIE network's first study dedicated to the place of women with respect to top-management/innovation/performance; a three-pronged review giving an insight into the role and vision of women leaders in terms of innovation and the impact women have on corporate performance. WiE then opened up the debate via a questionnaire prepared for a panel of women and men Directors in the industry and technologies sectors. The Women in Engineering network was launched by a group of Altran Directors and several influential women seeking to strengthen the position of female engineers in all scientific professions facilitate their access to top-management positions and demonstrate the valuable contribution women can make to enhance performance and innovation.

Percentage of female employees relative to total workforce

Percentage of male and female executive officers serving on the Group's administrative and management bodies



9.9.7.2 Employment and integration of people with disabilities

	Belgium	France	Germany	Italy	Portugal	Spain	The UK (Altran)
Percentage of employees with a recognised disability (see section 9.9.20.6)	0.18%	0.64%	1.91%	1.61%	0.76%	0.72%	0.49%

No people with an officially recognised disability are employed in the countries within the Group's CSR corporate scope of information that do not figure in the above table.

9.9.7.3 Anti-discrimination policy

Altran anti-discrimination policies are implemented at the regional level in compliance with the corresponding laws and regulatory requirements in the countries where the Group operates. Altran is a signatory of the Diversity Charters in Belgium, France, Italy and Spain.

As a partner in the Cancer@Work association, Altran is committed to promoting the insertion and job security of employees directly or indirectly affected by cancer and to improving their quality of life in the workplace. As such in 2014, Altran implemented an in-house barometer system designed to provide better support for employees suffering from cancer, by identifying ways to sharpen manager awareness to the effects of cancer during the early stages of the illness and once the official diagnosis has been made, and organising two conferences to raise staff awareness to the question of cancer and diabetes. In 2014, Altran France carried out a preliminary study to asses a draft agreement concerning the integration of disabled employees into the Company. This agreement is scheduled to take effect as of January 2016. Altran also pursed its activities as a partner in the YUMP (Young Urban Movement Project) Business Academy which is dedicated to supporting the development of the entrepreneurial projects of young people in Seine-Saint-Denis (on the outskirts of Paris).

9.9.8 Promote and respect the core conventions laid down by the International Labour Organisation (ILO)

Altran is a signatory of the United Nations Global Compact and the Diversity Charters in Belgium, France, Italy and Spain. The Group's commitments towards eliminating discrimination at the professional level and notably in the workplace are integrated in the Altran ethical charter, as well as regional ethical charters and codes of conduct.

Altran respects legislation specific to human rights and working conditions in the countries where it operates, and notably regulations pertaining to freedom of association, as well as the right to collective bargaining, the elimination of all forms of forced and compulsory labour and the abolition of child labour. All of the countries in the Group's reporting scope received a "free country" rating from the *Freedom House 2014* index. This ranking organisation assesses the level of freedom in any given country relative to the civil and political rights in place. The social risk of violating the rights of man is considered weak.

Environmental information

Since Altran is an intellectual services provider, the main impacts of its activity on the environment stem from the Group's office administration activities (paper and energy consumption, waste management), staff travel and CO_2 emissions generated by these activities. In general, the Group's environmental impact and related risks are still limited. Altran develops policies, management systems and initiatives required to improve the measurement and reduce the extent of its environmental impact.

The Group's intellectual services offerings are designed to help its clients reduce their environmental impact. Via several in-house projects and partnerships, Altran is actively involved in the search for innovative solutions that are more environment-friendly.

9.9.9 Corporate organisation designed to address environmental issues

Eight of the Group's sites based in Belgium, India, Italy, Spain and the UK (Cambridge Consultants) have obtained environmental certification (ISO 14001 and/or the "Ecodynamic Enterprise" label[1]). 27% of the employees within Altran's environmental scope of information, equivalent to 24% of the Group's total workforce, are administratively attached to these eight certified sites.

In the other countries included in Altran's environmental scope of information, the Group is developing initiatives to measure and reduce the environmental impact of its activity. Initiatives implemented to optimise paper and energy consumption and to reduce pollution caused by staff travel are presented in sections 9.9.11 and 9.9.12 of the present Registration Document.

9.9.10 Employee access to environmental training and information

Altran raises the awareness of its employees to the question of reducing the environmental impact during integration seminars held for new recruits. In addition, Group subsidiaries in Belgium, France, Germany, India, Italy, Portugal, Spain, and the UK participate in dedicated events and conferences, publish eco-gesture orientation and best-practices guides, distribute posters and publish news on the web or by email. In 2014, to mark European Mobility Week, Altran distributed information to all Group employees on electric and hybrid vehicles. During Sustainable Development Week, Altran France encouraged its employees to share their thoughts on possible energy consumption alternatives that could be used within the Company. In addition, Altran Belgium launched an in-house communication programme, as well as a contest and a vehicle-testing session to promote the use of hybrid vehicles. In the UK, Cambridge Consultants employees are now able to monitor the monthly energy and water consumption of the Company's building.

Altran training catalogues in India, Spain and the US as well as at Cambridge Consultants include environmental training.

9.9.11 Altran sites

To carry out its business, Altran operates a total of 103 sites owned by the subsidiaries in the eleven countries within the Group's reporting scope. 25 of these are considered major sites and included in the scope of environmental indicators. Details of the sites integrated in the Group's scope of environmental indicators are given in section 9.9.20 of the present Registration Document.

9.9.11.1 Paper and Water

Paper consumption at the sites in the Group's regional reporting scope totalled 61.8 tonnes in 2014[2] (see section 9.9.20.6).

To reduce paper consumption, tools have been implemented to monitor printing, and automatically configure printers to print in black and white and recto/verso. Individual printers have been replaced by collective models, and paperless solutions introduced for certain documents (administration management and billing, etc.).

Given the nature of Altran's activities, water consumption is limited to domestic use (toilets, showers, wash-hand basins, kitchen sinks, dish washing machines, coffee machines, and water fountains, etc.). All water consumed by the Company is drawn from urban water reserves.

(1) Developed by the Brussels Institute of Environmental Management, the Ecodynamic Enterprise label is the equivalent certification for the European Eco-Management and Audit Scheme (EMAS) standard.

(2) Data not available for Altran's Schiphol Oost site which accounts for around 2% of the Group's paper consumption.

9.9.11.2 Energy

Energy consumption of Group sites [1]

(in number of megawatt hours)	Total	France	Northern Europe	Southern Europe	Rest of the World
Energy consumption (see 9.9.20.6)	27,404	6,850	13,225	6,096	1,233
o/w electricity consumption	25,211	6,850	11,644	5,483	1,233
Average energy consumption *(in kWh/m²)*	256	224	302	226	214

(1) Data not available for Altran's French sites in Puteaux and Lyon (accounting for 7% of property surface area) or regarding gas consumption levels at the site in Blagnac (France). In France, energy consumption does not include sanitary facility heating systems. 70% of electricity consumed by the Brussels office concerns data relative to the twelve-month period from July 2013 to July 2014. 2013 gas-consumption data for Altran's site in Turin. The Group's Madrid site uses domestic fuel in very small quantities.

Renewable energies and non-renewable energies account for 24% and 76%, respectively of the Group's (energy mix) electricity consumption needs.

In keeping with its strategy to reduce energy consumption, Altran either selects HEQ (High Environmental Quality) buildings for its offices or occupies smaller surface areas. Some sites have chosen to install energy-saving lighting and air-conditioning systems to ensure that power is automatically shut down outside office hours, while others have opted for smart lighting systems that use sensors to measure the movement and degree of daylight. At sites where neither of these automatic systems are installed, a security agent ensures that lights are switched off.

9.9.11.3 Pollution and waste management

In compliance with local legislation and the regional context, Altran has equipped its sites with facilities to sort and recycle waste generated by its activity.

All sites in the Group's environmental scope of information are equipped with sorting facilities to recycle paper, as well as electrical and electronic waste (WEEE). Most sites are equipped to sort and recycle plastic, ink cartridges, light bulbs and light tubes, as well as metal packaging and cans, glass, batteries, air-conditioning cooling liquid, cleaning-products and plastic containers. None of the air-conditioning systems installed at Group sites use ozone-depleting cooling fluids with the exception of systems installed in Group facilities in Brussels, Rome, Schiphol Oost, London and Bordentown where a small quantity is still in use.

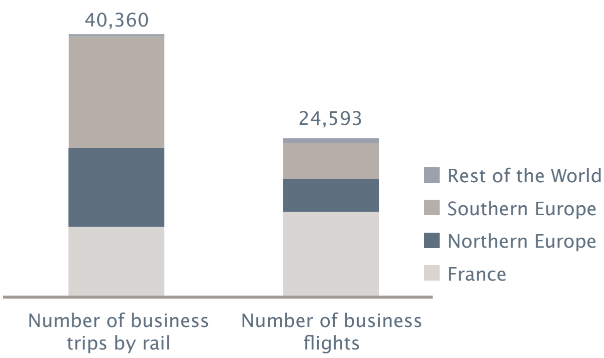
9.9.12 Travel

Altran measures the environmental impact of business trips according to the means of transport: car, plane and rail.

In 2014, 2,339,768 litres of fuel were consumed by company cars used by Group employees[1] (*i.e.* 11% of the total workforce). No staff members in the US, India, and the UK (Cambridge Consultants) have access to a company car. 24,593 business flights were made in 2014 covering a total distance of 33,226,008 km[2]. 40,360 business trips were made by rail during the period covering a total distance of 13,117,785 km[3].

To reduce the amount of pollution caused by Group transport, Altran selects low CO_2 emission vehicles for its car fleet and makes recourse to audio and video conference systems. In addition, car-pooling platforms and free bus-shuttle services are available to Company employees and public-transport fares are reimbursed in full. With the accent now on rail transport, Altran has reduced the number of business flights.

Geographical breakdown of business trips by plane and by rail



(1) Data not available for Altran's subsidiaries in the UK (representing less than 1% of the Group's company-car fleet).
(2) Mileage data not available for Altran's subsidiaries in the UK (representing less than 1% of business flights).
(3) Data not available for India, Portugal and Cambridge Consultants. Altran UK mileage data unavailable.

9.9.13 Climate Change

Altran's commitment to the protection of the environment prompted the Group to develop several projects focused on measuring and reducing CO_2 emissions and developing more environment-friendly innovative solutions. Altran develops sustainable solutions for its clients in a variety of fields: technology, materials, mobility (reduction of land and air-transport fuel consumption, electric and hybrid vehicles) the sustainable city, energy efficiency and renewable energy, as well as environmental management, etc.

In 2009, the Group launched an in-house research programme to develop the skills and tools required to enhance the sustainable value of solutions, products and services.

Because of its sector of activity, Altran does not expect risks either of a regulatory nature or related to material changes caused by climate change to have a significant impact on the Group's financial situation.

Greenhouse gas emissions

Source	Emissions in tonnes of CO_2 eq.
Site utilisation	3,627
o/w amount of paper consumed	*82*
o/w energy consumption	*3,545*
Business trips	13,731
by company car	*6,092*
by plane	*7,177*
by rail	*463*

9.9.14 Biodiversity

The activity profile of the sites in the Group's environmental scope of information is purely administrative. These sites are located in built-up areas. None of these are situated in protected zones.

Within the context of the Instant Wild project, Cambridge Consultants is helping conservationists at the Zoological Society of London (ZSL) to protect some of the world's rarest and most endangered species. Carried out in association with the Kenya Wildlife Service (KWS), this project is based on satellite-connected cameras designed to transmit images to cell-phone apps.

Altran Spain has joined the biodiversity foundation set up by the Spanish Ministry of Agriculture, Food and Environment and endeavours to respect the preservation of natural resources when carrying out its activities.

Social information

Altran is committed to ethical policies and standards and complies with legislation related to the fight against corruption and the protection of personal data. The Group endeavours to implement responsible purchasing strategies and initiatives in accordance with the risks attached to, and the impacts of its supply chain.

Via the Altran Foundation for Innovation and the Group's partnership with the Solar Impulse project, Altran is looking to reinforce its citizen commitment by mobilising the skills of its consultants for the common good of the community and the promotion of environment-friendly technologies.

9.9.15 Stakeholders and local development

9.9.15.1 Dialogue with stakeholders

The stakeholders of the Altran group include all individuals, groups of persons or corporate bodies that have a major impact on, or are significantly affected by the Group's activities, or which play a key role in maintaining the Company's credibility and legitimacy. Altran stakeholders include:

- clients;
- employees, candidates, *alumni*;
- shareholders, financial institutions and financial analysts;
- partners, suppliers and subcontractors;
- educational institutions and accelerators;
- public and private R&D laboratories and centres;
- the media;
- local authorities;
- creators of innovative projects;
- sector players; and
- clusters, company clubs and organisations and industry associations.

Altran develops dialoguing, information and consulting tools for its stakeholders. Some of these tools, such as the Group's Internet and Intranet sites, as well as its social networks, are in place and used all year round. Others are implemented occasionally for specific purposes or events, such as annual satisfaction surveys, trade fairs and forums.

9.9.15.2 Relationship with educational establishments

Via its close ties with prestigious schools and universities, their department heads, professors and student bodies, the Group lends support to the most talented students throughout the course of their studies. The Altran group shares the knowledge and expertise of its consultants with students by offering courses, job interview simulations, training courses and conferences.

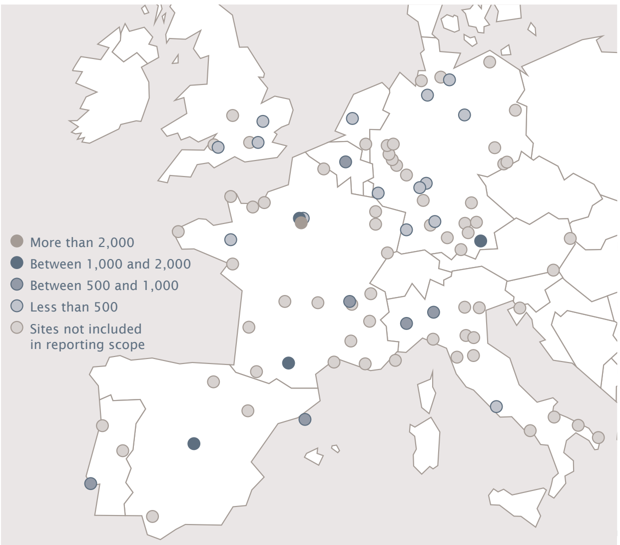
Altran participates in numerous recruitment fairs and workshops to meet with students and young graduates, as well as to discuss and demonstrate the different career paths open to them within the Group.

9.9.15.3 Regional, social and economic impact of the Group's activity on employment and regional development

Regarding the Group's recruitment strategy for its foreign subsidiaries, Altran hires national Executive Directors, as well as operating and functional managers locally, while maintaining an international mobility policy. 46% of Group Directors are French and the Group's management bodies include 16 nationalities.

With more than six thousand consultants recruited in 2014 and activities spread across 103 sites in the 11 countries making up the Group's reporting scope, Altran plays an important role at the job-development level in a number of regions in these countries. The breakdown of staff levels by region shows the extensive territorial coverage of the Group's business.

Breakdown of site and employee numbers in the countries in the Group's reporting scope



In France, the innovation ecosystem comprises a myriad of SMEs participating in the development of innovation. Altran supports the development of this innovation ecosystem and promotes the development of innovative SMEs, ISEs (intermediate-sized enterprises) and large groups both in France and abroad. Altran is notably a member of the Management Board and the Committees of the international competitivity cluster, SYSTEMATIC. The Group provides guidance on strategy orientation promotes open innovation and supports the local and international development of innovative SMEs. In 2014, Altran participated in the labelling-approval process of the competitive cluster's six "Champion Companies" and was involved in more than 70 collaborative innovative projects. In France, Altran partnered the first parliamentary conference on Open Innovation, organised numerous open-innovation conferences and workshops and was a founder member of the Open innovation Institute.

9.9.16 Respect of fair practices and actions related to human rights

Altran has been a signatory of the United Nations Global Compact since 2009 and complies with legal regulations with respect to the fight against corruption. In 2014, Altran reinforced its commitment with regard to the fight against corruption by developing and launching the deployment of a common anti-corruption policy for the Group as a whole. This policy is designed to provide employees with the rules and guidelines ensuring that the laws in terms of the fight against corruption are respected.

Altran complies with laws and regulations governing the collection, treatment, conservation, protection and use of personal data. In all of the Group's companies, the person in charge of personal-data protection is responsible for making the necessary declarations to the competent authorities. Altran security management systems have obtained ISO 27001 certification in Spain, India, Portugal and the UK.

9.9.17 Responsible purchasing strategy

Since Altran is an intellectual services provider, purchases related to the Group's activity include outsourcing, operating and promotional functions. In Belgium, Spain, and Portugal, Altran has drawn up specific purchasing policies outlining the reciprocal sustainable purchasing commitments of the companies and their suppliers. Altran's Ethical Charter presents the Company's commitment to selecting suppliers and partners who share the same principles as the Group. Altran is also a signatory of the Charter of Responsible Supplier Relations in France and participates, via the Group's purchasing department, in works carried out by the Ministry of Economics and Finance on the subject.

For certain purchases, the Altran supplier-selection process integrates a set of environmental impact assessment (EIA) criteria. Depending on the country of operation, these criteria may include the supplier's choice of paper, electronic equipment, company car fleet and/or office supplies. In France, Italy, France, Spain and the US, Altran promotes the employment of people with a recognised disability by outsourcing to companies in the sheltered-employment sector.

The tendering processes and/or the general purchasing conditions employed by Altran in Belgium, France, Germany, Italy and Spain include corporate social-responsibility criteria. Self-assessment questionnaires are sent to Company suppliers in Spain, Italy and Portugal. In three of its operating countries, Altran also communicates its regional subsidiaries' ethical and purchasing commitments to their suppliers. In France, buyers are made aware of the importance of having a responsible purchasing policy that is consistent with their family of purchases. At the subcontractor level, special attention is paid to safety procedures in the workplace.

9.9.18 Sponsoring and partnerships

9.9.18.1 The Altran Foundation for Innovation

The Altran Foundation for Innovation was founded in 1996 for the purposes of promoting technological innovation for the common good. The foundation's mission is to encourage creative ideas, support innovations and enable the faster development of projects. The Foundation offers winning projects technological support provided by a team of Altran experts.

Within the context of the Foundation's 2014 competition, the three winning projects that benefited from this support were DAMAE Medical (France), an optical imaging system for skin cancer screening, Park Smart (Italy), a system designed to optimise urban mobility, and IBI-Cardiorotors (Portugal), a non-invasive imaging system to diagnose auricular fibrillation.

9.9.18.2 The Solar Impulse partnership

Altran became an official partner in the Solar Impulse adventure when the project was launched in 2003 by Bertrand Piccard and André Borschberg. The aim of this project was to create a, solar-powered aircraft capable of flying day and night, with the ultimate goal of completing a fuel-free, round-the-world flight. Altran and its team of experts have played a key role in helping the Solar-Impulse crew achieve their objectives. In 2014, Altran teams prepared the flight plans for the solar plane's round-the-world flight by finalising the automatic pilot design and carrying out a safety and systems reliability analysis, which is indispensable for the plane to obtain flight certification and authorisation.

9.9.19 Cross-reference table

Cross-reference table of the requirements specified in Article 225 of the Grenelle 2 law and Global Reporting Initiative (GRI) guidelines

Requirements specified in Article 225 of the French Grenelle 2 law	GRI	Not relevant	Reference	Additional information
Human-resources indicators				
a) Employment				
Breakdown of workforce by gender, age and geographic zone	G4-LA12		9.9.1.1	
Recruitment and redundancy			9.9.1.2	
Compensation and salary trends	G4-51		9.9.2	
b) Organisation of work				
Organisation of working time			9.9.3	
Absenteeism	G4-LA6		9.9.5	
c) Social relations				
Organisation of social dialogue, notably regarding employee information and consultation procedures, as well as related staff negotiations			9.9.4	
Collective bargaining agreements			9.9.4	
d) Health and safety				
Health and safety conditions in the workplace	G4-LA5		9.9.5	
Overview of agreements signed with trade unions and staff representatives regarding health and safety at work	G4-LA8		9.9.5	
Work-related injuries, notably by rate of frequency and degree of gravity and occupational illnesses	G4-LA6		9.9.5	
e) Training				
Training schemes implemented	G4-LA10		9.9.6	
Total number of training hours	G4-LA9		9.9.6	
f) Equal opportunity and treatment				
Measures implemented to promote equality between women and men	G4-LA12		9.9.1.1 9.9.7.1	
Measures implemented to promote the employment and integration of people with disabilities	G4-LA12		9.9.7.2	
Anti-discrimination policy			9.9.7.3	
g) Promote and respect the specifications set forth in the fundamental conventions of the International Labour Organisation relative to:				
▮ freedom of association and the effective recognition of the right to collective bargaining;		G4-HR4	9.9.8	
▮ eliminating discrimination relative to employment and the profession;				
▮ eliminating all forms of forced and compulsory labour;		G4-HR6		
▮ the effective abolition of child labour.		G4-HR5		
Environmental indicators				
a) Global environmental policy				
Organisation of the Company's structure to take into account environmental issues, and if necessary, the steps taken to ensure environmental evaluation or certification			9.9.9	
Measures carried out to ensure employee access to environmental training and protection			9.9.10	
Means employed to prevent environmental risks and pollution		G4-EN31	9.9.9	
The amount of provisions and guarantees for environmental risks, provided that such information is unlikely to cause any serious damage to the Company in an ongoing litigation				The direct environmental risks linked to the Group's activity are limited. As such, Altran has not written any provisions or put any guarantees in place in terms of the environmental impact.

Requirements specified in Article 225 of the French Grenelle 2 law	GRI	Not relevant	Refe-rence	Additional information
b) Pollution and waste management				
Measures taken to prevent, reduce or repair waste released into the atmosphere, as well as serious environmental damage caused by water or soil	G4-EN20	G4-EN21 EN22 EN24 EN25 EN26	9.9.11.3	
Measures being taken to prevent, recycle and eliminate waste				
Management of noise pollution and any other kind of pollution specific to the Group's activity				Information that is not relevant to Group activity is excluded from the reporting scope.
c) Sustainable use of resources				
Water consumption and supply in relation to local constraints		G4-EN9 EN10	9.9.11.1	
Raw material consumption and measures taken to optimise their efficiency	G4-EN1	G4-EN28	9.9.11.1	
Energy consumption, measures adopted to improve energy efficiency and optimise recourse to renewable energies	G4-EN3 EN5		9.9.11.2	
Land use				Information that is not relevant to Group activity is excluded from the reporting scope.
d) Climate change				
Greenhouse gas emissions	G4-EN15 EN16 EN17		9.9.12 9.9.13	
Adaptation to the consequences of climate change	G4-EC2		9.9.13	
e) Protection of biodiversity				
Measures taken to preserve and/or develop biodiversity	G4-EN11	G4-EN12 EN13 EN14	9.9.14	
Social indicators				
a) Regional, economic and social impact of the Company's activity in terms of:				
▮ employment and regional development;	G4-EC6		9.9.15.3	
▮ the impact on local and neighbouring populations.		G4-SO1 SO2		Information that is not relevant to Group activity is excluded from the reporting scope.
b) Relations with individuals and organisations interested in the Group's activity, notably social-integration and educational institutions, environmental protection groups, consumer associations and local communities				
Conditions encouraging dialogue with these stakeholders			9.9.15.1 9.9.15.2	
Partnership and corporate-sponsorship actions			9.9.18	
c) Outsourcing and suppliers				
Measures taken by the Group to integrate social and environmental issues into its purchasing policy			9.9.17	
The extent of outsourcing and the social and environmental responsibility of Group suppliers and subcontractors			9.2 9.9.17	
d) Fair trade practices				
Actions taken to prevent corruption			9.9.16	
Measures taken to ensure consumer health and safety		G4-PR1 PR2		Information that is not relevant to Group activity is excluded from the reporting scope.
Other measures taken within this category to promote human rights		G4-HR2 HR7 HR8 HR9 HR12	9.9.16	

9.9.20 Methodology

9.9.20.1 Scope of human-resources and social indicators

All subsidiaries included in the Group's scope of human-resources and social indicators are fully controlled by Altran Technologies at 1 January and at 31 December of the reporting year in question and employ at least one member of staff. Only the subsidiaries over which Altran exercises complete control, either directly or indirectly, are integrated into its scope of human-resources and social indicators. These companies are fully consolidated. Human-resources and social indicators are consolidated at the national level.

Once a year, before the reporting process is launched, the Group's CSR manager, in conjunction with the Group's financial management department, validates the list of companies included in the human-resources and social indicator reporting scopes for the period. The CSR manager also checks that Altran does not exercise operating control over the human-resources, environmental and social strategies of subsidiaries outside the Group's reporting scope.

Within the context of the Group's continuous improvement process, the Group has limited its scope to eleven countries for its third reporting year. This scope will be widened to include more countries in the coming years. The objective is to meet the requirements set forth in Article 225 of the Grenelle 2 law.

The subsidiaries in the Group's 2014 human-resources and social scope of information include:

- Belgium: Altran;
- France: Altran Technologies, Altran Education Services, Altran Lab (ex AirCaD);
- Germany: Altran Deutschland Holding, Altran, Altran Service, Altran Consulting & Engineering;
- India: Altran Technologies India;
- Italy: Altran Italia;
- Luxemburg: Altran Luxembourg;
- Portugal: AltranPortugal;
- Spain: Altran Innovación, Agencia de Certification Innovation Española (ACIE);
- The Netherlands: Altran International, Altran;
- The UK: Altran UK Holding, Altran UK, Cambridge Consultants, Cambridge Consultants USA; and
- The US: Altran Solutions.

The 2014 scope of information does not include companies that were financially consolidated during the reporting year, namely Altran Connected Solutions, Concept Tech, Tigerline, Tass, Foliage, Vignani and Altran Solutions India.

Geographic zones correspond to the operating segments defined in section 9.5 of the present Registration Document.

This scope represented 90% of consolidated revenues and 88% of the Group's total workforce in 2014.

9.9.20.2 Scope of environmental indicators

The same criteria applying to the subsidiaries in the Altran scope of human-resources and social indicators apply to those in the Group's scope of environmental indicators.

Altran's scope of environmental indicators includes sites that are owned or rented by the Group. The activity profile of the sites concerned is purely administrative. Client premises where our consultants work on-site are not included. Environmental indicators cover the Group's main sites in the countries where the Group operates. These key sites are selected according to the workforce that is administratively attached to them. The environmental indicators correspond to the activity of the subsidiaries at their main sites which are consolidated at the national level or by geographical zone.

Within the context of the Group's continuous improvement process, the Group has limited its scope to eleven countries for its third reporting year. This scope will be widened to include more countries in the coming years. The objective is to meet the requirements set forth in Article 225 of the Grenelle 2 law.

The subsidiaries in the Group's 2014 environmental scope of information include:

- Belgium: Brussels;
- France: Blagnac, Illkirch, Lyon, Neuilly-sur-Seine, Puteaux, Rennes, Vélizy-Villacoublay;
- Germany: Bremen, Fellbach, Munich, Wolfsburg, Hamburg;
- India: Bangalore;
- Italy: Milan, Rome, Turin;
- Portugal: Lisbon;
- Spain: Barcelona, Madrid;
- The Netherlands: Schiphol Oost;
- The UK: Bath, Cambridge, London; and
- The US: Bordentown (New Jersey).

Geographic zones correspond to the operating segments defined in section 9.5 of the present Registration Document.

Staff members employed at the sites included in the Group's environmental reporting scope represent 68% of the Group's total workforce.

9.9.20.3 Reporting period

The reporting period for the above-mentioned indicators runs from 1 January to 31 December of the fiscal year. Data is collected at 31 December of the year in question, either to give the current situation at that date, or because the last day of the year is the cut-off date for the reference period. To facilitate data collection and treatment, certain elements may be collected at an earlier date. In this case, future data for the remaining months to the end of the period is estimated on the basis of assumptions outlined in the description of the indicator.

9.9.20.4 Indicator-selection criteria

An analysis of the human-resources, environmental and social impacts related to the Group's activities has enabled us to define the pertinent performance indicators (in accordance with requirements specified in Article 225 of the Grenelle 2 law) and identify information which, because of the nature of the Group's activities, is not considered to be relevant. Information that is not relevant to Group activity has been excluded from the reporting scope. Altran has adopted the methodology of the MEDEF (available on the website, *www.medef.com*) to interpret the requirements specified in Article 225 of the Grenelle 2 law and express these as indicators in accordance with the main guidelines of the Global Reporting Initiative (GRI). The GRI principles and indicators have been defined in accordance with the GRI Sustainability Reporting Guidelines, version G4, which are available on the GRI website: *www.globalreporting.org*.

Depending on the relevance of the GRI indicator and the related information available in 2014, Altran has respected all of the GRI indicator requirements, adapted the GRI indicator or defined its own ad hoc indicator.

9.9.20.5 Information considered not relevant to Group activity

In accordance with the Group's reporting framework, the following information related to certain indicators is not considered relevant given that Altran specialises in intellectual services:

1. **Management of noise pollution and any other kind of pollution specific to the Group's activity:** Since Altran provides intellectual services environmental risks are limited. Measures implemented to reduce the Group's environmental impact, notably with regard to the management of waste and pollution sources are described in section 9.9.11.3.
2. **Land use:** Altran rents numerous offices or parts of office buildings. All of these sites are located in urban areas and therefore do not occupy or use arable land. In view of the Company's activities, there is no risk of land pollution.
3. **The impact on local and neighbouring populations:** The intellectual services developed by the Group for its clients present no risk for, or have any significant impact on local communities in the countries included in its reporting scope. The initiatives implemented by Altran to benefit the common good are presented in section 9.9.18.
4. **Measures taken to ensure consumer health and safety:** The intellectual services developed by the Group for its clients have no direct impact on, or present any significant risk to the health and safety for consumers.

Information relative to the above indicators has been excluded from the reporting scope.

9.9.20.6 Reporting framework

A reporting framework for human-resources, environmental and social data was drawn up and deployed in 2012. This is updated every year to take into account consolidation and data verification, contributor and Statutory Auditor comments, the progress plan, and any changes in Global Reporting Initiative guidelines. This reporting framework provides details of the methods used to obtain indicator feedback relative to scope, frequency, definitions, main methodologies, calculation formulas and standard factors. The methodologies implemented for certain indicators may be limited and could therefore be a source of uncertainty given the use of estimates in the case of missing data, calculation errors and omissions, and simplifying assumptions.

Concerning the data published in the present report, the following points should be noted:

1. **Total headcount of reporting scope:** Altran's workforce in the eleven countries in the Group's reporting scope includes staff members with fixed-duration and permanent contracts, as well as employees working on a full-time or part-time basis, and those with work-study contracts and serving internships.
2. **Hirings and departures:** Contract modification is not included in the number of hirings and departures, except at the internship level and with regard to apprenticeship and professionalisation contracts in Italy. Reasons for departure include contract expiry, redundancies, resignations, retirement, end of trial period, breach of contract, early termination of permanent employment contracts, standard ruptures, death and transfers to foreign subsidiaries.
3. **Absentee rate:** Days of absence include lost days for ordinary sick leave, occupational injury, transport-related accidents, occupational illness, unjustified absence and unpaid leave. The period of absence runs from the calendar date when the accident occurred or when the illness was declared.
4. **Occupational injury:** This includes job-related, lost-time accidents, fatal accidents and business-trip accidents. Frequency and severity rates are calculated according to the theoretical number of hours worked over the period.
5. **Training:** The number of training hours includes conventional in-house and external class-learning sessions and e-learning training courses taken by employees. Only training programmes with a minimum duration of one-day are accounted for in France. In some cases, all hours related to training programmes carried out in 2014 and finalised in 2015 can be booked in the first year.
6. **Percentage of employees with a recognised disability:** The percentage of disabled workers is calculated on the basis of the number of Group employees with an officially recognised disability at the end of the year relative to the total workforce of the countries in the reporting scope. Consequently, the disability rate published by Altran France differs from that calculated according to the official French method provided by AGEFIPH, a government agency promoting employment for disabled people in France.
7. **Paper:** A3/A4 paper is used for printers and bought for employee use at sites within the reporting scope (this does not include paper consumption of employees working at client sites).
8. **Energy:** Primary energy consumed.

9.9.20.7 Responsibilities and controls

Reporting is coordinated by the Group's communications department which draws up, in conjunction with the heads of the departments concerned and an environmental consultant, the list of performance indicators and defines their specific reporting framework.

Certain data can be obtained directly from the departments concerned or from information previously collected. Other data collected at Altran subsidiaries is supervised by a department head or the environmental consultant and the Group's CSR manager. A dedicated person is identified in each of the Group's operating countries for this purpose.

The Group's communications department consolidates the data collected in conjunction with the department heads concerned and an environmental consultant.

To optimise the reliability of the information published, consistency controls are carried out with respect to previous-year data, as well as data collected in each country. These controls also verify scope and units of measurement, as well as the comprehensiveness and correct application of the reporting framework.

Cash and capital resources

10

10.1 Information on the borrower's capital		57
10.2 Borrowing requirements		57
10.3 Restrictions on the use of capital resources		57
10.4 Financing of operations		57

10.1 Information on the borrower's capital

Information regarding the Altran group's capital is presented in section 18 "Major shareholders" of the present Registration Document.

10.2 Borrowing requirements

Information regarding the Group's borrowing conditions is presented in section 4.2 "Liquidity risk" and note 4.11 of section 20.3.1 "Consolidated financial statements" of the present Registration Document.

10.3 Restrictions on the use of capital resources

The main restrictions attached to the use of credit lines are given in section 4.2 "Liquidity risk" of the present Registration Document.

10.4 Financing of operations

Information regarding the financing of Group operations is presented in sections 4.2 "Liquidity risk" and 21.1 "Share Capital" of the present Registration Document.

Research and Development

11

At Group level, development costs were capitalised up to €0.1m in 2014. The gross value of R&D costs totalled €5.2m at 31 December 2014.

No R&D expenses were capitalised by Altran Technologies.

Trends

12

12.1	Main trends	61
12.2	Post-closure events	61

12.1 Main trends

The financial performance in 2014 was perfectly in line with the objectives fixed in the Group's 2012-2015 Strategic Plan. Similarly, despite the unfavourable economic environment, Altran should be able to generate profitable growth in 2015.

2012-2015 Strategic Plan

For the record, the Group's 2012-2015 Strategic Plan targets a return to profitable growth and ambitious objectives in terms of growth and margins:

- Strong sustained growth: Revenues of more than €2bn in 2015;
- Margin enhancement: EBITA margin of 11-12% (at peak of cycle);
- Cash generation: Free cash flow between 2% and 4% of revenues rising to 6% at peak of cycle.

12.2 Post-closure events

The major events that occurred between 31 December 2014 and 11 March 2015, when the Group's 2014 financial statements were approved by the Board of Directors, are listed below:

Governance

At the 16 January 2015 Board Meeting, Philippe Salle informed the Directors that he would not be seeking to renew his Director mandate at the Shareholders' General Meeting to be held on 30 April 2015 and that he would be stepping down as Company Chairman and Chief Executive on that date.

Acquisition

On 16 February 2015, the Group announced the acquisition of 100% of Nspyre, a leading Dutch specialist in R&D and High Technology services.

Nspyre was set up in 2008 following the merger between the technical automation divisions of Ordina and Atos Origin. With a network of 11 technology centres and a team of 680 experts, Nspyre offers specialised software development and mechanical engineering services spanning the entire development process, from consultancy and project management, to engineering, testing and implementation. The company, which boasts a solid portfolio of major clients, generated revenues of €64m in 2014.

Following on from the 2014 acquisition of Tass, the purchase of Nspyre is in line with the Group's strategic objectives and will reinforce the Altran Intelligent Systems and Lifecycle Experience solutions. With a workforce of 1,800 employees in the Benelux countries (of which 1,000 in the Netherlands), Altran is now the number one innovation and high technology engineering consulting company in this region.

Forecasts

13

The Altran group does not issue financial forecasts.

Nevertheless, Management expects that the Group will be able to generate profitable growth in 2015.

Board of Directors and executive officers

14

14.1 Members of the governing bodies 65
14.1.1 Members of the Board 65
14.1.2 General Management 66
14.1.3 Mandates and functions exercised by corporate officers in Altran and other companies 67
14.2 Convictions for fraud, liquidation proceedings and penalties involving the Group's corporate officers 80
14.3 Conflicts of interest concerning corporate officers 80
14.4 Financial injunctions for anti-competitive practices imposed by the Competition Authority 80

14.1 Members of the governing bodies

14.1.1 Members of the Board

Altran Technologies is a French public limited company governed by a Board of Directors who are appointed at General Meetings for a period of four years.

The Board comprises eleven Directors.

On 17 December 2014, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) confirmed the Independent-Director status of four of its members: Mr Hans-Georg Härter, Mrs Florence Parly, Mrs Nathalie Rachou and Mr Jacques-Étienne de T'Serclaes, in accordance with the Independent-director qualification criteria laid down in the AFEP-MEDEF Code.

Members of the Board of Directors at 31 December 2014

Name	First appointed/mandate renewed	End of mandate	Main function in the Company
Mr Philippe Salle born 17 May 1965	10 June 2011 AGM and Board meeting	2015 AGM held to approve the 2014 financial statements	Director, Chairman of the Board and Chief Executive
Mr Jean-Pierre Alix born 02 February 1950	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Apax Partners SA, represented by Mr Maurice Tchenio born 19 January 1943	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Mr Christian Bret born 08 September 1940	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Mr Hans-Georg Härter born 02 May 1945	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Mr Sylvain Michel born 16 July 1979	17 December 2014 Board meeting	2018 AGM held to approve the 2017 financial statements	Staff-representative Director
Mrs Florence Parly born 8 May 1963	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Mrs Nathalie Rachou born 7 April 1957	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director

Name	First appointed/mandate renewed	End of mandate	Main function in the Company
Mr Gilles Rigal born 26 May 1958	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Mr Jacques-Étienne de T'Serclaes born 4 June 1947	1 June 2012 AGM	2016 AGM held to approve the 2015 financial statements	Director
Mr Thomas de Villeneuve born 19 May 1972	12 March 2014 Board meeting	2015 AGM held to approve the 2014 financial statements	Director

The Board is also assisted by a Censor, Mr Henry Capelle, appointed in March 2014 for a period of four years. Mr Capelle began his career in 2006 working as an analyst and then an associate within the Investment Banking Division at Goldman Sachs, Paris, where he was part of the major French-accounts team, involved in various M&A, LBO and IPO operations. In 2011, he joined the TMT team of Apax Partners. Henry Capelle graduated from the HEC business school in Paris.

Functioning of the Board of Directors

All information pertaining to the organisation and functioning of the Board of Directors and the Special Committees is given in the Chairman's Report on Corporate Governance, in appendix 1 of the present Registration Document.

14.1.2 General Management

On 10 June 2011, the Board of Directors appointed Mr Philippe Salle as Chairman and Chief Executive until the Annual General Meeting called to approve the Company's 2014 financial statements. The Board of Directors thus decided to maintain its decision not to separate the functions of Chairman from those of Chief Executive.

In accordance with the recommendations of the AFEP-MEDEF Code, Mr Philippe Salle is not bound by an employment contract to the Company, nor to any of its subsidiaries. At end-December 2014, the only other listed companies in which he had Director mandates were Bourbon and GTT (Gaztransport & Technigaz), both of which are listed in France.

In addition, on 28 October 2011, the Board of Directors appointed Mr Cyril Roger (an employee of the Company at the time) Senior Executive Vice-President. Mr Roger is in charge of Southern Europe (France, Spain, Italy, and Portugal) and the Middle East.

14.1.3 Mandates and functions exercised by corporate officers in Altran and other companies

MR PHILIPPE SALLE: CHAIRMAN AND CHIEF EXECUTIVE

49 years old; Chairman and Chief Executive of Altran Technologies.

Mr Philippe Salle began his career with Total in Indonesia before working for Accenture as an IT consultant. Then, he joined McKinsey (strategy consulting) where he was appointed Project Manager. In 1999, he moved to Vedior (now Randstad) where he was appointed Chief Executive of operations in France in 2002, then President for Southern Europe in 2006. In 2007, Mr Philippe Salle joined Geoservices (technologies specialist in the Oil-Services sector) where he first served as Deputy General Manager and then as Chairman and Chief Executive until March 2011.

A graduate of the *École des Mines* engineering school (Paris), Mr Philippe Salle holds an MBA from Kellogg Graduate School of Management, and North-western University, Chicago (USA).

He had 147,657 Altran Technologies shares at 31 December 2014.*

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Chairman and Chief Executive, and Chairman of the Investments and Acquisitions Committee: Altran Technologies
- Chairman: Altran Foundation for Innovation

Outside the Altran group

- Chairman: Finellas SAS (personal investment holding company)
- CIC Associés representative on the Board of Directors: Banque Transatlantique
- Director and Chairman of the Appointment, Remuneration and Governance Committee: Bourbon whose securities are admitted for trading on a regulared market
- Director and Chairman of the Appointment and Remuneration Committee: GTT, whose securities are admitted for trading on a regulared market
- Chairman: Altimus SAS

Abroad

Within the Altran group

- Chairman of the Supervisory Board: Altran Deutschland Holding GmbH (Germany)
- Director: Altran Italia SpA (Italy)
- Director: Cambridge Consultants Ltd (UK)
- Director: Altran International BV (the Netherlands)
- Director: Foliage Inc. (US)
- Director: Altran (Singapore) Pte Ltd (Singapore)
- Director: Altran Malaysia Sdn. Bhd. (Malaysia)
- Director: Altran-Beyondsoft (Beijing) Technologies Co. Ltd (China)

Outside the Altran Group

- Director: Flight Focus Pte Ltd (Singapore)

* Shares held within framework of a life-insurance policy.

MR PHILIPPE SALLE: CHAIRMAN AND CHIEF EXECUTIVE

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

In France

End of mandate	Within the Altran group
2012	Representative of Altran Technologies as Associate Manager: GMTS SNC
2011	Chairman: Arthur D. Little Services
	Outside the Altran Group
2010	Director, Chairman and Chief Executive: Géoservices

Abroad

	Within the Altran group
2013	Representative of Altran Technologies on the Board of Directors: Altran Luxembourg SA
2013	Director: Altran Norge AS (Norway)
2013	Director: Altran AG (Switzerland)
2013	Director: Altran Technologies Sweden AB (Sweden)
2013	Director: Altran Sverige AB (Sweden)
2013	Director: Altran SA (Belgium)
2013	Director: Altran Shanghai Limited (China)
2013	Manager: IndustrieHansa Management GmbH (Germany)
2013	Manager: IndustrieHansa Consulting & Engineering GmbH (Germany)
2013	Manager: IndustrieHansa GmbH (Germany)
2013	Manager: Altran Aviation Engineering GmbH (Germany)
2013	Manager: IndustrieHansa Holding GmbH (Germany)
2013	Manager: Ingenieurbüro Bockholt GmbH (Germany)
2012	Director: Altran UK Holding Ltd (UK)
2012	Director: Altran Technologies India Private Ltd (India)
2012	Director: Altran USA Holdings, Inc. (USA)

MR JEAN-PIERRE ALIX: DIRECTOR

65 years old; chartered accountant.

After exercising a number of local council mandates (Deputy Mayor, General Councillor and District Council President), Mr Jean-Pierre Alix held various trade union and ordinal advisory positions, including that of National President of the French Institute of Chartered Accountants (IFEC), as well as Chairman of the French Association of Chartered Accountants.

He had 4,010 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director, member of the Audit Committee: Altran Technologies

Outside the Altran group

- Manager: SARL Alix Conseil
- 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

In France

End of mandate	Within the Altran group
2012	Member of the Investment and Acquisitions Committee and the Appointment and Remuneration Committee

End of mandate	Outside the Altran group
2012	Manager: SARL Alix et Associates

APAX PARTNERS: DIRECTOR

Apax Partners SA had 3,801 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director: Altran Technologies

Outside the Altran group

- Manager: *Société Civile* Capri
- Manager: *Société Civile* Carmel
- Manager: *Société Civile* Firoki
- Manager: *Société Civile* Info Invest
- Member of the Supervisory Board: Thom Europe SAS

Abroad

Outside the Altran group

- Director: European Jewellers I SA (Luxembourg)
- Director: European Jewellers II SARL (Luxembourg)

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

In France

End of mandate	Outside the Altran group
2014	Member of the Executive Committee: Financière Season
2014	Member of the Supervisory Board: Royer SA
2013	Director: DXO Labs SA
2012	Director: Cognitis Group
2012	Director: Heytens Centrale SA
2012	Director: Itefin Participations SAS
2012	Member of the Supervisory Committee: Arkadin Holding
2011	Director: Camelia Participations SAS
2011	Director: Finalliance
2011	Director: Rue de Commerce SA, whose securities are admitted for trading on a regulated market
2011	Manager: Equa (civil society)
2010	Director: Cegid, whose securities are admitted for trading on a regulated market
2010	Director: Odyssey Group
2010	Member of the Supervisory Committee: Financière des Docks
2010	Director: Group Mondial Tissus SA

Abroad

	Outside the Altran group
2014	Director: Wallet Investissement 1 SA (Belgium)
2014	Director: Wallet Investissement 2 SA (Belgium)
2014	Director: Wallet SA (Belqium)
2014	Director: Buy Way Tech SA (Belgium)
2014	Director: Buy Way Personal Finance Belgium SA (Belgium)
2012	Director of NWL Investissements (Luxembourg)
2011	Class A Manager: Mobsat Group Holding SARL (Luxembourg)

MR CHRISTIAN BRET: DIRECTOR

Mr Christian Bret (74 years old) has spent his entire career in IT and Communications.

After graduating from the French engineering school, ESCPE-Lyon in 1963, Mr Christian Bret began his career as an engineer at IBM France. In 1969, he went on to specialise in IT services and headed up the IT division of Rothschild Bank for three years. Then, he joined the Sligos group where he worked for 18 years and served as Managing Director before becoming Head of the CEA subsidiary, CISI, in 1989. In 1996, Mr Chrisian Bret moved to France Telecom where he was appointed Vice President of the Business-to-Business division.

He has also held a number of important positions in professional organisations: Vice-President of the French employers' federations, Syntec and Syntec-Informatique, Chairman for the *convention informatique* (French IT sector agreement), Chairman of the Strategic Orientation Committee for Afnor (the French industrial standards authority) and a member of the French Telematics and Telecommunications Advisory Boards, as well as Chairman of the Yvelines Scientific and Technical Institute.

In 2003, Mr Christian Bret created a strategy consulting company, Eulis, and in 2004 established the Cercle 01 Innovation - Technologies, an organisation comprising 40 Chairmen and Managing Directors from major French companies, which focuses on ICT-driven performance optimisation.

He had 4,000 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director and member of the Investments and Acquisitions Committee: Altran Technologies

Outside the Altran group

- Director and member of the Remuneration, Ethical and Governance Committees: Sopra Steria Group
- Director: Digital Dimension

Abroad

Outside the Altran group

- Director and Chairman of the Compensation Committee and member of the Audit Committee: Econocom Group

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

End of mandate	In France **Outside the Altran group**
2011	Director: Prosodie

MRS MONIQUE COHEN: DIRECTOR UNTIL 12 MARCH 2014

59 years old; Partner of Apax Partners MidMarket SAS.

Mrs Monique Cohen joined Apax Partners in 2000 to carry out investments in the services-to-enterprises and Financial-Services sector and to head up the Business Development activity.

Before joining Apax, she worked at BNP Paribas as Global Head of Equities, in charge of equity syndication and brokerage activities until June 2000. Prior to this, she was a Senior Banker at Paribas in charge of global marketing monitoring for a small number of major French accounts.

Mrs Monique Cohen graduated from the École Polytechnique in 1976 and holds masters degrees in mathematics and business law.

She was a member of the *Collège de l'Autorité des marchés financiers* (the French Financial Market Authority) between June 2011 and September 2014.

She had 100 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Outside the Altran group

- Chairman: Trocadéro Participations II SAS
- Member and Chairman of the Supervisory Board: Trocadero Participations SAS
- Deputy General Manager: Altamir Gérance SA
- Director: Apax Partners MidMarket SAS
- Director: Safran SA, whose securities are admitted for trading on a regulated market
- Director: SEP Altitude
- Member of the Supervisory Board: JC Decaux SA, whose securities are admitted for trading on a regulated market
- Member of the Supervisory Committee: Global Project SAS
- General Manager: *Société Civile* Fabadari
- Director: BNP Paribas, whose securities are admitted for trading on a regulated market
- Member of the Supervisory Board: Hermès International, whose securities are admitted for trading on a regulated market

Abroad

Outside the Altran group

- Director and Chairman of the Board: Proxima Investissement (Luxembourg)

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

In France

End of mandate	Within the Altran group
2014	Director and member of the Investment and Acquisitions Committee: Altran Technologies

End of mandate	Outside the Altran group
2014	Director: Financière MidMarket SAS
2014	Director: Société de Financement Local SA
2013	Director: B*Capital SA
2012	Chairman: Trocadéro Participations SAS
2012	Member and Chairman of the Supervisory Board: Texavenir II SAS
2011	Director: Equalliance SA
2011	Director: Finalliance SAS
2011	Manager: *Société Civile* Equa
2010	Member of the Supervisory Committee: Financière Famax SAS

Abroad

	Outside the Altran group
2013	Director: Buy Way Tech SA (Belgium)
2013	Director: Buy Way Personal Finance Belgium SA (Belgium)
2013	Director & Chairman of the Board: Wallet SA (Belgium)
2013	Director and Chairman of the Board: Wallet Investissement 1 SA (Belgium)
2013	Director and Chairman of the Board: Wallet Investissement 2 SA (Belgium)
2012	Manager (Class C): Santemedia Group Holding SARL (Luxembourg)

M. HANS-GEORG HÄRTER: DIRECTOR

Until April 2012, Mr Hans-Georg Härter (68 years old) was Chairman of the Board of ZF Friedrichshafen AG, one of the largest automobile parts suppliers in the automotive industry, an international company specialising in transmission and ground connection technologies.

Mr Hans-Georg Härter spent his entire career with the ZF Group. After graduating in mechanical engineering from Meersburg Academy (Germany), he joined ZF Passau GmbH in 1973 as an Analysis and Methodology Engineer. Mr Härter was appointed Vice-President of ZF Passau in 1991 and in 1994 became a member of the Executive Committee of the ZF Group. In 2002, he was appointed Managing Director of ZF Sachs AG and took over the leadership of the ZF group in 2007. After serving 40 years with ZF Group, Mr Härter retired in May 2012.

He had 2,060 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director and member of the Investments and Acquisitions Committee: Altran Technologies

Abroad

Outside the Altran group

- Member of the Supervisory Board: Klingelnberg AG
- Director: Zeppelin Foundation of the University of Friedrichshafen
- Director: Deutsche Wissenschaft e.V. association
- Member: Deutsche Wissenschaft Institute
- Member of the Advisory Board: Unterfränkische Überlandzentrale eG
- Director: Saurer GmbH
- Director and member of the Strategic Committee: Faurecia
- Member of the Supervisory Committee: Kiekert AG
- Member of the Supervisory Board: Knorr-Bremse AG

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

End of mandate	Abroad **Outside the Altran group**
2012	Managing Director: ZF Friefrichshafen AG
2011	Member of the Supervisory Board: Getriebe GmbH Saarbrücken
2011	Member of the Supervisory Board: ZF Lemförder GmbH
2011	Member of the Supervisory Board: ZF Passau GmbH
2011	Member of the Supervisory Board: ZF Sachs AG
2011	Member of the Supervisory Board: Verband der Automobilindustrie (VDA)

MR SYLVAIN MICHEL: STAFF-REPRESENTATIVE DIRECTOR SINCE 17 DECEMBER 2014

Mr Sylvain Michel works as an engineering consultant for the Altran Group. He is 35 years old.

With a BTS diploma in advanced technical studies and tool making, Mr Michel has worked as a designer/integrator in the audio-visual systems segment, and held project-manager positions on contracts related to tool development for the Automotive and Aeronautics sectors and VIP aircraft-cabin installation.

He had no Altran Technologies shares at 31 December 2014.*

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Staff-representative Director: Altran Technologies

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

None

* The Company's Articles of Association specify that Staff-representative Directors are not obliged to own Company shares.

MRS FLORENCE PARLY: DIRECTOR

Mrs Florence Parly (51 years old) was appointed Vice President in charge of strategy and finance of the SNCF in November 2014.

A graduate of Sciences-Po Paris (Institute of Political Studies) and ENA (the French National School of Administration) in 1987, Mrs Florence Parly began her career as a Civil Administrator with the budget department of the French Finance Ministry, before serving as a Budget Advisor in several ministerial cabinets between 1991 and 1993. She was subsequently appointed head of the budget department in charge of financing.

Mrs Florence Parly served as Budget Advisor to the French Prime Minister between 1997 and 1999 and was nominated Secretary of State for the Budget in 2000.

Between 2003 and 2004, Mrs Parly served as Officer-in-Charge at *Agence France Trésor* (a department of the French Ministry for the Economy, Finance and Industry) and was later appointed Managing Director of the Regional Development Agency for the Paris region.

Florence Parly retired from politics in 2006 and joined Air France as Head of Investment Strategy. She was appointed Executive Vice-President of Air France Cargo in 2008, then Deputy General Manager in charge of the Passenger Activity Paris-Orly and French Stations in January 2013.

She had 3,800 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director and Chairman of the Appointment and Remuneration Committee: Altran Technologies

Outside the Altran group

- Director: Bpifrance Participations
- Director and Chairman of the Appointment and Remuneration Committee: Bpifrance Investissement
- Director and Chairman of the Audit Committee: Ingenico

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

In France

End of mandate	Outside the Altran group
2014	Director: Air France, whose securities are admitted for trading on a regulated market
2014	Director: Servair
2013	Chairman of the Board: Sodexi
2013	Air France representative on the Supervisory Board: FRAM
2013	Chairman of the Board of Directors: MCH (Mexico Cargo Handling)
2011	Chairman of the Board: Traxon

MME NATHALIE RACHOU: DIRECTOR

Mrs Nathalie Rachou (57 years old) manages Topiary Finance Ltd, a London-based asset management company that she set up in 1999.

Prior to that, Mrs Nathalie Rachou spent 22 years at Banque Indosuez (now Credit Agricole Indosuez) where she worked as Foreign Exchange Dealer between 1978 and 1982, Head of Asset/Liability Management until 1986 when she set up the bank's brokerage subsidiary, Carr Futures International. From 1991 to 1996, she was Corporate Secretary of Banque Indosuez then became Head of Foreign Exchange and Currency Options until 1999 when she set up her own company.

Mrs Nathalie Rachou graduated from the HEC business school in Paris in 1978 and has spent half her professional career working in the UK.

She has been a French Foreign Trade Advisor in the UK since 2001, and is a member of the Franco-British think-tank, *Cercle d'Outre Manche*.

She had 3,800 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director and member of the Audit Committee: Altran Technologies

Outside the Altran group

- Manager: Topiary Finance Ltd
- Director and member of the Audit Committee: Veolia Environnement
- Director and member of the Audit Risks and Internal-Controls Committee: Société Générale whose securities are admitted for trading on a regulated market
- Director: ARIS (Association of retired and former workers of Indosuez)

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

End of mandate	In France
	Outside the Altran group
2013	Director and member of the Strategic Committee: Liautaud & Cie commercial bank

MR GILLES RIGAL: DIRECTOR

56 years old; Partner of Apax Partners MidMarket SAS.

Mr Gilles Rigal joined the Technologies & Telecoms team of Apax Partners 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 Gilles Rigal went on to serve as Divisional Manager at McDonnell Douglas Information Systems, then he moved to Systar, an international software company based in France, where he was successively appointed General Manager of French, European and International operations. In 1995, he joined BMC Software (5th global software publisher) as General Manager of French operations and Vice-Chairman of marketing and indirect sales for Europe, the Middle East and Africa.

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

He had 3,801 Altran Technologies shares at 31 December 2014.

Mr Gilles Rigal is Chairman of Altrafin Participations SAS which had 29,585,753 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director and member of the Appointment and Remuneration Committee and the Investments and Acquisitions Committee: Altran Technologies

Outside the Altran group

- Chairman: Altrafin Participations SAS
- Chairman: Itefin Participations SAS
- Chairman of the Board: Willink SAS
- Member of the Management Committee: Itefin Participations
- Director: Apax Partners MidMarket SAS
- Director: Financière MidMarket SAS
- Director: Vocalcom SAS
- Representative of Altrafin Participations; Manager: SEP Altitude
- Representative of Itefin Participations; Director: GFI Informatique SA
- Managing Partner: Sofaprig (civil society)

Abroad

Outside the Altran group

- Director and Chairman of the Board: Magequam (Luxembourg)
- Manager: Infofin Participations (Luxembourg)

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

In France

End of mandate	Outside the Altran group
2012	Director: Cognitis Group SA
2011	Chairman: Willink SAS

Abroad

End of mandate	Outside the Altran group
2012	Director: Odyfinance SA (Luxembourg)
2010	Apax Partners SA representative: Odyssey Group SA (Luxembourg)

MR MAURICE TCHENIO: APAX PARTNERS SA REPRESENTATIVE

72 years old; Co-founder of Apax Partners and Chairman of the Executive Management Board of Altamir Amboise and Chairman of the AlphaOmega Foundation.

Mr Maurice Tchenio began his career as an Assistant Professor of Finance at the HEC business school in Paris before being appointed Project Manager at the Institut de Développement Industriel (IDI), based in Paris, private-equity company.
In 1972, Mr Maurice Tchenio, in conjunction with Mr Ronald Cohen and Mr 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 CEO of Apax Partners SA, the Group's French division. In 1995, Mr Maurice Tchenio founded Altamir Amboise, a French listed private equity company, and, in 2010, he 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 of 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.

He had 373,000 Altran Technologies shares at 31 December 2014.*

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Representative of Apax Partners SA; Director: Altran Technologies

Outside the Altran group

- Chairman and CEO: Apax Partners SA
- Chairman and CEO: Altamir Gérance SA
- Director: Toupargel Groupe SA, whose securities are admitted for trading on a regulated market
- Director: Albioma, whose securities are admitted for trading on a regulated market
- Director: Financière de l'Échiquier SA
- Vice-President: Toupargel SASU
- Chairman of the Board: AlphaOmega Foundation
- Joint manager: *Société civile* Immobilière Mauryland
- General Partner: AlphaOmega SC
- General Partner: *Société civile* TT Investissements
- Manager: Amboise SNC
- Manager: *Société civile* Cimarosa
- Manager: *Société civile* Cimarosa II
- Manager: *Société civile* Copernic Partenaires
- Manager: *Société civile* Étoile II
- Manager: *Société civile* SE Wagram
- Member of the Supervisory Committee: Thom Europe SAS
- Representative of Apax Partners SA; Manager: *Société civile* Carmel
- Representative of Apax Partners SA; Manager: *Société civile* Capri
- Representative of Apax Partners SA; Manager: *Société civile* Firoki
- Censor: Lion/Seneca France 1 SAS

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

In France

End of mandate	Outside the Altran group
2014	Manager: *Société civile* Moussecarrie
2013	Manager: *Société civile* Cimarosa Media
2013	Manager: *Société civile* Cimarosa Tubes
2013	Manager: *Société civile* Galilée Partenaires
2013	Manager: *Société civile* Galilée Partenaires II
2013	Manager: *Société civile* Longchamp
2012	Director: F2L SAS
2012	Director: 3AB Optique Développement SAS
2012	Director: 3AB Optique Expansion SAS
2012	Chairman: 3AC Finance SAS
2011	Representative of Apax Partners SA; Director: Rue du Commerce whose securities are admitted for trading on a regulated market
2011	Representative of Apax Partners SA; Manager: *Société civile* Equa
2010	Representative of Apax Partners SA; Director: Financière des Docks SAS (ex U10 Partenaires)

* Shares held within framework of a life-insurance policy.

MR JACQUES-ÉTIENNE DE T'SERCLAES: DIRECTOR

67 years old; Founder-Chairman of the in-kind donation charity association, *Agence du don en nature.*

Mr Jacques-Étienne 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 Jacques-Étienne T'Serclaes worked for seven years with Euromarché (Carrefour), where he was appointed Managing Director of the group. Then he 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.

He had 5,000 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director, Chairman of the Audit Committee and member of the Appointment and Remuneration Committee: Altran Technologies

Outside the Altran group

- Founding Chairman: Agence du don en nature - Goods to give
- Director: Rémy-Cointreau

Abroad

Outside the Altran group

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

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

In France

End of mandate	**Within the Altran group**
2012	Member of the Investments and Acquisitions Committee: Altran Technologies

Abroad

End of mandate	**Within the Altran group**
2012	Director: Altran Technologies India Private Ltd (India)

End of mandate	**Outside the Altran group**
2011	Director: Gift in kind International (US)

MR THOMAS DE VILLENEUVE: DIRECTOR SINCE 12 MARCH 2014

42 years old; Partner of Apax Partners MidMarket SAS.

Mr Thomas de Villeuneuve joined Apax Partners in 2001 where he was in charge of investments in the TMT sector. Mr de Villeuneuve began his career with the Boston Consulting Group, working mainly in the Medias and Telecoms sector in Paris and New York. Thomas de Villeuneuve graduated from the HEC business school in Paris.

He had 3,801 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Director and member of the Investment and Acquisitions Committee: Altran Technologies

Outside the Altran group

- Director: Apax Partners MidMarket SAS
- Director: Clarisse SA
- Director: We2Go association
- Member of the Supervisory Board: InfoPro Digital SAS
- Managing Partner: *Société civile* Hermine

Abroad

Outside the Altran group

- Director: Eiger GP SA (Luxembourg)
- Manager: Eiger1 SARL (Luxembourg)

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

In France

End of mandate	Outside the Altran group
2014	Board of Directors Censor: Altran Technologies

Abroad

End of mandate	Outside the Altran group
2013	Member of the Management Board: Altice Portugal SA (Portugal)
2013	Manager: Codilink SARL (Luxembourg)
2013	Manager: Codilink Management SARL (Luxembourg)
2011	Manager: Coditel Management SARL (Luxembourg)
2011	Manager: Coditel Holding Lux II SARL (Luxembourg)
2011	Director: Coditel Holding SA (Luxembourg)

MR CYRIL ROGER: SENIOR EXECUTIVE VICE-PRESIDENT

50 years old: Senior Executive Vice-President of Altran Technologies in charge of Southern Europe (France, Spain, Italy and Portugal) and the Middle East.

A graduate of Centrale Lyon and ENST (Telecom Paris Tech), Mr 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. Between 2006 and October 2011, he served on the Executive Committee of the Altran group as Executive Vice-President in charge of French operations and the Group's Automotive, Aerospace and Energy industries. On 28 October 2011, he was appointed Senior Executive Vice-President.

He had 50,000 Altran Technologies shares at 31 December 2014.

Mandates and functions exercised at 31 December 2014

In France

Within the Altran group

- Senior Executive Vice-President of Altran Technologies in charge of Southern Europe (France, Spain, Italy and Portugal) and the Middle East.
- Chairman: Altran Education Services SAS

Outside the Altran group

- Manager: Valguil (civil society)

Abroad

Within the Altran group

- Director: Altran Italia SpA (Italy)
- Chairman: Altran Maroc SARLU (Morocco)
- Director: Altran Middle East FZ-LLC (UAE)
- Director: Altran Inovasyon Ve Teknoloji Anonim Sirketi (Turkey)

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

In France

End of mandate	Within the Altran group
2013	Chairman: Altran CIS SAS
2013	Chairman: Datacep SAS
2013	Chairman: Excellia SAS
2013	Director and Chairman of the Board: NSI SA, whose securities were listed on the French free market
2013	Chairman: Altran Ingénierie Mécanique & Process SAS
2013	Chairman: Altran Praxis SAS

Abroad

	Within the Altran group
2013	Altran Technologies' representative and Sole Director: Altran Innovacion SLU (Spain)
2012	Director: Hilson Moran Italia SpA (Italy)
2011	Director: Altran Innovacion SLU (Spain)

14.2 Convictions for fraud, liquidation proceedings and penalties involving the Group's corporate officers

To the best of the Company's 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 from taking part in the management of an issuer's business.

14.3 Conflicts of interest concerning corporate officers

To the best of the Company's knowledge there are no:

- conflicts of interest between its Board members' duties to Altran Technologies and their private interests and/or other obligations;
- family ties between the Board members of Altran Technologies.

14.4 Financial injunctions for anti-competitive practices imposed by the Competition Authority

To the best of the Company's knowledge, no injunctions had been issued against it at the date this Registration Document was filed with the AMF.

Compensation and benefits

15

15.1	Corporate-officer compensation	81
15.2	All commitments made by the Company to its corporate officers	85
15.3	Summary of stock options granted to corporate officers	85

15.1 Corporate-officer compensation

Total gross compensation and all other benefits paid to corporate officers by the Company and its subsidiaries in 2014 totalled €1,991,500, of which:

- corporate-officer compensation: €1,786,500;
- attendance fees: €205,000;
- benefits in kind: none.

Compensation allocated to the Chairman and Chief Executive: Mr Philippe Salle

2014 compensation

	For 2014			
	Target amount	Amount due	Amount paid in 2014	Amount to be paid after 2014
Fixed compensation	€600,000	€600,000	€600,000	None
Variable compensation	€600,000	€787,118	None	€787,118
TOTAL	**€1,200,000**	**€1,387,118**	**€600,000**	**€787,118**

2013 compensation

	For 2013			
	Target amount	Amount due	Amount paid in 2013	Amount paid in 2014
Fixed compensation	€500,000	€500,000	€500,000	None
Variable compensation	€600,000	€529,500	None	€529,500
TOTAL	**€1,100,000**	**€1,029,500**	**€500,000**	**€529,500***

* This amount does not factor in any additional compensation related to the Long-Term Incentive (LTI) plan detailed below ("Additional compensation programme reserved for the Chairman & Chief Executive and the Senior Executive Vice-President as specified in the 2012-2013 Plan").

On 17 December 2013 and 12 March 2014, the Board of Directors, upon recommendation of the Appointment and Remuneration Committee, decided to allocate Mr Philippe Salle:

- a fixed, gross annual compensation of six hundred thousand euros (€600,000);
- a variable compensation equivalent to up to 100% of the fixed component for fulfilling certain performance-related objectives, and up to 160% in case of over-performance.

The variable portion is based on a number of specific objectives, the choice and weightings of which are defined every year by the Board of Directors upon recommendation of the Appointment and Remuneration Committee.

At the 12 March 2014 Board of Directors meeting it was decided that 60% of this variable compensation would be pegged to the achievement of financial targets (Group EBIT and Free Cash Flow, with respective weightings of 48% and 12%), and the remaining 40% to the fulfilment of individual qualitative objectives related to the implementation of Group strategy as defined by the Board of Directors.

The required level of achievement for each objective is clearly specified but cannot be published for confidentiality and trade-secret reasons.

Mr Philippe Salle does not have an employment contract with the Company, nor does he benefit from (i) a supplementary retirement scheme, (ii) benefits due to or arising from either the termination or change in his function, nor from (iii) any compensation relative to a non-competition clause.

In fiscal year 2014, Mr Philippe Salle in the context of his mandate, did not receive any other compensation, nor did he receive any securities giving access to the Company's capital (stock options or free performance shares).

Compensation allocated to the Senior Executive Officer: Mr Cyril Roger

2014 compensation

	For 2014			
	Target amount	Amount due	Amount paid in 2014	Amount to be paid after 2014
Fixed compensation	€400,000	€400,000	€400,000	None
Variable compensation	€300,000	€430,435	None	€430,435
TOTAL	**€700,000**	**€830,435**	**€400,000**	**€430,435**

2013 compensation

	For 2013			
	Target amount	Amount due	Amount paid in 2013	Amount paid in 2014
Fixed compensation	€400,000	€400,000	€400,000	None
Variable compensation	€300,000	€257,000	None	€257,000
TOTAL	**€700,000**	**€657,000**	**€400,000**	**€257,000***

* This amount does not factor in any additional compensation related to the Long-Term Incentive (LTI) plan detailed below ("Additional compensation programme reserved for the Chairman & Chief Executive and the Senior Executive Vice-President as specified in the 2012-2013 Plan").

On 12 March 2014, the Board of Directors, upon recommendation of the Appointment and Remuneration Committee, decided to allocate Mr Cyril Roger:

- a fixed, gross annual compensation of four hundred thousand euros (€400,000);
- a variable compensation equivalent to up to 75% of the fixed component for fulfilling certain performance-related objectives, and up to 160% in case of over-performance.

The variable portion is based on a number of specific objectives, the choice and weightings of which are defined every year by the Board of Directors upon recommendation of the Appointment and Remuneration Committee.

At the 12 March 2014 Board of Directors meeting, it was decided that 80% of this variable compensation would be pegged to the achievement of financial targets (performances related to Group EBIT, as well as EBIT and DSO in Southern Europe, with respective weightings of 10%, 60% and 10%), and the remaining 20% to the fulfilment of individual qualitative objectives related to the implementation of Group strategy as defined by the Board of Directors.

The required level of achievement for each objective is clearly specified but cannot be published for confidentiality and trade-secret reasons.

In fiscal year 2014, Mr Cyril Roger in the context of his mandate, did not receive any other compensation, nor did he receive any securities giving access to the Company's capital (stock options or free performance shares).

The 2012-2013 LTI Plan: additional compensation reserved for the Chairman & Chief Executive and the Senior Executive Officer

Upon the recommendation of the Appointment and Remuneration Committee, the Board of Directors voted on 28 August 2012 to launch a Long-Term Incentive (LTI) plan which provides for the possibility of awarding Messrs. Philippe Salle and Cyril Roger an additional compensation, paid on a deferred basis, subject to achieving an objective based on average annual EPS (Earning Per Share) growth.

The implementation of the LTI plan is decided by the Board of Directors on a yearly basis and covers a four-year period divided into two sub-periods:

- a two-year vesting period: dating from the Board's decision (made when it meets to approve the financial statements for the previous fiscal year), to implement an additional compensation programme. The Board of Directors fixes the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the corporate officer concerned for achieving 100% of the objective. The vesting period runs until the Board of Directors meets two years later to approve the financial statements for the previous fiscal year;
- a two-year retention period: beginning at the end of the vesting period. At the start of the retention period, the Board of Directors fixes the definitive number of shares that will serve as a basis to calculate the corporate officer's additional compensation. Additional compensation is not distributed at this stage, but at the end of the retention period. The amount of compensation is calculated on the basis of the average Altran Technologies share price over the twenty trading-day period preceding this date, multiplied by the definitive number of shares which serves as a reference, as determined two years earlier.

The rights acquired during the vesting period are subject to the presence of the beneficiary within the Group during this time.

A Long-Term Incentive plan was implemented for the first time, corresponding to fiscal year 2012, as of 8 March 2012, when the Board of Directors met to approve the financial statements for fiscal year 2011. Upon recommendation of the Appointment and Remuneration Committee, the Board of Directors:

- determined the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the following corporate officers;
  - Mr Philippe Salle: 253,580 shares,
  - Mr Cyril Roger: 144,903 shares;
- decided that corporate-officer rights to additional compensation would be acquired on the basis of the percentage of the performance objective achieved;
- fixed the performance-achievement objective and the criteria used for granting these rights. This information has not been disclosed for confidentiality and trade-secret reasons.

Based on the percentage of objectives achieved, the Board of Directors, upon recommendation of the Appointment and Remuneration Committee, decided on 12 March 2014, to allocate 253,580 and 144,903 value units, respectively, to Mr Philippe Salle and Mr Cyril Roger.

These value units will serve as the basis for calculating the additional compensation to be paid to the two beneficiaries at the end of the two-year retention period, mentioned above.

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

The total amount of Director attendance fees was set at €400,000 per annum at the Shareholders' Meeting on 28 June 2013.

In accordance with Article L. 225-45 of the French Commercial Code, the distribution of attendance fees is determined by the Board of Directors. At the 17 December 2013 session, the Board of Directors decided, upon the recommendations of the Appointment and Remuneration Committee, to modify the rules applying to attendance-fee distribution, in accordance with the AFEP-MEDEF Code which specifies that the bulk of attendance fees should be variable and based on attendance rates at Board and Committee meetings.

The Board of Directors thus decided that attendance-fee distribution would be broken down as follows:

- a fixed portion of €15,000;
- a variable portion of up to €15,000, based on attendance rates at Board meetings;
- a variable portion of up to €10,000 for Committee members based on their attendance rates at Committee meetings;
- a variable portion of up to €40,000 for chairing one or more Committees, half of which based on her/his attendance rates at the Committee meetings in question.

The Board of Directors reiterates the fact that neither the Chairman of the Board nor the representatives of Apax Partners receive attendance fees.

The fixed portion of attendance fees is paid out by the Company during the financial year in question and the corresponding variable component at the beginning of the following year.

Details of the attendance fees allocated to Directors in 2014 and 2013 (excluding any other exceptional compensation distributed over the period) are given in the table below:

		Attendance fees paid in 2014		
Board member	**Functions**	**Gross amount of attendance fees due for 2014**	**Gross amount of attendance fees paid in 2014**	**Gross amount of attendance fees to be paid in 2015**
Mr Jean-Pierre Alix	Director	€40,000	€7,500	€32,500
Apax Partners, represented by Mr Maurice Tchenio	Director	None	None	None
Mr Christian Bret	Director	€40,000	€7,500	€32,500
Mrs Monique Cohen	Director (until 12 March 2014)	None	None	None
Mr Hans-Georg Härter	Director	€21,607	€7,500	€14,107
Mr Sylvain Michel	Staff-representative Director (since 17 December 2014)	None	None	None
Mrs Florence Parly	Director and Chairman of the Appointment and Remuneration Committee	€80,000	€7,500	€72,500
Mrs Nathalie Rachou	Director	€40,000	€7,500	€32,500
Mr Gilles Rigal	Director	None	None	None
Mr Jacques-Étienne de T'Serclaes	Director and Chairman of the Audit Committee	€80,000	€7,500	€72,500
Mr Thomas de Villeneuve	Director (since 12 March 2014)	None	None	None
TOTAL		**€301,607**	**€45,000**	**€256,607**

Board member	Functions	Attendance fees paid in 2013		
		Gross amount of attendance fees due for 2013	Gross amount of attendance fees paid in 2013	Gross amount of attendance fees paid in 2014
Mr Jean-Pierre Alix	Director	€40,000	€20,000	€20,000
Apax Partners, represented by Mr Maurice Tchenio	Director	None	None	None
Mr Christian Bret	Director	€40,000	€20,000	€20,000
Mrs Monique Cohen	Director	None	None	None
Mr Hans-Georg Härter	Director	€40,000	€20,000	€20,000
Mrs Florence Parly	Director and Chairman of the Appointment and Remuneration Committee	€80,000	€40,000	€40,000
Mrs Nathalie Rachou	Director	€40,000	€20,000	€20,000
Mr Gilles Rigal	Director	None	None	None
Mr Jacques-Étienne de T'Serclaes	Director and Chairman of the Audit Committee	€80,000	€40,000	€40,000
TOTAL		**€320,000**	**€160,000**	**€160,000**

In fiscal year 2014, none of the corporate officers received any compensation from any company controlled by Altran Technologies, nor did they receive any benefits in kind, stock options, free or performance shares, or any securities giving access to the Company's share capital.

15.2 All commitments made by the Company to its corporate officers

Under the terms of his employment contract with Altran Technologies, Mr Cyril Roger benefits from a contractual severance package and a non-competition indemnity. These benefits were suspended, as was his employment contract, and will remain so throughout his mandate (see section 15.1 above).

The Group has 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 corporate officers

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 and free shares", of the present Registration Document.

Practices of the corporate bodies

16

All information relative to the functioning and organisation of the corporate bodies is given in the “Chairman’s Report”, in appendix 1 of the present Registration Document.

All information pertaining to related-party agreements is given in the Statutory Auditors’ Special Report on regulated agreements and commitments in appendix 3 of the present Registration Document.

Employees

17

17.1 Employee data 89

17.1.1 Staff number trends 89

17.1.2 Invoicing rate 90

17.1.3 Staff turnover rate 90

17.2 Employee share-ownership and profit-sharing 91

17.2.1 Stock options and free shares 91

17.2.2 Employee profit-sharing and incentive schemes 92

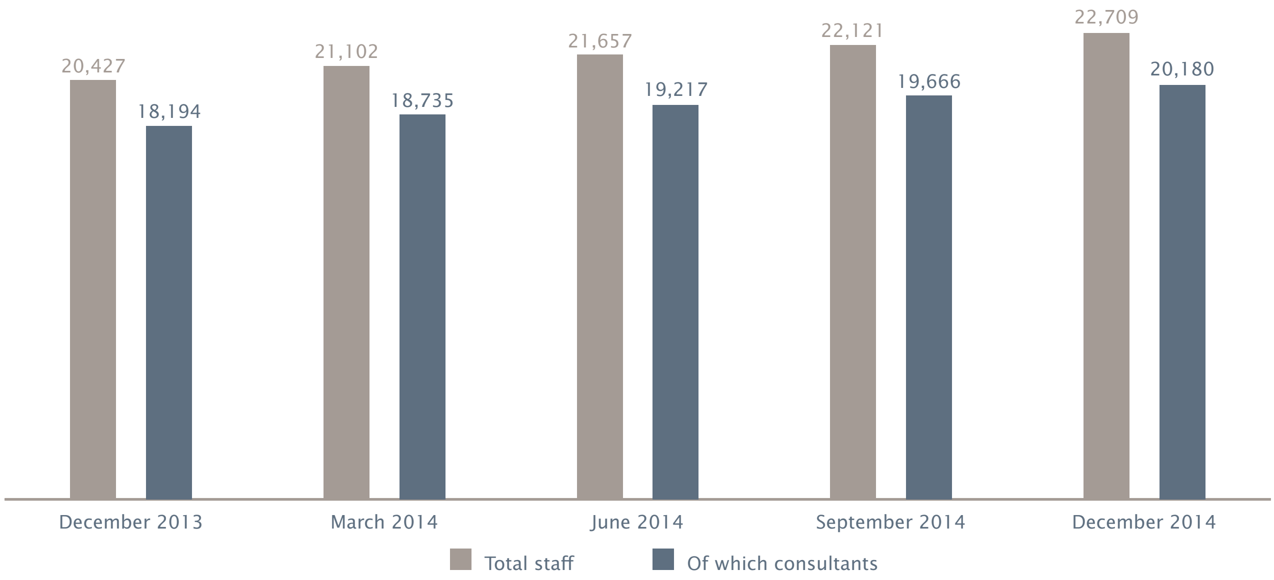
17.2.3 Number of treasury shares purchased or sold during the period in connection with employee profit-sharing 92

17.2.4 Stock options and free shares granted to the ten highest-paid employees who are not corporate officers 92

17.1 Employee data

17.1.1 Staff number trends

The total headcount, as detailed below, came out at 22,709 at end-December 2014, up 2,282 employees on year-earlier levels.



17.1.2 Invoicing rate

The invoicing rate is calculated by dividing the number of billed FTEs (Full Time Equivalents) by the total number of potential FTEs, whereby 1/ the number of billed FTEs = 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 days)/the total number of working days.

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

The average Altran invoicing rate came out at 86.5% in 2014. Trends in the invoicing rate (excluding Cambridge Consultants' activities) are as follows:

	2012 average	2013 average	Q1 2014 average	Q2 2014 average	H1 2014 average	Q3 2014 average	Q4 2014 average	H2 2014 average	Average 2014
Invoicing rate	84.5%	84.7%	84.5%	86.7%	85.6%	87.2%	87.8%	87.5%	86.5%

17.1.3 Staff turnover rate

The Group's staff turnover rate is defined as the ratio between the total number of employee departures and the total number of staff members employed on a permanent basis. In 2014, the 12-month moving average of staff turnover rates came out at 18.2% on a like-for-like basis, compared with 15.5% in 2013.

17.2 Employee share-ownership and profit-sharing

17.2.1 Stock options and free shares

The Group did not grant any stock options or free shares plans in 2014.

The main characteristics of the Group's stock-option and free-share plans that matured during the period, as well as those outstanding at 31 December 2014 are outlined in the table below:

	Stock options	2012 Free share plan	
	2007 [(a)(b)(c)]	France	Outside France
Date of General Meeting	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors or Management Board Meeting	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	390,000	232,500
o/w available to corporate officers	*100,000*	*0*	*0*
o/w available to ten highest paid employees	*340,000*	*130,000*	*0*
Balance at 31 December 2014	183,176	0	0
Vesting date	21/12/2011	-	-
Definitive granting of free shares	-	12/03/2014	31/01/2016
Maturity	20/12/2015	-	-
End of lock-in period for free shares	-	12/03/2016	31/01/2016
Subscription price of options/reference share price *(in euros)*	€3.96	€3.54	€3.54
Valuation method used	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2013	1,033,031	310,000	182,500
Rights created in 2014	35,417	-	-
Rights forfeited in 2014	15,160	33,750	-
Rights exercised in 2014	256,067	276,250	-
Number of shares available for subscription or allocation at 31/12/2014	797,221	0	182,500

(a) Following the 29 July 2008 capital increase in cash with preferential 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) The strike price and number of shares of the various share-warrant options were adjusted to take into account the 16 July 2013 payout of €0.09 per share, financed from the share premium account.

(c) The strike price and number of shares of the various share-warrant options were adjusted to take into account the 23 June 2014 payout of €0.11 per share, financed from the share premium account.

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 2010 are listed in the table below:

Year	Amount *(in thousands of euros)*
2010	1,446
2011	2,047
2012	932
2013	-
2014	149

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

None.

17.2.4 Stock options and free shares granted to the ten highest-paid employees who are not corporate officers

The Group did not grant any stock-option or free-share plans in 2014.

Major shareholders

18

18.1 Shareholders and their voting rights 94

18.1.1 Persons or corporate bodies owning more than 5%, 10%, 15%, 20%, 25%, 30%, 33%, 50%, 66%, 90% or 95% of Company shares or voting rights at General Meetings 94

18.1.2 Declarations of threshold crossing in 2014 95

18.1.3 Companies controlled by the Group and their share of Altran Technologies treasury stock 95

18.1.4 Share ownership: employees 95

18.1.5 Share ownership corporate officers 95

18.2 Transactions carried out during the year subject to Article L. 621-18-2 of the French Monetary and Financial Code 96

18.3 Share buybacks 97

18.4 Market for Altran Technologies securities 98

18.4.1 Altran Technologies shares 98

18.4.2 Altran Technologies' ADR (American Depositary Receipts) programme 99

18.5 Information on the calculation methods and effects of adjustments to the conditions covering the subscription or purchase of rights and securities giving access to the Company's share capital 99

18.6 Agreements entered into by the Company which would be amended or terminated upon a change of control of the Company 100

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 100

18.8 Commitments to buy out minority interests 100

18.1 Shareholders and their voting rights

18.1.1 Persons or corporate bodies owning more than 5%, 10%, 15%, 20%, 25%, 30%, 33%, 50%, 66%, 90% or 95% of Company shares or voting rights at General Meetings

At end-2014, Altrafin Participations owned 16.9% of Altran Technologies shares and 20.21% of the Company's voting rights.

Altrafin Participations acts in concert with the Company's founders, Mr Alexis Kniazeff and his family and Mr Hubert Martigny, together with the members of the Group's Executive Committee (via Altimus, a shareholder in Altrafin Participations) and Mr Maurice Tchenio. At 31 December 2014, the shares held by the concert represented 25.27% of Altran Technologies shares and 29.80% of the Company's voting rights.

	31 December 2014			
	Number of shares	% of share capital	Number of voting rights	% of voting rights
Altrafin Participations	29,585,753	16.90%	37,861,832	20.21%
Alexis Kniazeff*	6,981,242	3.99%	8,620,344	4.60%
Hubert Martigny*	6,978,989	3.99%	8,615,838	4.60%
Total initial concert	**43,545,984**	**24.88%**	**55,098,014**	**29.41%**
Managers (Altimus shareholders)	306,908	0.18%	356,908	0.19%
Maurice Tchenio	373,000	0.21%	373,000	0.20%
Total concert	**44,225,892**	**25.27%**	**55,827,922**	**29.80%**
Free float**	130,812,817	74.73%	131,526,917	70.20%
TOTAL OUTSTANDING SHARES	**175,038,709**	**100.00%**	**187,354,839**	**100.00%**

	31 December 2013			
	Number of shares	% of share capital	Number of voting rights	% of voting rights
Altrafin Participations	27,501,079	15.73%	39,152,158	20.54%
Alexis Kniazeff*	6,981,242	3.99%	8,620,344	4.52%
Hubert Martigny*	6,978,989	3.99%	8,615,838	4.52%
Total initial concert	**41,461,310**	**23.72%**	**56,388,340**	**29.59%**
Managers (Altimus shareholders)	299,148	0.17%	392,388	0.21%
Total concert	**41,760,458**	**23.89%**	**56,780,728**	**29.79%**
Free float	133,022,184	76.11%	133,808,223	70.21%
TOTAL OUTSTANDING SHARES	**174,782,642**	**100.00%**	**190,588,951**	**100.00%**

	31 December 2012			
	Number of shares	% of share capital	Number of voting rights	% of voting rights
Altrafin Participations	27,501,079	18.99%	33,501,079	21.67%
Alexis Kniazeff*	6,976,357	4.82%	8,610,574	5.57%
Hubert Martigny*	6,978,989	4.82%	8,615,838	5.57%
Total initial concert	**41,456,425**	**28.62%**	**50,727,491**	**32.81%**
Free float	103,393,431	71.38%	103,879,109	67.19%
TOTAL OUTSTANDING SHARES	**144,849,856**	**100.00%**	**154,606,600**	**100.00%**

* Access to voting rights attributed to Altrafin Participations.

** Including International Value Advisers LLC, which notified the Company of a threshold crossing, as described in 18.1.2.

18.1.2 Declarations of threshold crossing in 2014

The concert comprising Altrafin Participations, Mr Alexis Kniazeff (and family) and Mr Hubert Martigny, together with the managers who are shareholders of Altimus and Mr Maurice Tchenio declared that, on 12 May 2014, it had broken through the 25% capital threshold and owned 43,926,733 Altran Technologies shares equivalent to 56,022,003 voting rights. In percentage terms this represents 25.11% of the Company's capital and 29.84% of its voting rights.

In addition, in 2014, International Value Advisers LLC declared that:

- on 16 October 2014, it had broken through the 5% capital threshold and owned 8,768,162 Altran Technologies shares, representing 5.01% of the Company's capital and 4.68% of the its voting rights; then
- on 31 October 2014, it had broken through the 5% voting rights threshold and owned 9,615,580 Altran Technologies shares representing 5.49% of the Company's capital and 5.13% of its 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 2014, Altran employees owned 731,934 Altran Technologies shares, equivalent to 0.42% of the outstanding shares and 0.39% of the Company's voting rights, through two corporate mutual funds.

Most of the employees' shareholding was obtained within the context of the employee share-ownership plan introduced in the first half of 2006.

18.1.5 Share ownership corporate officers

The holdings of the corporate officers in Altran Technologies' capital at 31 December 2014 were as follows:

Mr Philippe Salle	147,657 shares*
Mr Cyril Roger	50,000 shares
Mr Jean-Pierre Alix	4,010 shares
Apax Partners, directly and through its subsidiary, Altrafin Participations	29,589,554 shares
Mr Christian Bret	4,000 shares
Mr Hans-Georg Härter	2,060 shares
Mr Sylvain Michel	0 share**
Mrs Florence Parly	3,800 shares
Mrs Nathalie Rachou	3,800 shares
Mr Gilles Rigal	3,801 shares
Mr Maurice Tchenio	373,000 shares*
Mr Jacques-Étienne de T'Serclaes.	5,000 shares
Mr Thomas de Villeneuve	3,801 shares

* Shares held within framework of a life-insurance policy.

** Pursuant to Article 11.2 of the Articles of Association, staff-representative Directors are not obliged to own a minimum number of Company shares.

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

The operations carried out on Altran Technologies shares in 2014 falling within the scope of Article L. 621-18-2 of the French Monetary and Financial Code are listed below:

	Date of transaction	Type of transaction	Quantity of shares	Unit price
Altrafin Participations, legal entity attached to Apax Partners S.A.: Director	12 February 2014	Acquisition	642,278	€6.73
Mme Nathalie Rachou: Director	14 March 2014	Acquisition	2,800	€7.88
Mr Jacques-Étienne de T'Serclaes: Director	19 March 2014	Acquisition	1,976	€8.43
Mrs Florence Parly: Director	19 March 2014	Acquisition	3,785	€8.40
Mr Christian Bret: Director	01 April 2014	Acquisition	2,000	€8.25
Mr Christian Bret: Director	09 April 2014	Acquisition	1,600	€8.20
Mr Olivier Aldrin: Executive Vice-President and CFO	09 April 2014	Disposal	49,000	€8.23
Altrafin Participations, legal entity attached to Apax Partners SA: Director	14 April 2014	Acquisition	700,003	€8.19
Mr Christian Bret: Director	02 May 2014	Acquisition	300	€7.87
Altrafin Participations, legal entity attached to Apax Partners SA: Director	09 May 2014	Acquisition	175,000	€7.88
Altrafin Participations, legal entity attached to Apax Partners SA: Director	12 May 2014	Acquisition	134,000	€7.84
Altrafin Participations, legal entity attached to Apax Partners SA: Director	13 May 2014	Acquisition	90,000	€7.95
Altrafin Participations, legal entity attached to Apax Partners SA: Director	26 May 2014	Acquisition	100,000	€7.73
Altrafin Participations, legal entity attached to Apax Partners SA: Director	27 May 2014	Acquisition	110,000	€7.89
Altrafin Participations, legal entity attached to Apax Partners SA: Director	28 May 2014	Acquisition	50,000	€7.87
Altrafin Participations, legal entity attached to Apax Partners SA: Director	29 May 2014	Acquisition	44,000	€7.93
Altrafin Participations, legal entity attached to Apax Partners SA: Director	30 May 2014	Acquisition	46,000	€7.99
Mr Jean-Pierre Alix: Director	11 July 2014	Acquisition	4,000	€7.55
Mr Thomas de Villeneuve: Director	28 July 2014	Acquisition	3,801	-
Altrafin Participations, legal entity attached to Apax Partners SA: Director	28 July 2014	Disposal	3,801	-
Mr Cyril Roger: Senior Executive Vice-President	5 September 2014	Disposal	20,000	€8.18
Mr Cyril Roger: Senior Executive Vice-President	9 September 2014	Disposal	23,240	€8.20
Apax Partners: Director	12 September 2014	Acquisition	3,800	€8.20
Mr Gilles Rigal: Director	19 December 2014	Acquisition	3,800	-
Altrafin Participations, legal entity attached to Apax Partners SA: Director	19 December 2014	Disposal	3,800	-

18.3 Share buybacks

The Combined Ordinary and Extraordinary Shareholders' Meeting held on 13 June 2014, ruling under the quorum and majority conditions required for Ordinary General Meetings, resolved in the 9th resolution to:

- terminate, with immediate effect, for the unused portion, the share buyback authorisation granted by the Combined Ordinary and Extraordinary Shareholders' Meeting on 28 June 2013;
- grant the Board of Directors for a period of eighteen months the power to buy back, exchange or transfer a maximum of 17,400,000 Altran Technologies shares (equivalent to up to 10% of the Company's share capital at 31 December 2013) at a maximum purchase price of €15 per share.

This share buyback authorisation is granted for the purposes of:

- stimulating the market for Altran Technologies shares via a liquidity contract concluded with an investment services provider in accordance with the AMF ethical charter;
- granting stock purchase options to employees and/or corporate officers of the Altran Technologies group within the context of the stock-option plans implemented in accordance with Articles L. 225-179 and *seq.* of the French Commercial Code;
- allocating free shares pursuant to Articles L. 225-197-1 and *seq.* of the French Commercial Code;
- issuing or exchanging shares when rights attached to securities giving access to the Company's share capital are exercised;
- retaining shares for subsequent payment or exchange purposes in the event of an external-growth, merger, spin-off or capital-contribution transaction;
- cancelling shares, subject to the adoption by the General Meeting of the twelfth resolution according to the terms and conditions specified therein or any another authorisation of same kind.

Within the context of a prior authorisation, the Company concluded a liquidity contract with Exane Paribas in July 2011 to enhance the liquidity of transactions, stabilise the price of Altran Technologies shares and prevent any swings in the share price not caused by market trends. A cash and marketable securities account was opened in July 2011 for the purposes of this contract and €2m credited to the account at the time of opening. This liquidity contract remained active throughout 2014. In 2014, 3,777,519 Altran Technologies shares were acquired at an average unit price of €7.55 and 3,794,519 shares sold at an average unit price of €7,57. At 31 December 2014, the cash and marketable securities account comprised 143,000 Altran Technologies shares and €2,048,572 in cash.

In 2014, the Board of Directors exercised the power granted by the Shareholders' General Meeting on 13 June 2014 to buy back 1,206,568 shares not included in the liquidity contract.

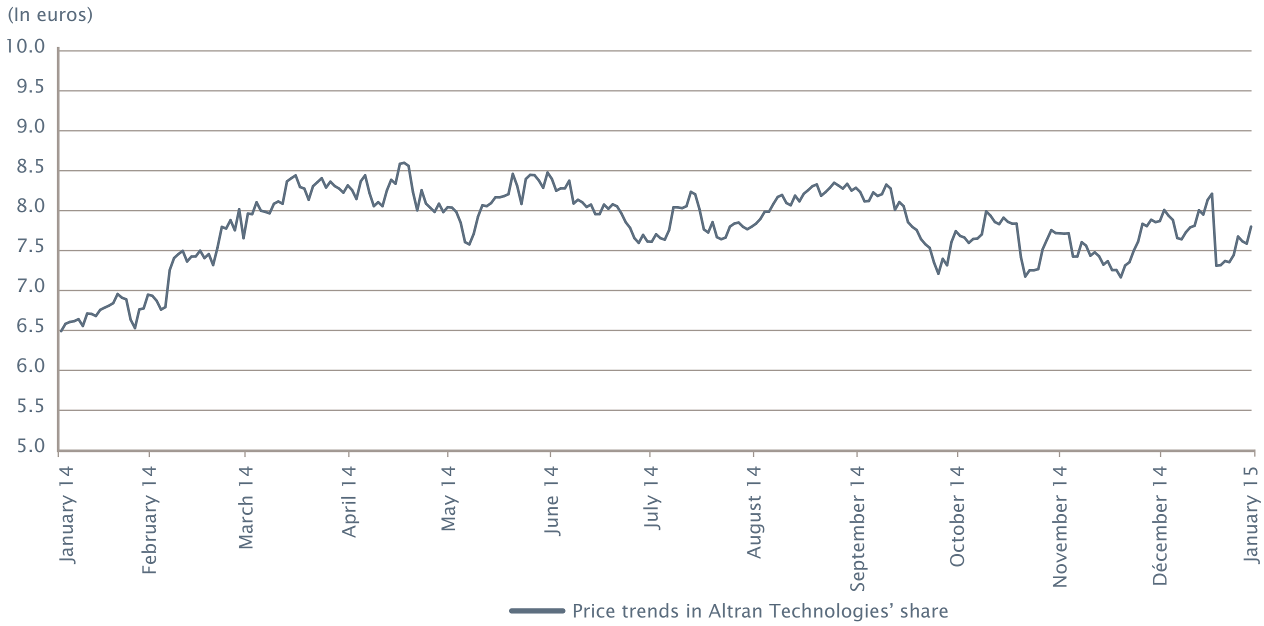
18.4 Market for Altran Technologies securities

18.4.1 Altran Technologies shares

Altran Technologies shares are listed on the NYSE-Euronext Paris Premier Market (ISIN code: FR0000034639).

	Average daily trading volumes	Average price *(in euros)*	Highest price *(in euros)*	Lowest price *(in euros)*	Capitalisation *(in millions of euros)*
January 2014	357,800	6.58	7.06	6.30	1,149
February 2014	579,165	7.28	7.89	6.58	1,272
March 2014	521,113	8.01	8.48	7.50	1,400
April 2014	425,607	8.13	8.50	7.78	1,421
May 2014	284,703	7.85	8.10	7.41	1,372
June 2014	298,276	8.09	8.39	7.73	1,415
July 2014	244,492	7.73	8.21	7.34	1,352
August 2014	175,437	7.72	8.07	7.30	1,352
September 2014	204,181	8.09	8.30	7.84	1,415
October 2014	283,740	7.55	8.22	6.72	1,321
November 2014	261,266	7.48	7.91	7.01	1,308
December 2014	323,106	7.38	7.89	6.91	1,292
January 2015	494,203	7.56	8.06	6.81	1,321

Trends in the Altran Technologies share price



18.4.2 Altran Technologies' ADR (American Depositary Receipts) programme

Altran Technologies shares are also present in the US through a Level I American Depositary Receipts (ADR) programme, coded 02209U108. Trading in this instrument is very limited and irregular.

18.5 Information on the calculation methods and effects of adjustments to the conditions covering the subscription or purchase of rights and securities giving access to the Company's share capital

The number and strike prices of shares corresponding to the 20 December 2007 stock-option plan were adjusted (rounded up to the nearest unit) to take into account the 29 July 2008 capital increase, as well as the distributions of a €0.09 per-share payout in July 2013 and an €0.11 per-share payout in June 2014, both of which financed from the share premium account:

	Strike price *(in euros)*	Adjusted strike price *(in euros)*	Number of options	Adjusted number of options	Adjustment coefficient applied to number of options
Capital increase (July 2008)	4.29	4.25	2,525,330	2,551,832	1.01043
Payout of €0.09 per share (July 2013)	4.25	4.13	1,111,356	1,142,516	1.02789
Payout of €0.11 per share (July 2014)	4.13	3.96	840,655	876,072	1.042

18.6 Agreements entered into by the Company which would be amended or terminated upon a change of control of the Company

The conditions of the credit line contracted on 29 January 2013 by Altran Technologies with its pool of bankers (BNP Paribas, CADIF, Natixis and Société Générale) stipulate that a change in the Company's control is equivalent to default which could lead to the early termination of the banks' commitments and require the immediate repayment of all monies advanced to the Company.

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

To the best of the Company's knowledge, restrictions on share transfers and the exercise of voting-rights could arise from the shareholder pact concluded on 24 June 2008 between Altrafin Participations, Messrs. Hubert Martigny and Alexis Kniazeff (and family), the company Altamir Amboise and the Apax France VII fund – as indicated on the website of the AMF (*http://www.amf-france.org*, reference 208C1233).

It is noted that the conclusion, on 4 July 2013 of the shareholder pact related to Altran Participations between the Apax France VII fund and the companies Altamir, AlphaOmega and Altimus (in which the members of the Group's Executive Committee are direct or indirect shareholders) resulted in the creation of a multiparty shareholder pact between Altrafin Participations, its above-mentioned associates and Messrs. Hubert Martigny and Alexis Kniazeff (and family).

The declaration of the 25% threshold crossing registered by the members of the above-mentioned multiparty shareholding pact on 20 May 2014 mentions the participation of Mr Maurice Tchenio in the shareholder pact. This declaration is available on the website of the AMF (*http://www.amf-france.org*) under reference n° 214C0836.

18.8 Commitments to buy out minority interests

None.

Related-party transactions

19

Corporate-officer compensation 101
Commitments made by the Company to its corporate officers 101
Transactions carried out with the reference shareholder 101

Corporate-officer compensation

Total compensation and benefits paid to corporate officers by Altran and the companies it controls totalled €1,991,500 in 2014:

Fixed compensation	Variable compensation	Director attendance fees	Benefits in kind	Total compensation	End-of-career commitments
1,000,000	786,500	205,000	None	1,991,500	None

More detailed information is provided in section 15.1 "Corporate-officer compensation" of the present Registration Document.

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 Senior Executive Vice-President (28 October 2011) and will remain so throughout his mandate. During this 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, payment of the corresponding indemnity.

Transactions carried out with the reference shareholder

None.

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

20

20.1	Historical financial information	103
20.2	Proforma financial information	103
20.3	Financial statements at 31 December 2014	104
20.3.1	*Consolidated financial statements at 31 December 2014*	*104*
20.3.2	*Annual statements at 31 December 2014*	*152*
20.4	Verification of the financial statements	176
20.5	Latest financial information	176
20.6	Intermediary and other financial information	176
20.7	Dividend payout policy	181
20.8	Legal and arbitration proceedings	181
20.9	Significant changes in the Group's financial and commercial positions	182

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 Registration Documents listed below:

- 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 7 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;
- 2011 Registration Document: D.12.0388 filed with the AMF on 23 April 2012;
- 2012 Registration Document: D.13-0312 filed with the AMF on 8 April 2013;
- 2013 Registration Document: D.14-2038 filed with the AMF on 31 March 2014.

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

20.2 Proforma financial information

None.

20.3 Financial statements at 31 December 2014

20.3.1 Consolidated financial statements at 31 December 2014

I – Consolidated balance sheet

ASSETS *(in thousands of euros)*	Notes	Dec. 2014			Dec. 2013
		Gross value	Amort. and prov.	Net value	Net
Net goodwill	4.1	**753,048**	**(187,277)**	**565,771**	**427,138**
Intangible assets	4.2	**123,563**	**(48,524)**	**75,039**	**44,937**
Land and construction		25,259	(6,534)	18,725	11,964
Other tangible assets		123,973	(89,412)	34,561	29,470
Tangible assets	4.3	**149,232**	**(95,946)**	**53,286**	**41,434**
Equity-accounted investments	4.4	**190**	-	**190**	-
Non-current financial assets	4.4	**33,647**	**(6,142)**	**27,505**	**25,185**
Deferred tax assets		**118,324**	**(14,897)**	**103,427**	**103,866**
Non-current tax assets	4.5	**61,131**	**(96)**	**61,035**	**66,605**
Other non-current assets	4.5	**12,584**	**(5,692)**	**6,892**	**9,524**
Total non-current assets		**1,251,719**	**(358,574)**	**893,145**	**718,689**
Inventory and work in progress	4.6	**1,665**	**(31)**	**1,634**	**697**
Prepayment to suppliers		1,005	-	1,005	1,150
Accounts receivable (client)	4.7	360,371	(4,146)	356,225	338,294
Other receivables	4.8	80,250	(9)	80,241	57,571
Client accounts and other receivables		**441,626**	**(4,155)**	**437,471**	**397,015**
Current financial assets	4.9	**15,647**	-	**15,647**	**18,142**
Cash equivalents	4.11	**249,385**	-	**249,385**	**213,979**
Cash	4.11	**195,080**	-	**195,080**	**109,020**
Total current assets		**903,403**	**(4,186)**	**899,217**	**738,853**
TOTAL ASSETS		**2,155,122**	**(362,760)**	**1,792,362**	**1,457,542**

LIABILITIES *(in thousands of euros)*	Notes	Dec. 2014	Dec. 2013
Capital	4.10	87,490	87,376
Share premium		463,478	489,027
Reserves attributable to parent company shareholders		84,225	26,633
Conversion-rate adjustments		(6,889)	(15,163)
Earnings for fiscal period		82,546	65,798
Minority interests		98	206
Shareholders' equity		**710,948**	**653,877**
Convertible bond loans (>1 year)		248,903	134,371
Credit establishment borrowings and debts (>1 year)		89,590	121,997
Other non-current financial liabilities		3,683	1,693
Non-current financial liabilities	4.11	**342,176**	**258,060**
Provisions for long-term liabilities and charges	4.12 & 4.4	31,257	32,547
Long-term employee benefits	4.13	28,293	23,248
Deferred tax liabilities		17,045	7,198
Long-term securities debt	4.17	24,566	690
Other non-current liabilities	4.14	1,451	1,293
Other non-current liabilities		**102,612**	**64,976**
Total non-current liabilities		**444,788**	**323,036**
Trade payables	4.15	87,724	72,483
Taxes payable		98,207	76,490
Current employee benefits	4.13	183,196	165,018
Debt on assets		9,989	1,120
Other current liabilities	4.16	75,853	53,799
Suppliers and other current payables		**454,969**	**368,910**
Provisions for short-term risks and charges	4.12	15,056	16,372
Short-term securities debt	4.17	21,886	129
Other current financial liabilities	4.11	144,715	95,218
Other current financial liabilities		**181,657**	**111,719**
Total current liabilities		**636,626**	**480,629**
TOTAL LIABILITIES		**1,792,362**	**1,457,542**

II – Consolidated income statement

(in thousands of euros)	Notes	Dec. 2014	Dec. 2013
Revenues	*5.1 & 5.2*	1,756,263	1,632,778
Other income from operations		48,426	37,346
Revenue from ordinary operations		**1,804,689**	**1,670,124**
Raw materials		(22,439)	(21,848)
Change in work-in-progress		2	(34)
External expenses	*5.3*	(327,560)	(315,529)
Personnel costs- salaries	*5.4*	(1,261,777)	(1,168,648)
Personnel costs - share-based payments	*5.4*	(354)	(341)
Taxes and duties		(2,726)	(2,669)
Depreciation and net provisions	*5.5*	(17,779)	(10,727)
Other operating expenses		(7,453)	(7,328)
Operating income on ordinary activities		**164,603**	**143,000**
Other non-recurring operating income		2,713	2,117
Other non-recurring operating expenses		(31,460)	(37,931)
Other non-recurring operating income and expenses	*5.6*	**(28,747)**	**(35,814)**
Goodwill impairment losses			
Amortisation of customer-relationship intangible assets		(3,848)	(2,099)
Operating income		**132,008**	**105,087**
Gains on cash and cash equivalents		5,265	4,517
Cost of gross financial debt		(15,765)	(13,846)
Cost of net financial debt	*5.7*	**(10,500)**	**(9,329)**
Other financial income	*5.8*	13,493	1,454
Other financial expenses	*5.8*	(8,709)	(5,085)
Tax expenses/income	*5.9*	(43,496)	(26,358)
Equity share in net income of associates		(253)	-
Net income before discontinued operations		**82,543**	**65,769**
Net profit/(loss) on discontinued operations	*5.10*	(26)	-
Net income		**82,517**	**65,769**
Minority interests		**29**	**29**
Net income attributable to Group		**82,546**	**65,798**
Earnings per share *(in euros)*	*4.10*	**0.47**	**0.40**
Diluted earnings per share *(in euros)*	*4.10*	**0.47**	**0.40**
Earnings per share on continuing activities *(in euros)*	*4.10*	**0.47**	**0.40**
Diluted earnings per share on continuing activities *(in euros)*	*4.10*	**0.47**	**0.40**
Earnings per share on discontinued operations *(in euros)*	*4.10*	-	-
Diluted earnings per share on discontinued operations *(in euros)*	*4.10*	-	-

III – Consolidated statement of comprehensive income

(in thousands of euros)	Dec. 2014	Dec. 2013
Consolidated net income	**82,517**	**65,769**
Financial instruments	(1,641)	503
Exchange rate differences	7,028	(2,339)
Other comprehensive income net of tax that may subsequently be reclassified to profit	*5,387*	*(1,836)*
Employee benefits - Revised IAS 19	(1,322)	13,783
Other comprehensive income net of tax that will not be reclassified to profit	*(1,322)*	*13,783*
Other comprehensive income net of tax over the period	**4,065**	**11,947**
Results for the period	**86,582**	**77,716**
o/w attributable to:		
▮ The Group's company	86,600	77,750
▮ Minority interests	(18)	(34)

	Dec. 2014			Dec. 2013		
(in thousands of euros)	Pre-tax	Tax	Net	Pre-tax	Tax	Net
Financial instruments	(2,503)	862	(1,641)	767	(264)	503
Exchange rate differences	8,200	(1,172)	7,028	(2,928)	589	(2,339)
Other comprehensive income net of tax that may subsequently be reclassified to profit	**5,697**	**(310)**	**5,387**	**(2,161)**	**325**	**(1,836)**
Employee benefits – Revised IAS 19	(1,567)	245	(1,322)	20,892	(7,109)	13,783
Other comprehensive income net of tax that will not be reclassified to profit	**(1,567)**	**245**	**(1,322)**	**20,892**	**(7,109)**	**13,783**
Other comprehensive income over the period	**4,130**	**(65)**	**4,065**	**18,731**	**(6,784)**	**11,947**

IV – Change in consolidated share capital

(in thousands of euros)	Number of shares	Capital	Premium	Resources	Change in fair value & other	Exchange rate differences	Net profit	Total group share	Minority interests	Total
31 December, 2012	**144,184,856**	**72,425**	**341,774**	**(33,137)**	**37,097**	**(13,719)**	**64,880**	**469,321**	**320**	**469,641**
Results for the period	-	-	-	14,372	503	(2,923)	65,798	77,750	(34)	77,716
Capital increase	29,901,464	14,951	115,883	-	-	-	-	130,834	-	130,834
Share-based payments	-	-	341	-	-	-	-	341	-	341
Own-share transactions	33,100	-	54	(85)	-	-	-	(31)	-	(31)
Income appropriation	-	-	(22,082)	86,962	-	-	(64,880)	-	-	-
French subsidiary-merger impact	-	-	72,282	(72,282)	-	-	-	-	-	-
Shareholder payout	-	-	(15,660)	-	-	-	-	(15,660)	-	(15,660)
Other transactions	-	-	(3,565)	30,909	(37,707)	1,479	-	(8,884)	(80)	(8,964)
31 December, 2013	**174,119,420**	**87,376**	**489,027**	**26,738**	**(107)**	**(15,163)**	**65,798**	**653,671**	**206**	**653,877**
Results for the period	-	-	-	(2,494)	(1,641)	8,189	82,546	86,600	(18)	86,582
Capital increase	227,725	114	826	-	-	-	-	940	120	1,060
Share-based payments	-	-	354	-	-	-	-	354	-	354
Own-share transactions	(798,413)	-	(7,516)	-	-	-	-	(7,516)	-	(7,516)
Income appropriation	-	-	-	65,798	-	-	(65,798)	-	-	-
French subsidiary-merger impact	-	-	-	-	-	-	-	-	-	-
Shareholder payout	-	-	(19,213)	-	-	-	-	(19,213)	-	(19,213)
Other transactions	-	-	-	(4,071)	-	85	-	(3,986)	(210)	(4,196)
31 December, 2014	**173,548,732**	**87,490**	**463,478**	**85,971**	**(1,748)**	**(6,889)**	**82,546**	**710,850**	**98**	**710,948**

V – Statement of consolidated cash flows

(in thousands of euros)	Dec. 2014	Dec. 2013
Operating income on continuing activities	**132,008**	**105,087**
Goodwill impairment and amortisation of customer-relationship intangible assets	3,848	2,099
Operating income before goodwill impairment	**135,856**	**107,186**
Depreciation and net operating provisions	11,925	13,187
Income and stock options	354	341
Capital gains or losses on disposals	(411)	1,692
Other gains and charges	4,440	(1,197)
Cash flow before net interest expenses and taxes	**152,164**	**121,209**
Change in inventory and work in progress	(188)	102
Change in client accounts and other receivables	(14,407)	(26,315)
Change in supplier accounts and other payables	31,523	7,412
Change in working capital requirement	**16,928**	**(18,801)**
Net operating cash flow	**169,092**	**102,408**
Interest paid	(12,643)	(17,442)
Interest received	5,096	4,433
Taxes paid	(26,547)	(25,711)
Cash impact of other financial income and expenses	(7)	(2,492)
Net operating cash flows used by discontinued operations	(26)	-
Net cash flow from operations	**134,965**	**61,196**
Cash outflows for tangible and intangible asset acquisitions	(28,941)	(27,727)
Cash inflows from tangible and intangible asset disposals	1,070	1,107
Cash outflows for financial asset acquisitions (non-consolidated holdings)	(1,455)	(1,343)
Cash inflows for financial asset disposals (non-consolidated holdings)	26	6
Earn-out disbursements	(30)	(89)
Impact of scope-of-consolidation changes	(98,854)	(94,045)
Dividends received (associates, non-consolidated holdings)	0	-
Change in loans and advances granted	(13,710)	(9,020)
Investment subsidies received	294	-
Other flows from investment transactions	11,184	7,792
Net cash from investments from discontinued operations	3,000	701
Net cash flow from investments	**(127,416)**	**(122,618)**
Amounts received from shareholders during the capital increase	540	(477)
Proceeds from the exercise of stock options	939	1,086
Own-share transactions (purchase/sales)	(8,132)	-
Liquidity contract	242	55
Dividends paid during the period	(19,213)	(15,660)
Proceeds from new loans	142,967	269,566
Reimbursement of loans	(52,140)	(59,841)
Other flows from financing operations	49,947	12,010
Net cash flow linked to financing operations	**115,150**	**206,739**
Impact of variations in exchange rates	(1,233)	(375)
Impact of changes in accounting principles	0	-
Changes in net cash	**121,466**	**144,942**
Opening cash balance	322,999	178,057
Closing cash balance	444,465	322,999
Changes in net cash	**121,466**	**144,942**

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

(in thousands of euros)	Dec. 2014	Dec. 2013
Cash equivalents	249,385	213,979
Cash	195,080	109,020
Net cash balance	**444,465**	**322,999**

APPENDIX TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1	Rules and accounting methods	111	**Note 6**	Off balance sheet commitments	149
Note 2	Scope of consolidation	120	**Note 7**	Related-party transactions	150
Note 3	Key events	123	**Note 8**	Risk exposure and risk management	151
Note 4	Notes relative to certain balance sheet items	124	**Note 9**	Significant post-closure events at 31 December 2014	151
Note 5	Notes to the income statement	141	**Note 10**	Statutory Auditors' fees	151

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 2014 have been prepared in accordance with IFRS international accounting standards, applicable at 31 December 2014 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 issued 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 2014. The conditions related to the application of these standards are detailed below:

- Standards relative to financial consolidation (IFRS 10 and 11) and financial information (IFRS 12)

While the application of these standards had no impact on the financial statements the required information is given in the explanatory notes in the appendix.

- IAS 28R "Investments in associates and joint ventures"

This standard is effective for annual reporting periods beginning on or after 1 January 2014.

The application of this standard had no impact on the financial statements or the notes in the appendix.

- IAS 27R "Consolidated and separate financial statements"

This standard is effective for annual reporting periods beginning on or after 1 January 2014.

The application of this standard had no impact on the financial statements or the notes in the appendix.

- Amendment to IAS 36 "Recoverable amount disclosures for non-financial assets"

This standard is effective for annual reporting periods beginning on or after 1 January 2014.

The application of this standard had no impact on the financial statements or the notes in the appendix.

- Amendment to IAS 32 "Offsetting financial assets and liabilities"

This standard is effective for annual reporting periods beginning on or after 1 January 2014.

The application of this standard had no impact on the financial statements or the notes in the appendix.

- Amendment to IAS 39 "Novation of derivatives and continuation of hedge accounting"

This standard is effective for annual reporting periods beginning on or after 1 January 2014.

The application of this standard had no impact on the financial statements or the notes in the appendix.

Standards, amendments and interpretations whose application is optional in 2014

The following standards, amendments and interpretations will not be applied to the consolidated accounts until the mandatory date of application:

- IFRIC Interpretation 21 "Tax liability recognition and obligating event"

This interpretation is effective for annual reporting periods beginning on or after 17 June 2014.

Other major standards, amendments and interpretations published by the IASB, but not yet approved by the European Union

- IFRS 15 "Revenue from contracts with customers"

On 28 May 2014, the IASB published a new standard concerning revenue recognition which will replace most of the existing IFRS standards, notably IAS 11 and IAS 18.

This standard, which has not been adopted by the European Union, will apply to annual reporting periods beginning on or after 1 January 2017. Early adoption is permitted.

The Group is currently assessing the possible impact these new standards and interpretations could have on the notes to the financial statements.

The consolidated financial statements for the fiscal year ended 31 December 2014, as well as the explanatory notes, were approved by the Board of Directors of Altran Technologies on 11 March 2015.

1.2 Terms of first IFRS application

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 measuring 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 differences 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 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 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, as well as jointly-held holdings ("Joint ventures" under IFRS 11) are consolidated using the equity method.

1.4 Impact of revised IFRS 3 on 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 their fair value.

In the case of step acquisitions (*i.e.* assets acquired in several stages), the previously-held ownership interest is re-measured at its fair value on 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 assets and liabilities acquired.

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

- the portion acquired by the Group (partial goodwill method); or
- the aggregate of the Group's portion and the non-controlling interest's portion of the fair value or proportionate share of fair value of the identifiable net assets acquired.

If expert analysis or measurement of 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. If made beyond the 12-month allocation period, adjustments 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 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 certain 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 which could turn out to differ from future reality.

These estimates mainly concern provisions (€46.3m), assumptions used in the preparation of business plans for carrying out impairment tests on the Group's intangible assets (€608.1m), the recognition of deferred tax assets (€103.4m) and long-term employee benefits (€28.3m).

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 "exchange-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 exchange-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;
- 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 equity-security acquisitions, earn-out payments and capital increases. These advances are converted at the exchange rate prevailing at the closing date. The resulting conversion differences net of deferred taxes are recognised in equity under "exchange-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 acting 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, namely: 1/ an income statement and 2/ a statement of other comprehensive income;
- a subtotal is included indicating whether or not changes booked to equity could, upon finalisation, have an impact on the income statement;
- 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

The Group presents its income statement by nature.

The aggregate operating income and operating income on ordinary activities is consistent with CNC recommendation 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 charges arise from activities that, by their nature, amount and/or frequency cannot be considered part of the Group's regular activities and earnings.

In particular, these concern net proceeds from liquidation of shares in consolidated subsidiaries, 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.

Amortisation of customer-relationship intangible assets is recognised as non-current operating income.

Goodwill impairment is presented under non-current 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 assets and liabilities acquired.

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

- the portion acquired by the Group (partial goodwill method); or
- the aggregate of the Group's portion and the non-controlling interest's portion of the fair value or proportionate 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 at 31 December of every year and at the interim stage if there are any indications of loss in value.

Impairment tests assess the recoverable value of each entity generating its own cash flow (cash generating units–CGUs) 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 operating 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 into 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 net of exit costs is the best estimate of net value of a competitive property transaction between well-informed, willing parties. This estimate is determined on the basis of 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 are 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. This after-tax rate is applied to net cash flows. It is used to determine the identical recoverable value as that which would have been obtained by applying a pre-tax rate to cash flows having no tax impact.

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

The bulk of intangible assets concern trademarks, licences, software, development costs and customer- relationship assets. These are booked at acquisition or production cost.

Customer-relationship intangible assets and trademarks

Identifiable customer-relationship intangible assets and trademarks recognised within the framework of business combinations and benefiting from legal protection are booked as intangible assets.

Customer-relationship intangible assets are measured in accordance with the excess earnings method. This consists in applying the sum of future operating margins arising from contracts, after tax and payment of underlying assets.

As trademarks have an indefinite useful life, they are not amortised but are subject to an impairment test on 31 December of each year and more frequently if there are any indications of loss in value. Trademarks are tested by all CGUs that use them.

Customer-relationship intangible assets are amortised on a straight-line basis over their estimated life span for each business combination and tested by all of the CGUs that use them.

Trademarks developed internally are not capitalised.

Software

Software is amortised on a straight-line basis over its life-span (8 years maximum).

Patents

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

Development costs

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:

- Buildings — 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 recognise revenues relative to 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 in which it does not exert significant influence or control. These investments are part of the Group's "incubator" strategy aimed at investing in companies seeking to develop innovative, high-tech 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 measured 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 or significant impairment of long-term financial investments, a provision for depreciation is booked under "non-recurring charges".

Non-current financial assets also include equity holdings, 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 measured at their fair value, determined by using the market discount rate for a similar instrument.

Operating and other receivables

Trade and other receivables are recognised at nominal value. Receivables that are due within less than one year and/or less than an operating cycle are booked under "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 measured at their fair value at each closing date. These consist primarily of monetary bonds and certificates of deposit. Gains and losses in value, latent or realised, are recognised in the income statement under "income from cash and cash equivalents".

1.13 Financial liabilities

Financial liabilities comprise bond loans, credit establishment borrowings, banking facilities and other current and non-current liabilities.

Bank loans and bonds

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 short and long-term financial liabilities

These items mainly include employee profit-sharing and the valuation of interest rate swaps.

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 revaluations 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.

Recognition of derivatives which do not qualify as hedges

Derivatives which are not designated as hedges are initially and subsequently measured 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 correspond to Altran Technologies shares included in the Group's share buy-back programme which comprises a liquidity contract entered into in 2011 with a view to enhancing the liquidity of transactions and stabilising the price of Company shares on Eurolist Compartment B of the NYSE/Euronext Paris Market.

Treasury stock purchases are deducted from equity at acquisition cost until such time as they are sold. When treasury shares are sold, all after-tax gains or losses are written to consolidated reserves. These are not affected to net income over the period.

1.16 Provisions for liabilities 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 Company announces, draws up or starts implementing a detailed restructuring plan before the close of the fiscal year.

Non-current provisions concern provisions that generally mature in more than one year. These notably 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, for information purposes, in note 4.12.

1.17 Employee benefits

Altran has commitments in several defined benefit pension schemes, and other forms of employee benefits (end-of-contract/end-of-career). 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 Revised IAS 19, the contributions paid into defined contribution plans are booked as charges 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 these conditions are set out in note 4.13: 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 is recorded in the balance sheet under "other current and non-current end-of-career benefits".

The annual expense is booked under:

- personnel costs ("long-term employee benefits") for the part relative to services costs;
- financial income ("long-term employee benefit provisions") for the amount pertaining to interest on discounting to present value and asset return.

Bonuses arising from long-service awards were accounted for the first time on 1 January 2004.

1.18 Share-based payments

In compliance with IFRS 2 "share-based payments" stock purchase and subscription options, as well as employee share issues (particularly free shares) are measured at fair value on the date of attribution. New shares are attributed when the plans are finalised.

Stock purchase and subscription options (stock options)

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

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

The fair value of stock options is determined on the basis of the Black & Scholes, the Hull & White or the binomial methods, which use parameters such strike price, option maturity, share-price on date of attribution and implicit share-price volatility, as well as 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 5.4.

Free shares

In the first half of 2012, Altran implemented a free-share plan, subject to achieving a set of predetermined performance-related objectives (EBIT and DSO) and reserved for the Group's corporate officers.

Altran uses the approach recommended by the CNC (Conseil national de la comptabilité - French National Accounting Board) to measure employee benefit, whereby employees:

- borrow an amount equal to the defined share price and pay the interest on the loan;
- sell forward their 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 in the income statement, under "personnel costs," 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 expenses (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.

Introduced in France in 2010, the CVAE value added contribution *(cotisation sur la valeur ajoutée des entreprises)* is assessed on the value added derived from the Company accounts and recognised as a tax on earnings. 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 bases 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 within a reasonable time-frame. In assessing its ability to recover these assets, Altran takes the following elements into account:

- estimated future taxable earnings over a maximum ten-year spread, depending on local tax requirements;
- tax losses arising before and after tax consolidation.

1.20 Revenue recognition

Revenues correspond to total income from services provided by all companies consolidated in the Group.

The accounting treatment of revenues and costs depends on the type of service rendered.

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 generated by Time and Material (T&M) services are identified as the project advances.

The majority of the Group's services are carried out on a T&M basis.

Fixed price contracts

Revenues and earnings on fixed-price contracts with a performance obligation clause attached are booked in accordance with IAS 18, depending on the stage of progress of the contract as specified under 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 a contract are expected to exceed the total revenues generated by the contract itself, a provision is written immediately to cover the losses expected to be incurred upon completion.

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 or 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 expenses and income considered as unusual, abnormal or rare (such as acquisition costs).

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. For the most part, these concern 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 correspond 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 the level of earnings per share is 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 either been sold or is classified as held for sale.

This standard 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 divestment 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 disposals of such assets, and the sale must be highly probable within 12 months following the close of the fiscal period.

Assets and activities that are reclassified as discontinued operations 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 sales, 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 of discontinued operations (including cash flow generated by these activities until the date of sale, as well as the pre-tax cash generated on their disposal) are also presented under specific lines in the statement of cash flows 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) and Altran Middle East (UAE) which are now consolidated using the equity method in accordance with IFRS 11.

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	Action taken
Northern Europe	Germany	ALTRAN DEUTSCHLAND HOLDING	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN	IG	100%	100%	100%	IG	100%	100%	100%	
		AIH HOLDING	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN INDUSTRIEHANSA MANAGEMENT	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN SERVICE	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN CONSULTING & ENGINEERING	IG	100%	100%	100%	IG	100%	100%	100%	
		INGENIEURBURO BOCKHOLT	NI	0%	0%	0%	IG	100%	100%	100%	Merged
		TIGERLINE	NI	0%	0%	0%	NI	0%	0%	0%	Acquired and merged
		CONCEPT TECH DEUTSCHLAND	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
		ALTRAN AVIATION ENGINEERING	NI	0%	0%	0%	IG	100%	100%	100%	Merged
	Austria	ALTRAN OSTERREICH	IG	100%	100%	100%	IG	100%	100%	100%	
		CONCEPT TECH	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	Romania	ALTRAN ENGINEERING ROMANIA	IG	100%	100%	100%	IG	100%	100%	100%	
	Czech Republic	INDUSTRIEHANSA	IG	100%	100%	100%	NI	0%	0%	0%	Created
	Slovakia	CONCEPT TECH	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	Belgium	ALTRAN	IG	100%	100%	100%	IG	100%	100%	100%	
		TASS BELGIUM	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	Luxembourg	ALTRAN LUXEMBOURG	IG	100%	100%	100%	IG	100%	100%	100%	
	The Netherlands	ALTRAN INTERNATIONAL	IG	100%	100%	100%	IG	100%	100%	100%	
		TASS	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
		ALTRAN	IG	100%	100%	100%	IG	100%	100%	100%	
	Norway	ALTRAN NORGE	IG	100%	100%	100%	IG	100%	100%	100%	
	Sweden	ALTRAN TECHNOLOGIES SWEDEN	IG	100%	100%	100%	IG	100%	100%	100%	
		SCALAE	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
		ALTRAN SVERIGE	IG	100%	100%	100%	IG	100%	100%	100%	
	Switzerland	ALTRAN	IG	100%	100%	100%	IG	100%	100%	100%	
		AIRCAD SWISS	IG	100%	100%	100%	IG	100%	100%	100%	

			Closing				Opening				
			Method	Inte-gration rate	Control rate	Interest rate	Method	Inte-gration rate	Control rate	Interest rate	Action taken
Northern Europe	United Kingdom	ALTRAN UK HOLDING	IG	100%	100%	100%	IG	100%	100%	100%	
Northern Europe	United Kingdom	ALTRAN UK	IG	100%	100%	100%	IG	100%	100%	100%	
Northern Europe	United Kingdom	CAMBRIDGE CONSULTANTS	IG	100%	100%	100%	IG	100%	100%	100%	
Northern Europe	United Kingdom	CAMBRIDGE CONSULTANTS USA	IG	100%	100%	100%	IG	100%	100%	100%	
Northern Europe	United Kingdom	CAMBRIDGE CONSULTANTS SINGAPORE	IG	100%	100%	100%	IG	100%	100%	100%	
Northern Europe	United Kingdom	CAMBRIDGE CONSULTANTS INDIA	IG	100%	100%	100%	NI	0%	0%	0%	Created
Northern Europe	United Kingdom	SENTACA COMMUNICATIONS	NI	0%	0%	0%	IG	100%	100%	100%	Liquidated
Northern Europe	United Kingdom	SENTACA TRADING	NI	0%	0%	0%	IG	100%	100%	100%	Liquidated
Northern Europe	United Kingdom	XYPE	NI	0%	0%	0%	IG	100%	100%	100%	Liquidated
Southern Europe	Spain	ALTRAN INNOVACION	IG	100%	100%	100%	IG	100%	100%	100%	
Southern Europe	Spain	AGENCIA DE CERTIFICATION INNOVATION ESPANOLA	IG	100%	100%	100%	IG	100%	100%	100%	
Southern Europe	Italy	ALTRAN ITALIA	IG	100%	100%	100%	IG	100%	100%	100%	
Southern Europe	Italy	ATHENA (ex OTBA ITALIE)	NI	0%	0%	0%	IG	100%	100%	100%	Liquidated
Southern Europe	Italy	ALTRAN INNOVATION	IG	100%	100%	100%	IG	100%	100%	100%	
Southern Europe	Turkey	ALTRAN INOVASYON VE TEKNOLOJI	IG	100%	100%	100%	NI	0%	0%	0%	Created
Southern Europe	Portugal	ALTRANPORTUGAL	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	ALTRAN TECHNOLOGIES	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	ALTRAN EDUCATION SERVICES	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	GMTS	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	LOGIQUAL	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	ALTRAN PROTOTYPES AUTOMOBILES	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	ALTRAN PARTICIPATIONS	IG	100%	100%	100%	IG	100%	100%	100%	
France	France	ALTRAN CONNECTED SOLUTIONS	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
France	France	ALTRAN LAB (Ex AIRCAD)	IG	100%	100%	100%	IG	100%	100%	100%	

			Closing				Opening				
			Method	Integration rate	Control rate	Interest rate	Method	Integration rate	Control rate	Interest rate	Action taken
RoW Zone	**Morocco**	ALTRAN MAROC	IG	100%	100%	100%	NI	0%	0%	0%	Created
	UAE	ALTRAN MIDLE EAST	MEE	30%	30%	30%	IG	100%	100%	100%	Shares sold
	Hong Kong	ALTRAN CHINA	IG	100%	100%	100%	IG	100%	100%	100%	
	India	ALTRAN TECHNOLOGIES INDIA	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN SOLUTIONS INDIA	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	South Korea	ALTRAN TECHNOLOGIES KOREA	IG	100%	100%	100%	IG	100%	100%	100%	
	Singapore	ALTRAN (SINGAPORE)	IG	100%	100%	100%	IG	100%	100%	100%	
	Tunisia	ALTRAN TELNET CORPORATION	MEE	50%	50%	50%	IP	50%	50%	50%	
	Canada	ALTRAN SOLUTIONS	IG	100%	100%	100%	IG	100%	100%	100%	
		MICROSYS	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	USA	ALTRAN SOLUTIONS	IG	100%	100%	100%	IG	100%	100%	100%	
		VIGNANI	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
		FOLIAGE	IG	100%	100%	100%	NI	0%	0%	0%	Acquired
	Mexico	ALTRAN SOLUTIONS DE MEXICO	IG	100%	100%	100%	NI	0%	0%	0%	Created
	China	ALTRAN SHANGAI	IG	100%	100%	100%	IG	100%	100%	100%	
		INDUSTRIEHANSA CONSULTING & ENGINEERING	IG	100%	100%	100%	IG	100%	100%	100%	
		ALTRAN AUTOMOTIVE TECHNOLOGY	IG	100%	51%	51%	NI	0%	0%	0%	Created
		ALTRAN BEYONDSOFT TECHNOLOGIES (Beijing)	IG	100%	100%	100%	IG	100%	51%	51%	
		ALTRAN BEYONDSOFT TECHNOLOGIES (Shanghai)	IG	100%	100%	100%	NI	0%	0%	0%	Created
		ALTRAN SUZHOU	IG	100%	100%	100%	IG	100%	100%	100%	
	Malaysia	ALTRAN	IG	100%	100%	100%	IG	100%	100%	100%	
	Australia	ALTRAN AUSTRALIA	IG	100%	100%	100%	IG	100%	100%	100%	

Changes in scope of consolidation

During 2014, the Group completed several transactions that affected its scope of consolidation. The most important of these are listed below:

Liquidations

Altran liquidated four of its subsidiaries, namely: Athena Consulting (Italy), Xype Technologies, Sentaca Trading and Sentaca Communications (UK). The liquidation of these companies had a negative impact on the Group's H1 and H2 2014 results of €0.1m and €0.3m, respectively.

Acquisitions

In 2014, Altran finalised the acquisitions of the Foliage/Vignani, Tass, Concept Tech and Scalae groups. These acquisitions contributed €32m, €15.9m, €3.2m and €4.2m respectively to consolidated full-year revenues.

Mergers

Within the context of the Group's strategy to rationalise its structure, Altran carried out several mergers, notably in Germany and the Netherlands.

Note 3 Key events

Acquisitions

Foliage

In February, Altran finalised the acquisition of Foliage. This group operates mainly in the US and India and provides services in the medical and life sciences, aerospace and defence, and Industrial Equipment sectors.

This acquisition, which is in line with the 2012-2015 Strategic Plan, will enable the Altran group to strengthen its presence in the R&D market in the US and expand its expertise in the field of innovative product development.

The Group acquired 100% of Foliage. Related acquisition costs amounting to €1.4m were booked as a non-recurring element in the 2013 and 2014 consolidated income statements.

The amount of goodwill currently recognised in the financial statements is €92.3m (including a currency impact of €8.8m) with customer-relationship intangible assets valued at €16.5m (including a currency impact of €1.6m).

The balance-sheet items contributed by the Foliage group break down as follows: fixed assets accounting for €1.7m, non-current assets for €3.6m, client accounts and other receivables for €9.5m, cash and cash equivalent for €2.1m, long-term liabilities for €3.8m, suppliers and other current payables for €5.7m, and other liabilities for €0.7m.

Over 11 months in 2014, the Foliage group contributed revenues and operating income on ordinary activities of €32.0m and of €2.9m respectively.

Tass

In April, Altran acquired the Tass group which operates in the Netherlands and Belgium. This acquisition has bolstered the Group's Intelligent Systems solution which now has a network of 3,500 experts within the Group.

The amount of goodwill currently recognised in the financial statements is €28.3m.

The balance-sheet items contributed by the Tass group break down as follows: fixed assets amounting to €0.2m, non-current assets of €2.1m, client accounts and other receivables of €11.4m, cash and cash equivalent of €0.8m, suppliers and other current payables for €11.4m, and other liabilities for €4.9m.

Over 9 months in 2014, the Tass group contributed revenues and operating income on ordinary activities of €15.9m and of €2.6m respectively.

Other

The Altran group carried out several other acquisitions in 2014. The dates of these operations and the respective company profiles are as follows:

- **January 2014: Scalae (Sweden)**

With a staff of around 50 employees, this Swedish company provides specialised innovative product development services in the fields of industrial design, mechanical engineering and electronic production.

The acquisition of Scalae AB has enabled Altran to reinforce its positions in Sweden.

- **July 2014: Altran Connected Solutions (France)**

On 15 January 2014, the Altran and Alcatel-Lucent groups announced that they had formed an industrial partnership project with a view to creating an expertise and telecoms-services centre in the employment catchment area in Nantes (France). This agreement took concrete form via the acquisition by Altran Technologies of Treizelec, a French firm owned by Alcatel-Lucent. Upon its acquisition, this company was immediately renamed Altran Connected Solutions.

As a result of this operation, around 160 engineers specialised in 4G technology from the Alcatel-Lucent site in Orvault (in the west of France) were integrated into the Altran Telecoms and Media industrial teams.

- **October 2014: Concept Tech Group (Austria, Canada, Germany and Slovakia)**

Specialised in the development, simulation and testing of passive safety measures designed to minimise the severity of automobile accidents, this company will enable the Altran group to expand its field of expertise in the Automotive sector.

- **December 2014: Altran-Beyondsoft (Beijing) Technologies and Altran-Beyondsoft (Shanghai) Information Technologies (China)**

The Altran group purchased the Telecoms-R&D activities of its partner Beyondsoft Corporation via a capital increase which was fully subscribed to by Altran. At the same time, the Group created Altran-Beyondsoft (Shanghai) Information Technologies.

The balance-sheet items contributed by the Foliage group, Altran Connected Solutions, the Concept Tech group and Altran Beyondsoft are in the process of being analysed.

Note 4 Notes relative to certain balance sheet items

4.1 Net goodwill

Movements in net goodwill are analysed in the table below (in thousands of euros):

Balance at 31 December 2013	**427,138**
Earn-outs	18,154
Loss in value	-
Scope-of-consolidation changes	108,680
Exchange rate differences	11,799
Other transactions	-
Balance at 31 December 2014	**565,771**

Changes in the scope of consolidation notably comprise increases of:

- +€83,496k, stemming from the acquisition of the Foliage/Vignani group in the US and India (which translates into a USD107m tax deduction in the US);
- +€28,262k, from the acquisition of the Tass group, comprising two entities based in the Netherlands and Belgium;
- +€7,475k, from the acquisition of the Concept Tech group, with two major subsidiaries based in Austria and Canada.

The main contributing CGUs in terms of net goodwill are listed below:

Main contributors *(in thousands of euros)*	
Germany/Austria	126,057
France	109,094
USA/Canada*	79,474
Italy	57,593
Benelux countries	45,604
Spain	45,072
Cambridge UK	36,818
UK	17,186
India	15,717
Others	33,156
TOTAL	**565,771**

* The amount of goodwill booked in the US/Canada-based CGU does not include that attached to Concept Tech's Microsys subsidiary in Canada.

No impairment losses were booked in 2014.

The tests used to measure goodwill impairment at 31 December 2014 showed no loss in value over the period. These tests were based on a discount rate after tax (WACC) of 7.55% (vs. 9.59% in 2013) and revenue growth 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 concerning the US/Canada-based CGU are summarised in the following table (in thousands of euros):

WACC		6.55%	7.55%	8.55%
Growth rate to infinity	2.00%	0	0	0
	1.00%	0	0	8,372

In addition, an analysis of the sensitivity to a variation in EBIT rates in business plans shows that a 3pt decline in EBIT would make for goodwill impairment of –€10.5m for the US/Canada-based CGU and of –€29.7m for the Germany/Austria-based CGU.

4.2 Intangible assets

(in thousands of euros)	Intangible rights	Development costs	Software	Other	Total
At 31 December, 2013					
Gross value at opening	30,525	4,774	39,378	7,565	82,242
Amortisation and provisions	(4,003)	(3,916)	(28,742)	(644)	(37,305)
Net value at opening	26,522	858	10,636	6,921	44,937
Transactions during the period:					
Acquisitions during the period	7,681	116	10,794	4,462	23,053
Disposals	-	-	(246)	-	(246)
Net amortisation and provisions	(3,904)	(393)	(6,093)	(25)	(10,415)
Scope-of-consolidation changes	15,016	-	286	-	15,302
Exchange-rate differences	2,174	42	181	6	2,403
Other transactions	(82)	90	6,068	(6,071)	5
TOTAL TRANSACTIONS (NET VALUE)	**20,885**	**(145)**	**10,990**	**(1,628)**	**30,102**
At 31 December, 2014	-	-	-	-	-
Gross value at closing	55,357	5,166	57,064	5,976	123,563
Amortisation and provisions	(7,950)	(4,453)	(35,438)	(683)	(48,524)
Net value at closing	47,407	713	21,626	5,293	75,039

In 2014, net allowances for intangible asset amortisation totalled –€10,415k exclusively made up of allowances for amortisation and net current provisions.

Within the context of the consolidation of Foliage's subsidiaries, Altran booked a customer-relationship intangible asset in the amount of €14,909k.

4.3 Tangible assets

(in thousands of euros)	Land	Construction	General facilities, fixtures and furnishings	Office & computer equipment & furniture	Other	Total
At 31 December, 2013						
Gross value at opening	880	17,013	31,665	69,597	5,134	124,289
Depreciation and provision	-	(5,929)	(17,497)	(55,091)	(4,338)	(82,855)
Net value at opening	880	11,084	14,168	14,506	796	41,434
Transactions during the period:						
Acquisitions during the period	-	6,205	3,948	5,605	1,611	17,369
Disposals	-	-	(148)	(774)	(36)	(958)
Net depreciation and provision	-	(298)	(3,941)	(6,600)	(398)	(11,237)
Scope-of-consolidation changes	-	-	4,192	930	68	5,190
Exchange rate differences	-	854	356	332	31	1,573
Other transactions	-	-	53	208	(346)	(85)
TOTAL TRANSACTIONS (NET VALUE)	**-**	**6,761**	**4,460**	**(299)**	**930**	**11,852**
At 31 December, 2014						
Gross value at closing	880	24,379	41,153	76,858	5,962	149,232
Depreciation and provision	-	(6,534)	(22,525)	(62,651)	(4,236)	(95,946)
Net value at closing	880	17,845	18,628	14,207	1,726	53,286

The Group owns land and property mainly in the UK worth a total net value of €18,725k.

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

In 2014, net depreciation on tangible assets totalled –€11,237k exclusively made up of allowances for depreciation and net current provisions.

4.4 Non-current financial assets

Non-current financial assets are broken down as follows:

(in thousands of euros)	Dec. 2014	Dec. 2013
Available for sale		
Cambridge Consultants Incubator	5,728	3,968
Loans and credits generated by the Group		
Construction-effort loans	11,759	10,251
Deposits and guarantees	9,779	8,544
	21,538	**18,795**
Other financial assets		
Other shares in non-consolidated subsidiaries	239	1,126
Investments in associates	190	0
Bond-related loans	0	1,296
	429	**2,422**
TOTAL	**27,695**	**25,185**

4.4.1 Available-for-sale assets

In 2014, the €1,760k increase in "available-for-sale" assets stemmed from the strengthening of the stake owned by Cambridge Consultants in its business-incubator activity in Aveillant.

4.4.2 Loans and receivables

Construction-effort loans totalled €11,759k at 31 December 2014 versus €10,251k at 31 December 2013.

This €1,508k increase on 2013 levels stemmed notably from:

- the discounted impact of construction effort loans (–€60k), booked in the income statement;
- loan payments of €1,448k in 2014.

Other loans and receivables comprise deposits and guarantees.

4.4.3 Other financial assets

The Group's minority stake in the French company, M2M solutions was valued at €237k in 2014.

Controlled Interests consolidated using the equity method include Altran Telnet (Tunisia) for €190k and Altran Middle East for –€623k, booked in provisions for long-term subsidiary risk.

4.5 Other non-current assets and taxes

The bulk of other non-current assets and taxes are made up of:

- proceeds amounting to €303k on the disposal of equity securities with maturities of more than one year;
- trade receivables due in more than one year's time of €5,640k;
- social security and tax receivables due in more than one year's time of €61,574k.

4.6 Inventories

Inventories and work in progress are broken down as follows:

(in thousands of euros)	Dec. 2014	Dec. 2013
Raw materials	663	382
Work in progress	623	329
Finished goods	379	29
Provisions for inventory	(31)	(43)
TOTAL	**1,634**	**697**

4.7 Trade receivables net of provisions for depreciation

Trade receivables are due within a maximum of one year.

	Dec. 2014			Dec. 2013		
(in thousands of euros)	Total	Matured	Not matured	Total	Matured	Not matured
Net accounts receivable (clients)	356,225	45,581	310,644	338,294	71,538	266,756

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

31/12/2013	Provisions booked over the period	Write backs	Exchange rate differences	Scope of consolidation changes	Other changes	31/12/2014
(4,031)	(1,548)	1,932	(18)	(532)	51	(4,146)

Trade receivables net of provisions for impairment and which are overdue are listed in the following table:

(in thousands of euros)	Dec. 2014	Dec. 2013
Expiring in less than 1 month	20,651	36,584
Expiring in 1-3 months	15,628	19,252
Expiring in more than 3 months	9,302	15,702
TOTAL TRADE RECEIVABLES OVERDUE	**45,581**	**71,538**

The Group has set up several trade-receivable transfer contracts, notably in France and Europe. The principal features of these agreements are as follows:

- the implementation of a guarantee ceiling for the payment recovery of each trade receivable sold by the Company to the factor. This facility is contingent upon obtaining prior consent from the bank;
- a guarantee against insolvency of the debtor should it be put into receivership or liquidated by court order;
- the waiver of all recourse to claims against the Company within the limit of the authorised guarantee ceilings (factoring without recourse);
- the opening of a cash collateral account which is refundable on termination of the contract and where the amount is adjusted to match the level of guaranteed trade receivables assigned to the factor without recourse;
- the contract is open-ended and may be terminated at any time by either party. Should the Group choose to do so, it is contractually bound to give notice of nine months in France and three months in other European countries. The Factor can terminate the contract if the Group fails to honour its obligations to ensure a regular flow of trade-receivable transfer, endures a significant deterioration in its financial situation or reduction in share capital, or if its business assets are placed under lease management.

The Group had available factoring lines totalling €307.7m at 31 December 2014. Within the context of the above factoring agreements, the amount of assigned trade receivables totalled €237.6m.

Recognition of receivables assigned without recourse had the following impact on the Group's financial statements (in thousands of euros):

Assets	Dec. 2014	Dec. 2013
Accounts receivable (client)	(153,337)	(137,493)
o/w unfunded portion of trade receivables and cancellation of deposits	11,964	15,849
	(141,373)	**(121,644)**

Liabilities	Dec. 2014	Dec. 2013
Current financial liabilities	(141,373)	(121,644)
	(141,373)	**(121,644)**

The Group is still responsible for recovering trade receivables whose payment is not guaranteed by the factor. These receivables are booked as assets and offset in "current financial liabilities" (see note 4.11).

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

Assets	Dec. 2014	Dec. 2013
Accounts receivable (client)	84,261	92,263
Security deposit	(22,237)	(25,827)
	62,024	**66,436**

Liabilities	Dec. 2014	Dec. 2013
Current financial liabilities	62,024	66,436
	62,024	**66,436**

4.8 Other receivables

This item includes tax receivables, prepaid expenses, personnel and social-security receivables and other operating receivables.

The Group sold all of its 2014 CICE and its CIR tax receivables worth a total amount of €41,084k within the framework of a trade-receivables discount contract, maturing before or on 29 September 2018. After deduction of a €1,157k guarantee deposit, Altran Technologies received €39,927k.

4.9 Current financial assets

This item includes deposits and guarantees maturing in less than one year, and notably the security deposit attached to non-recourse factoring contracts in the amount of €11,964k.

4.10 Shareholders' equity and earnings per share

The following calculations are based on an average price of €7.66 per Altran Technologies share in 2014.

At 31 December 2014, the Altran Technologies' share capital totalled €87,489,522.50 for 174,979,045 ordinary shares. This 227,725 unit increase on end-2013 levels stemmed mainly from the granting of rights attached to the employee shareholding plan. The weighted average number of ordinary shares outstanding totalled 174,570,458 in 2014 and the weighted average number of ordinary and dilutive shares totalled 175,053,376.

Breakdown of equity capital	Number	Nominal value
Number of shares comprising the share capital at opening	174,751,320	€0.50
Capital increase - reserved for the employee shareholding plan	227,725	€0.50
Cancellation of treasury stock	(1,430,313)	€0.50
Number of shares comprising the share capital at closing (excluding treasury stock)	**173,548,732**	**€0.50**

The Combined Ordinary and Extraordinary Shareholders' Meeting held on 13 June 2014 authorised, in accordance with the 9th resolution, the implementation of a share buyback programme:

- this programme was set up for the purposes of retaining shares for subsequent payment or exchange in the event of an external-growth, merger, spin-off or capital-contribution transaction;
- the maximum number of shares that can be acquired is fixed at 17,400,000, *i.e.* close to 10% of the Company's share capital at 31 December 2013;
- the maximum purchase price per Altran Technologies share is capped at €15. In the event of transactions carried out on the share capital, notably by way of incorporation of reserves and allocation of free shares, and/or the division or consolidation of shares, this price shall be adjusted by applying a multiplying factor equal to the ratio between the number of shares comprising the share capital prior to the transaction, and the number after the transaction;
- this share buyback programme was authorised for a period of eighteen months running from 13 June 2014, the date of the Combined Ordinary and Extraordinary Shareholders' Meeting until 13 December 2015 at the latest.

At 31 December 2014:

- 143,000 Altran Technologies treasury shares valued at €1,039.5k and held within the framework of the Exane-BNP Paribas liquidity contract were booked under equity and net capital gains of €225.5k on the Group's own shares were booked in consolidated reserves;
- 1,287,313 Altran Technologies treasury shares valued at €9,042.4k were booked under equity.

(in thousands of euros)	Dec. 2014	Dec. 2013
Net income (Altran Technologies)	**82,546**	**65,798**
Impact of dilutive share-based payments	354	341
Ordinary shares (weighted average number)	174,570,458	163,951,451
Options granted with a dilutive impact	482,918	491,071
Earnings per share *(in euros)*	**0.47**	**0.40**
Diluted earnings per share *(in euros)*	**0.47**	**0.40**

(in thousands of euros)	Dec. 2014	Dec. 2013
Net income (Altran Technologies) on continuing activities	**82,572**	**65,798**
Impact of dilutive share-based payments	354	341
Ordinary shares (weighted average number)	174,570,458	163,951,451
Options granted with a dilutive impact	482,918	491,071
Earnings per share *(in euros)*	**0.47**	**0.40**
Diluted earnings per share *(in euros)*	**0.47**	**0.40**

(in thousands of euros)	Dec. 2014	Dec. 2013
Net income (Altran Technologies) on discontinued operations	**(26)**	**0**
Impact of dilutive share-based payments	-	-
Ordinary shares (weighted average number)	174,570,458	163,951,451
Options granted with a dilutive impact	482,918	491,071
Earnings per share *(in euros)*	-	-
Diluted earnings per share *(in euros)*	-	-

The strike prices of all outstanding share-warrant options and free shares are lower than the average 2014 share price. As a result, these plans had a dilutive impact in 2014.

Options and free shares granted by the Group and which are expected to have a dilutive impact concern the following plans where the strike prices are lower than the average share price in 2014:

1. the 20 December 2007 stock-option plan involving a maximum of 797,221 stock options.

   Exercise of this plan would have a dilutive impact equivalent to the issue of 384,814 new shares.

2. the 31 January 2012 free-share plan involving a maximum of 182,500 free shares for employee beneficiaries outside France.

   Exercise of this plan would have a dilutive impact equivalent to the issue of 98,104 new shares for beneficiaries outside of France.

The characteristics of the Group's stock-option and free-share plans are described in note 5.4.

4.11 Net debt

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

(in thousands of euros)	Dec. 2014	Dec. 2013
Cash and cash equivalent	444,465	322,999
Cash liabilities	-	-
Net cash	**444,465**	**322,999**
Bond loans (>1 year)	248,903	134,371
Credit establishment borrowings and debt (>1 year)	89,590	121,997
Other long-term financial liabilities	3,683	1,693
Current bond loans	3,657	2,330
Current borrowings	31,199	14,251
Bank overdrafts*	109,859	78,167
Other current financial liabilities	-	470
Gross financial debt	**486,891**	**353,278**
NET DEBT	**(42,426)**	**(30,280)**

* Including factoring, unsecured receivables assigned to the factor amounted to €62.0m at 31 December 2014 vs. €66.4m at 31 December 2013 (for total lines of €307.7m and €306.3m, respectively).

Consolidated net debt widened €12,146k year-on-year to €42,426k at end-2014.

Cash equivalents

At 31 December 2014, the market value of cash equivalents totalled €249,385k and may be broken down as follows:

(in thousands of euros)	Dec. 2014	Dec. 2013
Certificates of deposit and other	239,659	190,106
SICAV and mutual funds	9,726	23,873
TOTAL	**249,385**	**213,979**

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
Bond loans (>1 year)	0	(252)	(252)	(252)	134,817	114,842
Credit establishment borrowings and debts (>1 year)	-	35,677	35,881	18,032	-	-
Other long-term financial liabilities	-	382	1,080	2,221	-	-
Non-current financial liabilities	**0**	**35,807**	**36,709**	**20,001**	**134,817**	**114,842**
Current bond loans (<1 year)	3,657	-	-	-	-	-
Current borrowings	31,199	-	-	-	-	-
Bank overdrafts	109,859	-	-	-	-	-
Other current financial liabilities	-	-	-	-	-	-
Current financial liabilities	**144,715**	**0**	**0**	**0**	**0**	**0**
TOTAL	**144,715**	**35,807**	**36,709**	**20,001**	**134,817**	**114,842**
Accrued interest	**10,249**	**9,631**	**9,010**	**8,517**	**6,149**	**4,993**

In percentage terms, the maturity of the Group's financial liabilities (excluding accrued interest) at 31 December 2014 breaks down as follows:

- due in less than 1 year 29.72%
- due in 1 to 5 years 46.69%
- due in more than 5 years 23.59%

Bond loans

The Group raised a total of €250m via several convertible bonds issued in the form of dematerialised bearer shares at a nominal value of €100,000. These included:

1. a €135m bond, issued on 16 July 2013 bearing an annual coupon of 3.75% and an initial maturity of 6 years. The normal date of redemption is set for 16 July 2019. Interest is payable in arrears on 16 January of each year;
2. a €115m bond, issued in the summer of 2014 and comprising two tranches:
   - the first for €10m, bearing an annual coupon of 2.81% and an initial maturity of 6 years. The normal date of redemption is set for 17 July 2020. Interest is payable in arrears on 17 January of each year,
   - the second for €105m, bearing an annual coupon of 3.00% and an initial maturity of 7 years. The normal date of redemption is set for 16 July 2021. Interest is payable in arrears on 17 January of each year.

Early redemption can be initiated:

- by the Group, under the following conditions:
  - some or all of the bonds may be redeemed at any time via a purchase on a securities market, an over-the-counter transaction or by way of a public offer,
  - some or all of the outstanding bonds can be redeemed at any time and at any price and under any conditions;
- by bondholders:
  - who may request the early redemption of bonds at their face value plus all accrued interest since the last coupon date, at any time under the following conditions:
    - in the event of non-payment of any borrowings by the issuer or one of its subsidiaries,
    - if the issuer is involved in conciliation proceedings with its creditors,
    - if the issuer or its main subsidiaries are dissolved, liquidated, merged, split or absorbed and fail to transmit all of the issuer's bonds to the corporate body that succeeds it/them,
    - if the issuer fails to respect the bond-repayment conditions and its financial ratio (covenant) commitments,
    - in the event of a change in Company control: as defined in Article L. 233-10 of the Commercial Code. This applies to the acquisition, by one person or a group of individuals acting in concert, of a direct or indirect stake in the Company exceeding 50% of the issuer's share capital or voting rights.

These credit lines require that the Company respect a net financial debt/EBITDA ratio of less than 2.75 at the closing of each fiscal year until 31 December 2020. Note that the net financial debt figure used to calculate this ratio includes all receivable-assignment and factoring operations plus vendor loans and earn-out clauses relative to external growth operations.

Financial expenses attached to the two bond loans issued in 2014 totalled €6,773k, of which €3,657k in accrued interest to be paid to bondholders on 17 July 2015.

Capex loan

On 29 January 2013, Altran contracted a credit line with its pool of bankers (Société Générale, BNP Paribas, Natixis and Crédit Agricole Île-de-France) giving the Company access to a maximum of €150m to finance, either fully or partially, external growth operations carried out by Altran Technologies and its subsidiaries. This facility may also be used to refinance debt of acquired companies. An amendment to this credit agreement was signed on 9 December 2014.

The main characteristics of this credit line and its amendment include:

- a five-year maturity running from the date the contract was signed;
- half-yearly amortisation, paid in eight instalments, for the portion drawn down at 29 January 2014;
- half-yearly amortisation, paid in six instalments, for the additional portion drawn down at 29 January 2015;
- the draw period of the credit line runs until 29 January 2015, after which date all unused sums will be cancelled. The number of draw-downs is limited to seven over the period. The amount per draw-down carries a €10m minimum. Amounts exceeding this minimum are based on integral multiples of €1m, within the limit of the remaining facility;
- interest is payable in arrears (every three or six months, as agreed upon between the borrower and the lender) with maturities scheduled for 29 January, 29 April, 29 July and 29 October;
- a maximum EURIBOR coupon +1.65%;
- this credit line requires that the Group respect a net debt/EBITDA ratio capped at 2.50 at 30 June and 31 December of each year until repayment of all sums due:
  - the EBITDA used to calculate these covenants is the last consolidated EBITDA audited over 12 months,
  - Net financial debt corresponds to the amount of net debt, excluding profit sharing, but including vendor loans and earn-out clauses relative to external growth operations.

Margin levels are revised every six months in relation to consolidated financial leverage (net financial debt/EBITDA).

	Applicable margin
Ratio >= 2.00	1.65%/year
Ratio < 2.00	1.25%/year
Ratio < 1.50	1.05%/year
Ratio < 1.00	0.85%/year

This credit agreement contains several clauses pertaining to:

- financial ratio thresholds;
- early redemption: as soon as net income from the disposal of assets or holdings in subsidiaries exceeds €30m and this up to 100% of the non-invested portion, for the purposes of replacing assets relevant to the Company's activity or carrying out external growth operations.

Main changes in credit lines

On 4 July 2013, Altran took out a €30m revolving credit facility with Commerzbank.

The main characteristics of this credit line include:

- a 3-year maturity;
- a maximum Euribor coupon +2.75%;
- this credit line is subject to the following covenants:

	Net debt/EDITDA
30 June 2013	Ratio < 2.75
31 December 2013	Ratio < 2.75
30 June 2014	Ratio < 2.75
31 December 2014	Ratio < 2.50
30 June 2015	Ratio < 2.25
31 December 2015	Ratio < 2.00
30 June 2016	Ratio < 2.00

- Margin levels are revised every six months in relation to consolidated financial leverage (net financial debt/EBITDA).

	Applicable margin
Ratio >= 2.00	2.75%/year
Ratio < 2.00	2.35%/year
Ratio < 1.50	2.10%/year
Ratio < 1.00	1.70%/year

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

(in millions of euros)	June 2013	Dec. 2013	June 2014	Dec. 2014	June 2015	Dec 2015	June 2016	Dec 2016	June 2017	Dec 2017	June 2018	Dec 2018	June 2019	Dec 2019	June 2020	Dec 2020	June 2021	Dec 2021
Capex Loan	150.0	135.0	135.0	121.6	108.2	90.2	72.2	54.1	36.1	18.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Bond Loans	0.0	135.0	135.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	115.0	115.0	105.0	105.0	0.0
Subtotal	**150.0**	**270.0**	**270.0**	**371.6**	**358.2**	**340.2**	**322.2**	**304.1**	**286.1**	**268.0**	**250.0**	**250.0**	**250.0**	**115.0**	**115.0**	**105.0**	**105.0**	**0.0**
Revolving loan	0.0	30.0	30.0	30.0	30.0	30.0	30.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
TOTAL	**150.0**	**300.0**	**300.0**	**401.6**	**388.2**	**370.2**	**352.2**	**304.1**	**286.1**	**268.0**	**250.0**	**250.0**	**250.0**	**115.0**	**115.0**	**105.0**	**105.0**	**0.0**

Trends in the Group's financial ratios in 2014 are given in the table below:

	Dec. 2014	Dec. 2013
Net debt/EDITDA as defined in the Capex loan agreement	0.47	1.03

	Dec. 2014	Dec. 2013
Net debt/EDITDA as defined in the Bond loan agreements	1.45	1.03

While the bulk of Altran's bank debt is contracted on a variable-rate basis, indexed mainly to the EURIBOR or EONIA benchmark rates, the Group has set up a hedging strategy (see section 4 "Risks" of the present Registration Document).

Changes in the fair value of interest rate swaps in 2014 are booked:

- under shareholders' equity, for a net amount of –€1,641k, of which –€2,503k in gross value terms, and +€862k in deferred taxes;
- as net financial income amounting to €308k, having generated a deferred tax charge of –€162k.

4.12 Provisions for liabilities and charges

Movements in provisions for short and long-term liabilities and charges over the period are given in the table below:

(in thousands of euros)	Dec. 2013	Provisions booked over the period	Write-backs (used)	Write-backs (not used)	Exchange rate differences	Scope of consolidation changes	Other changes	Dec. 2014
Provisions for labour disputes	3,387	272	(1,034)	(1,726)	-	-	-	899
Provisions for other disputes	1,550	300	-	(1,000)	-	-	142	992
Provisions for subsidiary risk	-	-	-	-	-	-	623	623
Provision for other risks	26,661	2,648	-	(3,897)	216	2,000	140	27,768
Provisions for restructuring	949	48	(126)	(36)	-	-	-	835
Other provisions for charges	-	140	-	-	-	-	-	140
TOTAL PROVISIONS FOR LONG-TERM LIABILITIES AND CHARGES	**32,547**	**3,408**	**(1,160)**	**(6,659)**	**216**	**2,000**	**905**	**31,257**
Provisions for labour disputes	4,703	1,628	(1,269)	(1,296)	-	-	125	3,891
Provisions for other disputes	3,993	305	(3,870)	(60)	-	-	-	368
Provisions for warranties	-	4	-	(15)	(9)	146	-	126
Provisions for legal disputes and tax penalties	865	-	(15)	-	2	-	-	852
Provisions for losses on completion	-	33	-	-	-	-	-	33
Provisions for other risks	1,933	1,720	(376)	(206)	12	388	(904)	2,567
Provisions for restructuring	4,850	3,511	(1,317)	(477)	5	-	647	7,219
Provisions for other charges	28	1	(29)	-	-	-	-	(0)
TOTAL PROVISIONS FOR SHORT-TERM LIABILITIES AND CHARGES	**16,372**	**7,202**	**(6,876)**	**(2,054)**	**10**	**534**	**(132)**	**15,056**

Other changes notably concern re-classifications between "non-current" and "current" items arising from a change in forecast dates for the outlay of resources and the recognition of the Group's share of Altran Middle East's equity-accounted losses.

At 31 December 2014, net provision write backs for liabilities and charges totalled €6,139k. The breakdown of these in terms of operating income on ordinary activities and non-recurring operating income is as follows:

- –€3,111k, booked under operating income on ordinary activities;
- +€9,250k as non-recurring operating income.

The bulk of provisions were booked to cover social and tax disputes, as well as restructuring costs.

- In 2014, Altran Technologies received a tax adjustment notice concerning part of its Research and Development tax credit declared in 2011 and 2012. This reassessment, which the Company is contesting, stems from a divergence between Altran Technologies and the tax authorities regarding the interpretation of the tax doctrine.
- Following the publication of several articles in *Le Monde* in October 2002, and the findings of an additional audit carried out by the Statutory Auditors which resulted in the rectification of the consolidated 2002 interim financial statements, the Paris Public Prosecutor's office opened a preliminary inquiry into the misuse of Company assets as well as fraud, forgery and the dissemination of misleading information likely to influence the share price.

The scope of the investigation was extended, first in June 2004 to include misrepresentation of financial accounts and thus failing to give a true picture of the Company's situation and a second time, in September 2004 to cover insider trading.

Altran Technologies became a civil plaintiff in this investigation and was declared admissible by court order dated 6 March 2003. Within the context of this investigation, thirteen parties (individuals and corporate bodies) also filed a civil action in November 2004.

Several former Corporate Officers and a manager of the Group were indicted. Altran Technologies was also 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.

The investigation was closed on 7 January 2009. In the order for referral delivered on 29 November 2011, the indicted parties (several former Corporate Officers and the corporate body, Altran Technologies) were summoned to appear before the Paris Criminal Court.

The hearings were held from 15 to 31 January 2014. By decision passed down on 4 June 2014, the court sent the affair back to the Public Prosecutor with a view to appointing a new investigating judge.

All of the above-mentioned proceedings concern events that took place in 2001 and 2002.

- A former Corporate Officer brought legal action against Altran Technologies for unfair dismissal. The court ruled a stay of proceedings.

Contingent liabilities

- 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 had formed after his dismissal. They are claiming compensation for having to postpone the flotation of their company because of criminal proceedings, taken by Altran against the former employee and for which he has since been acquitted. The judgement, passed down on 7 July 2014, dismissed the claims of the employee, who has subsequently lodged an appeal.
- The Group is in dispute with several of its former employees who are contesting the reasons for their dismissal.
- Altran Technologies was sued by a number of staff members and/or former employees who were demanding payment of overtime. After having been rejected at the first hearing, a number of the plaintiffs had their claims upheld by a Court of Appeal in Toulouse in September 2014.

  Altran Technologies has appealed to the Supreme Court of Appeal (*Cour de cassation*). In addition, the payment of overtime cannot be granted concurrently with paid leave to employees who benefit from the *RTT* system.
- In March 2011, Altran concluded several contracts with a rental company and a printer manufacturer, for the supply of printing machines, as well as printing and maintenance services, (the printers being rented to Altran). The rental company solicited the services of a financing company to whom it sold the rental contracts drawn up with Altran. A similar contract was concluded for the supply of computers.

  Altran has every reason to believe that these contracts were entered into under conditions which are suspect and disadvantageous for the Group and therefore suspended all payments relative to said contracts.

  In consequence, Altran was served with a civil suit demanding the cancellation of the rental contracts and return of all materials or suffer a penalty and pay damages and interest. Furthermore, in August 2012, the original rental company sued Altran for unilateral breach of a framework contract before the Commercial Court of Paris, demanding damages and interest, notably as compensation for loss in profit.

  Altran is contesting the legitimacy of these claims against it and has filed a complaint against the various parties. In view of the ongoing inquiry, the Commercial Court of Paris ruled a stay of proceedings on 17 June 2013 and again on 4 April 2014 in respect to the claims cited above.

  Altran is doing everything in its power to limit the impact these liabilities could have on the Group's financial statements.

Provisions for restructuring

Trends in the Group's restructuring provisions are set out in the table below:

Restructuring Plans *(in thousands of euros)*	Dec. 2013	Provisions booked over the period	Write-backs	Exchange rate differences	Scope of consolidation changes	Dec. 2014
Personnel costs	5,457	3,390	(1,254)	4	-	7,597
Property lease rationalisation	190	-	(75)	-	-	115
Other	152	169	(626)	1	647	343
TOTAL	**5,799**	**3,559**	**(1,955)**	**5**	**647**	**8,055**

4.13 Employee benefits

Liabilities arising from current and non-current employee benefits are detailed in the table below:

(in thousands of euros)	Dec. 2014	Dec. 2013
Personnel and social security charges	183,196	165,018
	183,196	**165,018**
Non-current employee benefits	28,293	23,248
	28,293	**23,248**
TOTAL	**211,489**	**188,266**

The bulk of the Group's total commitments regarding retirement plans and post-employment benefits, booked as "current employee benefits" in the amount of €31.5k, and as "non-current employee benefits" for €28,275.2k, concern France, Italy, and Switzerland. These break down as follows:

Reconciliation of provisions

	France		Italy		Other EUR zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Provisions at opening	(12,829)	(30,333)	(6,920)	(7,937)	(593)	-	(2,873)	(3,475)	(64)	(41)	(23,279)	(41,787)
Acquired/Sold/Transferred/Terminated plans	(2,315)	(21)	-	-	-	(699)	-	-	10	-	(2,305)	(720)
Recognised (Charge)/revenue	(1,533)	(2,518)	(205)	(214)	(34)	(36)	(921)	(919)	(63)	(20)	(2,756)	(3,708)
Gains/(Losses) recognised through shareholders' equity	710	19,976	(235)	103	(270)	111	(1,775)	714	2	(14)	(1,568)	20,892
Employer contributions	-	-	-	-	11	32	777	747	-	-	788	779
Services paid	59	67	805	1,128	32	-	-	-	4	2	900	1,197
Exchange-rate differences	-	-	-	-	-	-	(78)	59	(9)	9	(87)	68
PROVISIONS AT CLOSING	**(15,908)**	**(12,829)**	**(6,555)**	**(6,920)**	**(854)**	**(592)**	**(4,870)**	**(2,873)**	**(120)**	**(64)**	**(28,307)**	**(23,279)**

Financial situation

	France		Italy		Other EUR zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Commitments	(15,908)	(12,829)	(6,555)	(6,920)	(1,512)	(1,231)	(15,294)	(12,096)	(256)	(64)	(39,525)	(33,141)
Value of hedging assets	-	-	-	-	850	830	10,424	9,223	136	-	11,410	10,053
(Deficit)/surplus	(15,908)	(12,829)	(6,555)	(6,920)	(662)	(401)	(4,870)	(2,873)	(120)	(64)	(28,115)	(23,088)
Surplus cash reserve	-	-	-	-	(192)	(192)	-	-	-	-	(192)	(192)
PROVISIONS AT CLOSING	**(15,908)**	**(12,829)**	**(6,555)**	**(6,920)**	**(854)**	**(592)**	**(4,870)**	**(2,873)**	**(120)**	**(64)**	**(28,307)**	**(23,279)**

In France, retirement commitments concern end-of-career benefit schemes which allow for lump-sum payments awarded to employees when they take their retirement. The amount of these sums is based on the employee's salary and length of service at the time of departure.

In Italy, commitments concern post-employment benefits (*Trattamento di Fine Rapporto* - TFR). This is a mandatory scheme stipulating that all employees leaving the Company (for whatever reason, including retirement) receive a lump-sum payment calculated on the employee's salary and length of service. Since 2007, it is no longer possible to acquire pension rights.

In Switzerland, commitments are related to pension and supplementary health plans, as specified in the Swiss Pension Law (*loi sur la prévoyance professionnelle* – LPP), and which are set up in a collective foundation. The benefits awarded under the Altran pension scheme relating to old-age liabilities (lump sum payments or annuity on retirement) and supplementary health insurance (covering death and invalidity) are higher than the LPP minimum. This is a cash-balance type plan: in regard to retirement savings funds, contributions are split between the employer and the employee. The employer's insurance contract guarantees a minimum rate of interest as well as the pension conversion rate at the time of retirement.

Assessment of commitments and provisions at 31 December 2014 and 31 December 2013

Reconciliation of commitments

	France		Italy		Other EUR zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Commitments at opening	12,829	30,333	6,920	7,937	1,231	358	12,096	11,497	65	41	33,141	50,166
Costs of services carried out	1,039	1,483	-	-	14	14	876	842	55	15	1,984	2,354
Net interest	495	1,035	206	214	30	26	291	229	16	4	1,038	1,510
Employee contributions	-	-	-	-		-	606	572	-	-	606	572
Administration costs	-	-	-	-		-	64	-	-	-	64	-
Actuarial (gains)/Losses	(711)	(19,976)	234	(103)	269	(110)	1,725	(782)	22	14	1,539	(20,958)
Services paid by employer	(59)	(67)	(805)	(1,128)	(32)	(32)	-	-	(4)	(2)	(900)	(1,228)
Services paid by fund	-	-	-	-	-	-	(542)	(73)	(25)	-	(567)	(73)
New-plan impact/ Reduction/ Rationalisation/ Liquidation	-	-	-	-	-	-	(100)	-	-	-	(100)	-
Acquisitions/(Disposals)	2,315	21	-	-	-	974	-	-	112	-	2,427	996
Transfer/Termination of plans	-	-	-	-	-	-	-	-	-	-	-	-
Exchange-rate differences	-	-	-	-	-	-	278	(189)	15	(9)	293	(198)
COMMITMENTS AT CLOSING	**15,908**	**12,829**	**6,555**	**6,920**	**1,512**	**1,231**	**15,294**	**12,096**	**256**	**64**	**39,525**	**33,141**

Reconciliation of financial assets

	France		Italy		Other EUR zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Market value of assets at opening	-	-	-	-	830	549	9,223	8,022	-	-	10,053	8,571
Transfer	-	-	-	-	-	-	-	-	-	-	-	-
Acquisition/(Disposals)	-	-	-	-	-	276	-	-	122	-	122	276
Actuarial (gains)/Losses	-	-	-	-	(2)	1	(50)	(68)	25	-	(27)	(66)
Return on hedging assets	-	-	-	-	11	4	210	152	9	-	230	156
Employer contributions	-	-	-	-	11	-	777	747	-	-	788	747
Employee contributions	-	-	-	-	-	-	606	572	-	-	606	572
Services paid	-	-	-	-	-	-	(542)	(73)	(26)	-	(568)	(73)
Liquidation	-	-	-	-	-	-	-	-	-	-	-	-
Exchange rate differences	-	-	-	-	-	-	200	(130)	6	-	206	(130)
MARKET VALUE OF ASSETS AT CLOSING	**-**	**-**	**-**	**-**	**850**	**830**	**10,424**	**9,223**	**136**	**-**	**11,410**	**10,053**

Balance sheet commitments

(in thousands of euros)	France		Italy		Other EUR zone		Switzerland		India		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Pension schemes: totally or partially financed	-	-	-	-	1,512	1,231	15,294	12,096	152	-	16,958	13,327
Pension schemes: not financed	15,908	12,829	6,555	6,920	-	-	-	-	104	64	22,567	19,814
TOTAL	**15,908**	**12,829**	**6,555**	**6,920**	**1,512**	**1,231**	**15,294**	**12,096**	**256**	**64**	**39,525**	**33,141**

Actuarial assumptions

	Euro zone		India		Switzerland	
	2014	2013	2014	2013	2014	2013
Discount rate	2.05%	3.25%	8.10%	8.75%	1.10%	2.20%
Inflation rate	1.90%	2.00%	N/A	N/A	1.40%	1.50%
Wage inflation	1.50%-1.90%	2.00%	10.00%	10.00%	1.75%	1.75%

Duration of plans

	France	Italy	Switzerland	India
Duration	15.5 years	6.3 years	16.0 years	5.9 years

Sensitivity to discount rates (excluding Belgium and Germany)

A. Sensitivity to a –0.25% change in discount rates

	Impact in thousands of euros on commitments at 31 December 2014	Impact as % of total commitments at 31 December 2014
France	634	3.98%
Switzerland	486	3.18%
Italy	88	1.35%
India	4	1.62%
TOTAL	**1,212**	**3.16%**

B. Sensitivity to a +0.25% change in discount rates

	Impact in thousands of euros on commitments at 31 December 2014	Impact as % of total commitments at 31 December 2014
France	(609)	-3.83%
Switzerland	(471)	-3.08%
Italy	(87)	-1.33%
India	(4)	-1.58%
TOTAL	**(1,171)**	**-3.05%**

C. Sensitivity to a –0.25% change in salary-increase rates

	Impact in thousands of euros on commitments at 31 December 2014	Impact as % of total commitments at 31 December 2014
France	(613)	-3.85%
Switzerland	(156)	-1.02%
Italy	-	0.00%
India	(4)	-1.49%
TOTAL	**(773)**	**-2.01%**

D. Sensitivity to a +0.25% change in salary-increase rates

	Impact in thousands of euros on commitments at 31 December 2014	Impact as % of total commitments at 31 December 2014
France	642	4.03%
Switzerland	159	1.04%
Italy	-	0.00%
India	4	1.52%
TOTAL	**805**	**2.10%**

Allocation of financial assets

	Other - EUR Zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013
Shares	-	-	-	-	-	-	-	-
Bonds	-	-	-	-	-	-	-	-
Property	-	-	-	-	-	-	-	-
Cash	-	-	-	-	-	-	-	-
Other	850	830	10,424	9,223	136	-	11,410	10,053
TOTAL	**850**	**830**	**10,424**	**9,223**	**136**	**-**	**11,410**	**10,053**

No financial hedging assets are invested in financial instruments, property assets or any of the Group's other assets.

	Other - EUR Zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013
Shares	-	-	-	-	-	-	-	-
Bonds	-	-	-	-	-	-	-	-
Property	-	-	-	-	-	-	-	-
Cash	-	-	-	-	-	-	-	-
Other	7.45%	8.26%	91.36%	91.74%	1.19%	-	100.00%	100.00%
TOTAL	**7.45%**	**8.26%**	**91.36%**	**91.74%**	**1.19%**	**-**	**100.00%**	**100.00%**

Experience gains and losses on financial assets

	Other - EUR Zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013
Expected return	10	4	210	152	9	-	230	156
Actual return	9	5	160	85	34	-	203	90
Gains/(Losses) on financial assets	(2)	1	(50)	(68)	24	-	(27)	(66)

Historical trends

Actuarial differences

(in thousands of euros)	2014	2013	2012	2011
Discounted value of commitments	39,525	33,141	50,759	38,178
Fair value of hedges	11,410	10,053	8,571	7,860
(Deficit)/Surplus	**(28,115)**	**(23,088)**	**(42,188)**	**(30,317)**
Assumption differences:				
▮ Demographic assumptions	(1,549)	(16,674)	8,805	1,948
▮ Financial assumptions	3,365	(3,516)	-	-
Experience differences on bonds	(276)	(767)	(1,286)	(3,013)
Experience differences on assets	(27)	(66)	144	(449)

Estimated employer contributions in 2015

(in thousands of euros)	France	Italy	Other EUR Zone	Switzerland	India
Unfunded plans	101	950	-	-	7
Externally funded plans: employer contributions	-	-	6	814	65

The impact on operating income on ordinary activities and consolidated income is analysed as follows:

	France		Italy		Other EUR Zone		Switzerland		India		Total	
(in thousands of euros)	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Cost of services carried out	1,038	1,483	-	-	14	14	876	842	56	15	1,984	2,354
Change in plan impact/ Reduction/Liquidation	-	-	-	-	-	-	(100)	-	-	-	(100)	-
Interest on commitments	495	1,035	206	214	30	27	291	229	16	5	1,038	1,510
Interest on assets	-	-	-	-	(10)	(4)	(210)	(152)	(9)	-	(229)	(156)
Interest on non recoverable surplus	-	-	-	-	-	-	-	-	-	-	-	-
Administration costs	-	-	-	-	-	-	64	-	-	-	64	-
Instant recognition of (gains)/Losses	-	-	-	-	-	-	-	-	-	-	-	-
Error correction	-	-	-	-	-	-	-	-	-	-	-	-
RECONGNISED CHARGE/(REVENUE)	**1,533**	**2,518**	**206**	**214**	**34**	**37**	**921**	**919**	**63**	**20**	**2,757**	**3,708**

4.14 Other long-term liabilities

Other long-term liabilities are liabilities which are due in over 12 months.

4.15 Trade payables

Trade payables totalled €87,724k at 31 December 2014, compared with €72,483k at 31 December 2013.

	Dec. 2014			Dec. 2013		
(in thousands of euros)	Total	Matured	Not matured	Total	Matured	Not matured
Accounts payable	87,724	23,157	64,567	72,483	11,750	60,733

Trade and other payables which are overdue are listed in the following table:

(in thousands of euros)	Dec. 2014	Dec. 2013
Expiring in less than 1 month	11,948	4,974
Expiring 1-3 months	3,194	2,255
Due in more than 3 months	8,015	4,521
TOTAL MATURED	**23,157**	**11,750**

4.16 Other current liabilities

This item mainly comprises advance billing for products and services contributing to revenue, but also includes credits to be issued to customers, as well as advances and down payments received on client orders.

4.17 Debt on securities

Short-term securities debt in 2014 concerned earn-out commitments and debt totalling €46,452k, vs. €820k in 2013.

4.18 Fair value

		2014					2013				
(in millions of euros)	Fair value	Amortised cost	Fair value in income statement	Fair value in share capital	Accounting value	Fair value of elements booked at amortised cost	Amortised cost	Fair value in income statement	Fair value in share capital	Accounting value	Fair value of elements booked at amortised cost
Assets											
Share in non-consolidated subsidiaries	Level 3	-	239	5,728	-	-	-	1,126	3,968	-	-
Equity-accounted shares	Level 3	-	(433)	-	-	-	-	-	-	-	-
Loans and receivables	Level 2	9,779	11,759	-	-	9,779	9,840	10,251		-	9,840
Cash equivalents	Levels 1 and 2	-	249,385	-	-	-	-	213,979		-	-
TOTAL ASSETS		**9,779**	**260,950**	**5,728**	**-**	**9,779**	**9,840**	**225,356**	**3,968**	**-**	**9,840**
Liabilities											
Convertible bond loans	Level 1	-	-	-	-	-	-	-	-	-	-
Bond loans	Level 1	250,000	-	-	-	261,492	135,000	-	-	-	138,776
Derivative instruments	Level 2	-	461	2,221	-	-	-	301	349	-	-
TOTAL LIABILITIES		**250,000**	**461**	**2,221**	**-**	**261,492**	**135,000**	**301**	**349**	**-**	**138,776**

Level 1: whereby the value of assets and liabilities is based on unadjusted quoted prices, to which the entity has access at the date of valuation, for identical assets or liabilities on an active market.

Level 2: whereby the criteria used to value assets and liabilities includes elements other than the quoted prices included in level 1 data and which are directly or indirectly observable.

Level 3: whereby valuation criteria are based on unobservable data related to the asset or the liability.

The fair value of other financial assets and liabilities measured at amortised cost is close to their book value.

Note 5 Notes to the income statement

5.1 Segment reporting at 31 December 2014

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 the Group'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: France, Morocco;
- Northern Europe: Austria, Germany, Romania, Slovakia, Switzerland, the Benelux countries, the Czech Republic, the Scandinavian countries and the UK;
- Southern Europe: Italy, Portugal, Spain and Turkey;
- Rest of the World (RoW) zone: Americas, Asia and Oceania.

Segment reporting by geographical region *(in millions of euros)*

At 31 December 2014 *(in millions of euros)*	France	Northern Europe	Southern Europe	RoW zone	Inter-segment eliminations	Total
Revenues						
External	760	557	349	90	-	1,756
Inter-segment eliminations	39	13	15	4	(71)	-
Total Revenues	**799**	**570**	**364**	**94**	**(71)**	**1,756**
Total operating income	839	577	369	90	(71)	1,804
Total operating expenses	(762)	(535)	(326)	(87)	71	(1,639)
Operating income on ordinary activities	77	42	43	3	-	165
Operating income on ordinary activities (%)	**9.6%**	**7.4%**	**11.6%**	**3.3%**		**9.4%**
Assets by region	1,471	492	163	124	(458)	1,792
Non-allocated assets	-	-	-	-	-	-
Equity holdings	-	-	-	-	-	-
TOTAL ASSETS	**1,471**	**492**	**163**	**124**	**(458)**	**1,792**

At 31 December 2013 *(in millions of euros)*	France	Northern Europe	Southern Europe	RoW zone	Inter-segment eliminations	Total
Revenues						
External	735	528	318	51	-	1,632
Inter-segment eliminations	38	11	10	5	(64)	-
Total Revenues	**773**	**539**	**328**	**56**	**(64)**	**1,632**
Total operating income	800	545	333	56	(64)	1,670
Total operating expenses	(737)	(499)	(299)	(56)	64	(1,527)
Operating income on ordinary activities	63	46	34	0	0	143
Operating income on ordinary activities (%)	**8.1%**	**8.4%**	**10.4%**	**0.3%**		**8.8%**
Assets by region	1,205	351	138	8	(244)	1,458
Non-allocated assets	-	-	-	-	-	-
Equity holdings	-	-	-	-	-	-
TOTAL ASSETS	**1,205**	**351**	**138**	**8**	**(244)**	**1,458**

The French zone includes operating subsidiaries, as well as Group holding activities (head office and cross-functional services).

At 31 December 2014, consolidated revenues came out at €1,756.3m, up 7.6% on 2013.

The breakdown of consolidated revenues by geographic zone corresponding to the Group's internal organisation is given in the table below:

(in millions of euros)	2014				2013			
	Total segments	Inter-segment eliminations	Total Turnover	As % of sales	Total Turnover	As % of sales	% change	Economic growth
France	799.1	(38.9)	760.2	43.3%	735.3	45.0%	+3.4%	3.5%
Northern Europe	570.0	(12.5)	557.5	31.7%	527.5	32.2%	+5.7%	-1.0%
Southern Europe	363.8	(15.0)	348.8	19.9%	318.3	19.5%	+9.6%	10.0%
RoW zone	93.7	(3.9)	89.8	5.1%	51.7	3.2%	+73.7%	5.2%
TOTAL	**1,826.6**	**(70.3)**	**1,756.3**	**100.0%**	**1,632.8**	**100.0%**	**+7.6%**	**3.5%**

This table shows the inter-segment eliminations of the four regional segments.

Economic growth (*i.e.* on a like-for-like basis, excluding the exchange-rate impact and the change in the number of working days) came out at 3.5%, vs. 2.5% in 2013.

After taking into account the acquisitions carried out in 2014, revenues generated by operations in France accounted for 43.3% of consolidated revenues, compared with 45.0%, previously. Despite difficult economic conditions in Southern Europe, this operating segment continued to mark up strong growth in 2014. Performances in Northern Europe, however, were hampered by sluggish activity in the German Aeronautics sector.

Segment reporting by business segment

Summary: 31 December 2014

(in millions of euros)	Innovation & Advanced Technology Consulting	Organisation & Information Systems Consulting	Other	Group
Revenues	1,203	553	-	1,756
Total assets	1,392	400	-	1,792
Intangible and tangible asset investments	22	13	-	35
Revenue (%)	*68.51%*	*31.49%*	-	*100%*
Total assets (%)	*77.69%*	*22.31%*	-	*100%*
Intangible and tangible asset investments (%)	*62.34%*	*37.66%*	-	*100%*

Summary: 31 December 2013

(in millions of euros)	Innovation & Advanced Engineering Consulting	Organisation & Information services Consulting	Other	Group
Revenues	1,215	417	-	1,633
Total assets	1,167	291	-	1,458
Intangible and tangible asset investments	16	4	-	20
Revenues (%)	*74.44%*	*25.56%*	-	*100%*
Total assets (%)	*80.02%*	*19.98%*	-	*100%*
Intangible and tangible asset investments (%)	*80.57%*	*19.43%*	-	*100%*

5.2 Revenues

The breakdown of Group revenues is given in the table below:

(in thousands of euros)	Dec. 2014	Dec. 2013	Change
Sales of goods	9,808	10,781	-9.0%
Sales of services	1,745,932	1,621,433	+7.7%
Royalties	523	564	-7.3%
TOTAL	**1,756,263**	**1,632,778**	**+7.6%**

In 2014, fixed-price contracts generated revenues of €336,127k, compared with €307,322k in 2013. Note that, for the Group, these contracts may refer to fixed price contracts with a performance obligation clause or time-based contracts where Altran is only bound by a best endeavour obligation.

5.3 External expenses

The breakdown of Altran's external expenses at 31 December 2014 is given in the following table:

(in thousands of euros)	Dec. 2014	Dec. 2013	Change
Outsourcing	120,414	120,081	+3%
Operating lease and related expenses	53,782	48,222	+11.5%
Training	9,077	8,329	+9.0%
Professional fees and external services	28,068	25,684	+9.3%
Transport and travel expenses	60,528	63,827	–5.2%
Other purchases and external services	55,691	49,386	+12.8%
TOTAL	**327,560**	**315,529**	**+3.8%**

External expenses increased by 3.8% on 2013 levels and break down as follows:

- outsourcing costs edged up 0.3% making for an increase of €333k;
- transport and travel expenses narrowed by 5.2% (–€3,299k);
- other purchases and external services increased by 12.8% (+€6,305k).

Rental costs totalled €53,782k in 2014 (vs. €48,222k in 2013). The Group's lease commitments are basic rental agreements (mainly property leases). None of these contain any contingent lease payments or renewal options, or impose specific restrictions (notably with respect to dividends, additional debt or further leasing).

Group commitments regarding non-cancellable leases at 31 December 2014 are analysed by maturity date in note 6.

5.4 Personnel costs

The breakdown of personnel costs at 31 December 2014 is as follows:

(in thousands of euros)	Dec. 2014	Dec. 2013	Change
Salaries & payroll taxes	1,259,680	1,166,520	+8.0%
Employee profit sharing	149	(309)	-148.2%
	1,259,829	**1,166,211**	**+8.0%**
Expenses related to share-based payments	354	341	+3.8%
Long-term employee benefits	1,948	2,437	-20.1%
TOTAL	**1,262,131**	**1,168,989**	**8.0%**

Personnel costs in 2014 were in line with trends in staff numbers. These have been adjusted to take into account a mandatory employee profit-sharing commitment of €149k.

a) Share-based payments

Total share-based payments related to the Group's free-share plan for the fiscal period ending 31 December 2014 came out at €354k (vs. €341k in fiscal year 2013).

The main characteristics of the Group's stock-option and free-share plans at 31 December 2014 are outlined in the tables below:

	Stock options	2012 Free-share Plan	
	2007 (a)(b)(c)	France	Outside France
Date of General Meeting	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors meeting	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	390,000	232,500
o/w available to corporate officers	*100,000*	*0*	*0*
o/w available to 10 highest paid employees	*340,000*	*130,000*	*0*
Balance at 31/12/2014	183,176	0	0
Vesting date	21/12/2011	-	-
Definitive granting of free shares		12/03/2014	31/01/2016
Maturity	20/12/2015	-	-
End of lock-in period for free shares		12/03/2016	31/01/2016
Subscription price of options/reference share price *(in euros)*	€3.96	€3.54	€3.54
Valuation method used	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2013	1,033,031	310,000	182,500
Rights created in 2014	35,417	-	-
Rights forfeited in 2014	15,160	33,750	-
Rights exercised in 2014	256,067	276,250	-
Number of shares available for subscription or allocation at 31/12/2014	797,221	0	182,500

(a) Following the 29 July 2008 capital increase in cash with preferential 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) The strike price and number of shares of the various share-warrant options were adjusted to take into account the 16 July 2013 payout of €0.09 per share, financed from funds held in the share premium account.

(c) The strike price and number of shares of the various share-warrant options were adjusted to take into account the 23 June 2014 payout of €0.11 per share, financed from funds held in the share premium account.

No stock-option or free-share plans were granted in 2014.

b) Long-term employee benefits

See note 4.13.

5.5 Depreciation and net provisions

(in thousands of euros)	Dec. 2014	Dec. 2013	Change
Depreciation of intangible and fixed assets	(17,804)	(15,346)	+16.0%
Provisions for current assets	3,136	45	+6,868.9%
Provisions for risks and charges	(3,111)	4,574	–168.0%
TOTAL	**(17,779)**	**(10,727)**	**+65.7%**

5.6 Other non-recurring operating income and expenses

(in thousands of euros)	Dec. 2014	Dec. 2013
Net proceeds from fixed and intangible asset disposals	(19)	(37)
Net proceeds from divestment and liquidation of holdings in consolidated subsidiaries	438	(380)
Incubator revaluation	-	716
Exceptional costs related to previous fiscal periods	-	(30)
Asset disposals	(128)	139
Costs and disputes related to acquisitions and legal reorganisation	(3,257)	(1,864)
Trade-disputes	(531)	(4,437)
Social-disputes	1,821	-
Legal-disputes	454	(282)
Restructuring costs	(25,921)	(30,895)
Provisions net of write-backs for restructuring	(1,604)	1,262
Other	-	(6)
TOTAL	**(28,747)**	**(35,814)**

Disposal and liquidation of consolidated shares

See note 2 "Scope of consolidation".

Restructuring costs

A non-recurring operating loss of €28,747k includes the net impact of –€27,525k in costs related to the restructuring and rationalisation plans detailed below.

Breakdown of net costs

(in thousands of euros)	Dec. 2014	Dec. 2013
Salaries	(27,155)	(27,423)
Property lease rationalisation + furnishing write-offs	(313)	(1,046)
Other	(57)	(1,164)
TOTAL	**(27,525)**	**(29,633)**

5.7 Cost of net financial debt

(in thousands of euros)	Dec. 2014	Dec. 2013
Gains on cash and cash equivalents		
Income from cash and cash equivalents	5,257	4,433
Proceeds from disposal of cash equivalents	8	84
	5,265	**4,517**
Cost of gross financial debt		
Interest expenses on bond loans	(6,773)	(2,688)
Interest expenses on other financing operations	(8,992)	(11,158)
	(15,765)	**(13,846)**
COST OF NET FINANCIAL DEBT	**(10,500)**	**(9,329)**

The cost of net financial debt totalled €10,500k in 2014. The bulk of this concerns financial income of +€5,265k, less bond-related debt of –€6,773k and interest on other financing operations amounting to –€8,992k, of which: 1/ –€4,071k on the Capex loan, 2/ +€678k on interest-rate hedging swaps, 3/ –€904k on revolving loans, 4/ –€3,791k on factoring agreements and the assignment of trade receivables, 5/ –€904k on other borrowings.

5.8 Other financial income and expenses

(in thousands of euros)	Dec. 2014	Dec. 2013
Financial revenue		
Gains on other financial asset disposals	26	6
Financial gains from conversion to present value	455	417
Forex gains	12,210	949
Debt waiver	213	-
Write-backs of provisions for non -consolidated assets and other non-current financial assets	577	12
Gains on financial instruments	-	26
Other financial income	12	44
	13,493	**1,454**
Financial expenses		
Loss on other financial asset disposals	(26)	(21)
Depreciation of non-consolidated holdings and other non-current financial assets	(2,319)	(8)
Financial charges on conversion to present value Employee-benefit provisions	(808)	(1,354)
Debt waiver	(527)	-
Forex losses	(4,413)	(2,719)
Financial charges on conversion to present value	(405)	(815)
Loss on financial instruments	(146)	(118)
Other financial expenses	(65)	(50)
	(8,709)	**(5,085)**

5.9 Tax expenses

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):

	2013	Earnings impact	Other changes	Equity impact	Scope of consolidation changes	Translation adjustments	2014
Deferred tax assets	103,866	(624)	(3,141)	1,044	1,406	876	103,427
Deferred tax liabilities	7,198	5,279	(2,342)	(63)	6,241	732	17,045
TOTAL	**96,668**	**(5,903)**	**(799)**	**1,107**	**(4,835)**	**144**	**86,382**

Deferred tax assets and liabilities are offset against each other for each balance-sheet entity in the above table.

Deferred taxes booked as equity over the period are as follows:

Fair value reserve: IAS 32/39	862
Revised IAS 19 reserve	245
TOTAL	**1,107**

Tax loss carry forwards likely to be deducted from future earnings (for up to a maximum of 10 years) totalled €349,996k. Their activation represents a tax saving of €113,449k.

Tax losses recognised as deferred tax assets, and provisioned at 31 December 2014 as it was uncertain that they would be deducted in the future, totalled €63,522k:

Tax losses	
expiring in less than 1 year	0
expiring in 1 to 5 years	42,276
expiring in over 5 years	1,225
with no expiration date	20,021
TOTAL	**63,522**

The breakdown of deferred tax assets and liabilities (before offsetting) at end-2014 is given in the table below (in thousands of euros):

	2014	2013
Deferred tax assets by timing difference		
Employee benefits	13,575	12,249
Other assets and liabilities	(1,646)	(4,352)
Other assets and liabilities	4,920	3,010
Unused tax losses	113,449	120,492
	130,298	**131,399**
Deferred tax liabilities by timing difference		
Assets	(24,270)	(21,358)
Provisions for risks and charges	(19,646)	(13,373)
	(43,916)	**(34,731)**
NET ASSETS	**86,382**	**96,668**

Analysis of tax expenses on earnings

Tax expenses break down as follows (in thousands of euros):

	2014	2013
Current taxes	**(37,579)**	**(23,838)**
▮ For the period	(17,233)	(7,830)
▮ Adjustment of current taxes based on previous reporting periods	290	(1,879)
▮ Other taxes on earnings	(20,794)	(14,129)
▮ Carry backs	158	-
Deferred taxes	**(5,917)**	**(2,520)**
▮ Deferred taxes associated with changes in taxable base	(2,732)	(8,006)
▮ Deferred taxes associated with changes in rate	(3,060)	(294)
▮ Adjustment of current taxes based on previous reporting periods	(1,328)	(602)
▮ Change in amortisation of deferred tax assets	1,203	6,382
Tax credits	**0**	**0**
TOTAL	**(43,496)**	**(26,358)**

Deferred tax expenses break down as follows (in thousands of euros):

	2014	2013
Timing differences	103	(15,236)
Tax losses	(4,991)	14,313
Consolidation restatements	(1,029)	(1,597)
TOTAL	**(5,917)**	**(2,520)**

Deferred taxes arising from changes in the tax base are mainly ascribable to tax losses activated in 2014 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):

	Dec. 2014	Dec. 2013
Net income attributable to the Group	82,546	65,798
Minority interests	29	29
Net income on discontinued operations	(26)	-
Tax expenses/income	(43,496)	(26,358)
Goodwill impairment losses	-	-
Group share of equity-accounted holdings	(253)	-
Pre-tax profit before goodwill impairment losses	**126,292**	**92,127**
Theoretical tax charge at rate applied to parent company (35%)	(42,097)	(30,706)
▮ Other tax on earnings	(20,794)	(14,129)
▮ Change in amortisation of deferred tax assets	1,203	6,383
▮ Difference in tax rates in foreign countries	7,661	4,118
▮ Other permanent differences	10,531	7,976
Effective tax paid	**(43,496)**	**(26,358)**
EFFECTIVE TAX RATE	**34%**	**29%**

The bulk of other taxes on income comprise secondary tax credits in France (€13.7m) and Italy (€5.2m).

5.10 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 2014, Altran booked a net loss on discontinued operations of €26k.

Movements in cash flow of discontinued operations break down as follows:

(in millions of euros)	Dec. 2014	Dec. 2013
Operating income	-	-
Cash flow before net interest expenses and taxes	-	-
Change in working capital requirement	-	-
Net operating cash flows from discontinued operations (A)	-	-
Cash flow from investments from discontinued operations (B)	3.0	0.7
Net financing cash flow from discontinued operations (C)	-	-
TOTAL (A) + (B) + (C)	**3.0**	**0.7**

Note 6 Off balance sheet commitments

The Group's off-balance sheet commitments at 31 December 2014 are listed in the table below:

(in thousands of euros)	Dec. 2014	< 1 year	1-5 years	> 5 years	Dec. 2013
Commitments granted:					
Pledges, security deposits and guarantees					
▮ on current operations and other	39,129	24,235	4,521	10,373	32,632
▮ on financing operations	13,036	-	-	13,036	25,767
Operating lease (property, fittings)					
▮ Minimum future payments (see note 8.3)	227,124	42,925	114,393	69,806	183,812
Non-competition clause concerning former employees	**977**	**977**	**0**	-	**802**
▮ gross amount	660	660	-	-	546
▮ social security contributions	317	317	-	-	256
Commitments received:					
Pledges, security deposits and guarantees					
▮ pledges, security deposits and guarantees and other	17,392	2,050	15,178	164	4,225
▮ on financing operations	-	-	-	-	15,000

Commitments to buy out minority interests

The Group has no commitments to buy out minority interests, or any non-consolidated special purpose entities.

Note 7 Related-party transactions

Compensation and benefits paid to corporate officers

Gross compensation and benefits in kind paid to corporate officers (members of the Board of Directors and the Executive Committee) by Altran and the companies it controls, totalled €5,063,507 in 2014. This breaks down as follows:

- *Short-term benefits* *€5,049,785*
- *End-of-career benefits* *€13,722*
- *Other long-term benefits* *None*
- *End-of-contract benefits* *None*
- *Share-based payments* *None*

Commitments made by Altran to its executive officers

Upon the recommendation of the Appointment and Remuneration Committee, the Board of Directors voted on 29 August 2012 to launch a Long-Term Incentive (LTI) plan. This plan provides for the possibility of awarding corporate officers an additional compensation, paid on a deferred basis, subject to achieving an objective based on average EPS growth.

The LTI plan is implemented over a period of four years. Additional compensation is paid in cash. The amount is calculated on the basis of the Altran Technologies' share price at the end of the four-year implementation period, applied to a number of shares determined in advance by the Board of Directors.

The four-year period is divided into two sub-periods:

- a two-year vesting period starting from the date the Board of Directors votes to implement an additional compensation programme within the context of the Long-Term Incentive plan. This decision is made when the Board of Directors meets to approve the financial statements for the previous fiscal year and upon recommendations of the Appointment and Remuneration Committee. The Board of Directors fixes the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the corporate officer concerned for achieving 100% of the objective. The vesting period runs until the Board meets two years later to approve the financial statements for the previous fiscal year;
- a two-year retention period beginning at the end of the vesting period. At this time, the Board of Directors determines the definitive number of shares that will serve as the basis to calculate the amount of additional compensation to be allocated to corporate officers relative to the percentage of the performance objective achieved. Additional compensation is not distributed at this stage, but at the end of the retention period. The amount of compensation is calculated on the basis of the market value of the Altran Technologies share price at the end of the retention period multiplied by the definitive number of shares determined two years earlier.

The rights acquired during the vesting period are subject to the presence of the beneficiary within the Group during this time.

A long-term incentive plan was implemented for the first time, corresponding to fiscal year 2012, as of 8 March 2012, when the Board of Directors met to approve the financial statements for fiscal year 2011. Upon recommendation of the Appointment and Remuneration Committee, the Board of Directors:

- determined the initial number of shares serving as a basis to calculate the additional compensation to be attributed to the following corporate officers;
  - Mr Philippe Salle, Chairman of the Board and Chief Executive: 253,580 shares,
  - Mr Cyril Roger, Senior Executive Vice-President: 144,903 shares;
- decided that corporate-officer rights to additional compensation would be acquired on the basis of the percentage of the performance objective achieved;
- fixed the performance-achievement objective and the criteria used for granting these rights. This information has not been disclosed for reasons of confidentiality.

In 2014, the Group provisioned additional compensation payments of €374,791 for Mr Philippe Salle and €214,167 for Mr Cyril Roger.

Mr Roger's employment contract with Altran was suspended as from the date of his appointment (28 October 2011) and will remain until the end of his mandate. Mr Roger's employment contract will be reactivated upon termination of his mandate. 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;
- afixed 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, payment of the corresponding indemnity.

Transactions carried out with the reference shareholder

None.

Other

None.

Note 8 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 9 Significant post-closure events at 31 December 2014

The major events that occurred between 31 December 2014 and 11 March 2015, when the Group's 2013 financial statements were approved by the Board of Directors, are as follows:

Acquisitions

On 16 February 2015, the Group announced the acquisition of 100% of Nspyre, the leading Dutch specialist in R&D and High Technology services.

Nspyre was set up in 2008 following the merger between the technical automation divisions of Ordina and Atos Origin. With a network of eleven technology centres and a team of 680 experts, Nspyre offers specialised software development and engineering services spanning the entire development process, from consultancy and project management, to development, engineering, testing and implementation. The company, which boasts a solid portfolio of major clients, generated revenues of €64m in 2014.

Following on from the 2014 acquisition of Tass, the purchase of Nspyre is in line with the Group's strategic objectives and will reinforce the Altran Intelligent Systems and Lifecycle Experience solutions. With a workforce of 1,800 employees in the Benelux countries (of which 1,000 in the Netherlands), Altran is now the leading Innovation and High Technology engineering consulting company in this region.

Governance

At the 16 January 2015 Board Meeting, Philippe Salle informed the Directors that he would not be seeking to renew his Director mandate at the Shareholders' General Meeting on 30 April 2015, and that he would be stepping down as Company Chairman and Chief Executive on that date.

Note 10 Statutory Auditors' fees

Statutory Auditor fees totalled €1,993k (excluding expenses and disbursements) in 2014.

20.3.2 Annual statements at 31 December 2014

Balance sheet – Assets

(in euros)	Notes	31 Dec. 2014 Gross	31 Dec. 2014 Amort. prov.	31 Dec. 2014 Net	31 Dec. 2013 Net
Fixed assets	*3.1 & 3.2*	**583,063,845**	**44,088,670**	**538,975,175**	**476,384,110**
Intangible assets					
Patents, licences, trademarks		32,396,439	17,803,589	14,592,850	6,236,396
Other intangible assets		116,376,643	-	116,376,643	116,376,643
Intangible assets in progress		4,526,429	-	4,526,429	6,910,315
Tangible assets					
Other tangible assets		28,273,211	16,413,758	11,859,453	13,511,566
Tangible assets under construction		28,800	-	28,800	160,855
Financial assets					
Investments and related receivables		368,080,878	9,854,799	358,226,079	308,655,231
Loans and other long-term investments		33,381,445	16,525	33,364,921	24,533,103
Current assets		**771,932,946**	**5,028,827**	**766,904,119**	**579,313,703**
Inventories: raw materials		41,200	-	41,200	70,693
Work in progress		177,833	-	177,833	203,330
Inventories: goods		2,426	-	2,426	17,139
Advances paid		352,844	-	352,844	215,368
Trade receivables	*3.3*	83,874,294	1,481,337	82,392,957	76,096,827
Other receivables	*3.3*	684,744,601	3,547,490	681,197,111	496,472,752
Cash in hand and marketable securities		2,739,747	-	2,739,747	6,237,595
Adjustment accounts		**8,694,536**		**8,694,536**	**7,000,858**
Prepaid expenses	*3.13*	8,686,954	-	8,686,954	6,988,083
Unrealised foreign exchange gains/losses		7,581	-	7,581	12,775
TOTAL ASSETS		**1,363,691,326**	**49,117,497**	**1,314,573,830**	**1,062,698,672**

Balance sheet – Liabilities

(in euros)	Notes	31 Dec. 2014	31 Dec. 2013
Shareholders' equity	*3.4*	**599,581,810**	**525,491,234**
Capital	*3.5*	87,489,523	87,375,660
Share, merger and contribution premiums		453,148,207	471,535,856
Statutory reserve		7,158,855	7,158,855
Retained earnings		(40,981,350)	(70,408,666)
Net profit/(loss) for the period		92,346,444	29,427,316
Tax-driven reserves		343,256	312,075
Contingent advances		76,876	90,138
Provisions for liabilities and charges	*3.2*	**57,611,191**	**56,665,481**
Liabilities		**641,032,874**	**469,461,688**
Bond loans	*3.7*	253,909,337	137,330,137
Bank borrowings	*3.7*	165,631,684	138,628,074
Other borrowings		971,706	1,508,412
Advances received		250,538	250,538
Trade payables	*3.9*	43,151,136	35,665,668
Tax and social security liabilities	*3.9*	156,485,098	146,831,879
Payables to suppliers of fixed assets	*3.9*	3,398,672	2,348,600
Other payables	*3.9*	17,234,703	6,898,381
Adjustment accounts		**16,347,955**	**11,080,268**
Deferred income	*3.13*	16,315,492	11,045,815
Unrealised foreign exchange gains/losses		32,462	34,452
TOTAL LIABILITIES		**1,314,573,830**	**1,062,698,672**

Income statement

(in euros)	Notes	31 Dec. 2014	31 Dec. 2013
Revenues	*4.1*	802,695,127	790,507,037
Production inventory		(25,497)	50,428
Capitalised in-house production		1,762,070	1,448,544
Grants and subsidies		277,707	641,565
Reversals of provisions, depreciation and transfer of charges		18,568,328	22,088,730
Other revenues		3,571,805	3,348,156
Operating revenues		**826,849,540**	**818,084,459**
Other purchases and external costs		(159,886,122)	(163,856,311)
Taxes & duties		(27,938,201)	(24,566,435)
Payroll expenses		(408,599,694)	(408,226,782)
Social charges		(178,977,745)	(169,801,954)
Depreciation and provisions		(12,066,490)	(16,579,409)
Other expenses		(3,643,475)	(6,105,606)
Operating expenses		**(791,111,728)**	**(789,136,497)**
Operating income		**35,737,812**	**28,947,962**
Recorded profit or transferred (loss)		241	86
Financial income		6,444,718	15,441,369
Financial expenses		(19,157,319)	(26,381,177)
Financial income/(loss)	*4.2*	**(12,712,601)**	**(10,939,807)**
Income on ordinary activities		**23,025,452**	**18,008,240**
Exceptional income		59,811,592	8,446,371
Exceptional expenses		(17,223,743)	(20,733,569)
Exceptional income/(loss)	*4.3*	**42,587,850**	**(12,287,198)**
Profit-sharing		0	0
Corporate income tax	*4.4*	26,733,143	23,706,273
NET INCOME/(LOSS)		**92,346,444**	**29,427,316**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Note 1	Key events	155
Note 2	Rules and accounting methods	155
Note 3	Notes relative to certain balance sheet items	159
Note 4	Notes to the income statement	169
Note 5	Information on significant ongoing litigation and disputes	172
Note 6	Off-balance sheet commitments	173
Note 7	Key post-closure events	173
Note 8	Information on Group subsidiaries and holdings	174

Note 1 Key events

1.1 Scope of consolidation changes

In 2014, Altran Technologies:

- acquired a 100% stake in Altran Connected Solutions.

  On 15 January 2014, the Altran and Alcatel-Lucent groups announced that they had formed an industrial partnership project with a view to creating an expertise and telecoms-services centre in the employment catchment area in Nantes (France). This agreement took concrete form on 30 June 2014 via the acquisition by Altran Technologies of Treizelec, a French firm owned by Alcatel-Lucent. Upon its acquisition, this company was immediately renamed Altran Connected Solutions.

  As a result of this operation, around 160 engineers specialised in 4G technology from the Alcatel-Lucent site in Orvault (in the west of France) were integrated into the Altran Telecoms and Media teams;
- sold its 100% holding in the company Altran Deutschland Holding GmbH to AIH Holding SAS & Co. KG, a subsidiary of the Altran group.

1.2 Private bond placement

After raising €135m in July 2013 via a bond issue, the Group raised an additional €115m on 17 July 2014 and 1 August 2014, of which: 1/ €10m, bearing a coupon of 2.81% and a 6-year maturity, and 2/ €105m, bearing a coupon of 3.00% and a 7-year maturity.

Note 2 Rules and accounting methods

2.1 Basis for the preparation of the annual financial statements

The 2014 financial statements have been prepared in euros in accordance with the general accounting conventions laid down in the National Accounting Code, arising from ruling 2014.03 of the French Accounting Standards Authority *(ANC)*, 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 measure 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 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 for liabilities and charges and the assumptions underpinning the business plans used to measure investments (or equity holdings) 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

Trademarks 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, this 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 organic-analysis, programming, testing and development stages.

Software is amortised on a straight-line basis over its estimated life span of between 12 months and 8 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, and 11 firms in 2013, 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 tangible assets in question.

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
office and IT 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 expenses 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 (revenues, EBIT, cash flow and 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 Inventories and work in progress for services provided

Inventories are measured at their weighted average unit cost.

The gross value of goods and supplies includes the purchase price plus related costs, with the exception of value added.

Depreciation is recorded when the inventory value 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 Marketable securities

All marketable securities are held in mutual funds *(SICAVs)* and measured at acquisition cost. The difference between the amount booked to the balance sheet and the last market price at closing is subject to a fiscal adjustment.

2.9 Provisions for liabilities and charges

Provisions for liabilities 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 liabilities 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 announces, draws up or starts implementing a detailed restructuring plan before the close of the fiscal year.

2.10 Retirement benefit commitments

In accordance with recommendation 2013-R02 of the *ANC* (French Accounting Standards Authority), the Company has adopted the preferential method of accounting retirement commitments, which entails booking all such commitments as provisions in the annual financial statements.

Retirement commitments, based on applicable laws and provisions set forth in the Syntec collective agreement were assessed by Towers Watson actuaries.

Costs related exclusively to end-of-career benefits are valued in accordance with the projected credit-unit method and booked under:

- operating income/expenses, for the portion relative to services costs and the amortisation of actuarial gains/losses;
- financial expenses, for the portion relative to discounted interest.

Differences between the valuation and the provisioning of end-of-career commitments (depending on forecasts used or new assumptions employed) are defined as actuarial gains and losses. Commitment differences, arising from changes in assumptions are also an integral part of actuarial differences.

Actuarial differences are booked to the income statement using the corridor method, whereby the portion exceeding the higher of 10% of the liabilities or of 10% of the fair value of the plan assets at the closing date is spread over the remaining working life of the beneficiaries.

Actuarial assumptions are based on the following data (see note 3.2.2.):

- mortality table;
- staff turnover;
- discount rate;
- inflation rate;
- salary trends.

2.11 Foreign currency operations and translation differences

Revenues 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 foreign-exchange losses.

2.12 Long-term operations and revenue recognition

Revenue includes all income generated by Company services.

The accounting treatment of revenues and costs depends on the type of service rendered.

Time and Material Services

Revenues generated by Time and Material (T&M) services are identified as the project advances.

Fixed price contracts

For fixed-price contracts with a performance guarantee clause attached, revenues 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 a contract are expected to exceed the total revenues generated by the contract itself, a provision is written immediately to cover the losses expected to be incurred upon completion.

2.13 Corporate tax and tax consolidation

In 2004, Altran Technologies set up fiscal consolidation for itself and its subsidiaries.

All of the Group's French subsidiaries, with the exception of Altran Connected Solutions, 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 of the tax charges and credits recorded during their period of consolidation that they would have paid or received had they not been consolidated.

Corporate income tax

For each fiscal year, Altran's subsidiaries must record the amount of corporate income tax that they would have paid had they never been consolidated within the Group.

In practical terms, this is determined after tax losses have been carried forward.

For Altran Technologies, the recognition of this tax translates into a receivable equal to the individual amounts declared by the subsidiaries.

Subsidiaries cannot book loss carry backs during the period in which they belong to the 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 (five years as of 1 January 2004) is renewed every five years by tacit agreement.

Exit from the tax group

Subsidiaries failing to meet all of the conditions laid down in Article 223-A of the French General Tax Code, qualifying them for tax consolidation must leave the Group.

The date of removal from the Group's 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 incident occurred.

Altran Technologies conserves the tax income generated by its subsidiaries' tax loss carry-forwards before they exit from the scope of tax consolidation.

2.14 *CICE* French tax credit: introduced to enhance competitiveness and boost employment

The *CICE (Crédit d'impôt pour la compétitivité et l'emploi)* tax credit was introduced in France with effect from 1 January 2013.

The amount of this tax credit is calculated on the gross remuneration paid out during the calendar year, provided this remuneration does not exceed 2.5 times the minimum wage. In 2014, it was applied at a rate of 6% of eligible gross salaries paid.

The *CICE* tax credit is deducted from the amount of corporate tax due. The surplus which is not deducted is booked as a tax receivable that can be used to cover tax payments for the next three years. After this time, the unused portion of the tax credit must be reimbursed.

CICE tax receivables may be assigned to credit institutions:

- as soon as the amount of the receivable has been established, which is the case for all receivables;
- when the amount is still being calculated, that is to say before the sale has been finalised.

The *CICE* tax credit is booked in a dedicated sub-account as a deduction applying to personnel costs.

Note 3 Notes relative to certain balance sheet items

3.1 Fixed assets and depreciation

Fixed assets *(in euros)*	Gross value at opening	Acquisitions	Sold/ Discarded/ Transferred assets	Gross value at closing
Intangible assets				
Patents, licences, trademarks	20,629,434	5,700,882	(6,066,123)	32,396,439
Goodwill	23,012,083	-	-	23,012,083
Other intangible assets[a]	93,364,560	-	-	93,364,560
Intangible assets in progress[b]	6,910,315	3,700,563	6,084,450	4,526,429
TOTAL 1	**143,916,392**	**9,401,445**	**18,327**	**153,299,510**
Tangible assets				
Other tangible assets	26,800,317	1,362,528	(110,367)	28,273,211
Tangible assets under construction	160,855	28,800	160,855	28,800
TOTAL 2	**26,961,172**	**1,391,328**	**50,489**	**28,302,011**
Long term investments				
Investments and related receivables	314,096,577	54,187,903	203,602	368,080,878
Loans and other long-term investments	24,549,628	19,756,364	10,924,546	33,381,445
TOTAL 3	**338,646,205**	**73,944,266**	**11,128,147**	**401,462,324**
TOTAL (1+2+3)	**509,523,769**	**84,737,039**	**11,196,963**	**583,063,845**

(a) Other intangible assets totalling €93m mainly correspond to technical losses incurred on the mergers within Altran Technologies of 26 companies in 2006 and 11 firms in 2013.
(b) The bulk of intangible assets in progress is made up of software either acquired, created by the Company or under development.

Total intangible costs amounting to €4,526k break down as follows:

External development costs	€3,851k
o/w external acquisitions	*€3,520k*
o/w intra-Group acquisitions	*€331k*
Internal development costs	€675k
TOTAL	**€4,526k**

Amortisation/Depreciation of fixed assets *(in euros)*	Opening amount	Increase	Decrease	Closing amount
Intangible assets:				
Patents, licences, trademarks	14,393,038	3,428,878	18,327	17,803,589
Total 1	**14,393,038**	**3,428,878**	**18,327**	**17,803,589**
Tangible assets:				
Other tangible assets	13,288,750	3,173,825	48,818	16,413,758
Total 2	**13,288,750**	**3,173,825**	**48,818**	**16,413,758**
TOTAL (1+2)	**27,681,788**	**6,602,703**	**67,144**	**34,217,347**

3.2 Provisions and depreciation

(in euros)	Opening amount	Increase	Decrease	Closing amount
Investments and related receivables	5,441,346	4,413,453	-	9,854,799
Other long-term investments	16,525	-	-	16,525
Total financial investments	**5,457,871**	**4,413,453**	**-**	**9,871,324**
Inventories and work in progress	**11,943**		**11,943**	**-**
Trade receivables	**1,410,315**	**415,638**	**344,617**	**1,481,337**
Other provisions for depreciation	**3,716,344**		**168,854**	**3,547,490**
Provisions for charges and litigations	25,451,489	6,631,379	6,859,068	25,223,800
Provisions for pensions and similar commitments	31,201,217	1,238,082	59,489	32,379,810
Provisions for foreign exchange losses	12,775	7,581	12,775	7,581
Total provisions for risks and charges	**56,665,481**	**7,877,042**	**6,931,332**	**57,611,191**
TOTAL	**67,261,955**	**12,706,133**	**7,456,746**	**72,511,342**

3.2.1 Provisions for liabilities and charges

(in euros)	Provision write-backs taken up	Provision write-backs not taken up	Total
Charges and disputes	2,307,875	4,551,193	6,859,068
Pensions and similar commitments	59,489	-	59,489
Foreign exchange losses	12,775	-	12,775
TOTAL	**2,380,139**	**4,551,193**	**6,931,332**

3.2.2 Provisions for pensions and similar commitments

Transactions during the period

	(in euros)
Cost of services carried out	1,406,083
Net interest	460,211
Amortisation of cost of past services	214,054
Amortisation of actuarial losses/(gains)	(842,266)
Provisions booked over the period	**1,238,082**
Use	(59,489)
Write-backs booked over the period	**(59,489)**

Actuarial assumptions

	2014 expenses	Commitments at 31/12/14
Mortality table	TG HF 2005	TH TF 09–11
Staff turnover	rate difference by age group	rate difference by age group
Discount rate	3.25%	2.05%
Inflation rate	2.00%	1.90%
Salary trends	2.00%	rate difference by age group

Actuarial gains/(losses) on inventory

	(in euros)
Unrecognised actuarial gains/(losses)	20,816,133
Unrecognised past services	(1,705,050)

3.3 Schedule of receivables

(in euros)	Gross amount	Up to 1 year	More than 1 year
Long-term receivables	**33,391,212**	**687,506**	**32,703,707**
Receivables from controlled entities	13,291	13,291	-
Loans	17,830,592	-	17,830,592
Other long-term investments	15,547,329	674,214	14,873,115
Short-term receivables	**777,305,849**	**714,484,491**	**62,821,358**
Trade receivables	83,874,294	82,139,195	1,735,099
Personnel and social security charges	1,334,878	1,334,878	-
State	69,081,305	10,455,277	58,626,028
Group and associates	541,448,495	541,448,495	-
Other receivables	72,879,923	72,879,923	-
Prepaid expenses	8,686,954	6,226,724	2,460,230
TOTAL	**810,697,061**	**715,171,997**	**95,525,064**

Altran Technologies makes significant recourse to factoring. Outstanding receivables assigned to the factor and booked as off-balance sheet commitments, totalled €149,761k at 31 December 2014, compared with €145,500k at 31 December 2013 (see note 6).

Factoring-operation data

(in euros)	2014	2013
Client receivables	149,760,510	145,500,463
Current account and factor guarantees	12,945,186	24,068,374
Factor's short-term advances	136,815,324	121,432,089

In 2014, Altran Technologies assigned:

- its 2014 *CICE* tax receivables amounting to €14,964k, within the framework of a receivables-discount contract maturing on 29 September 2018. After deduction of a €748k guarantee deposit, the Company received €14,216k;
- its 2011 and 2012 research-credit *(CIR)* receivables amounting to €28,685k, within the framework of a receivables-discount contract maturing on 28 September 2015 and 28 September 2016, respectively. After deduction of a €449k guarantee deposit, the Company received €28,236k.

3.4 Changes in shareholders' equity

(in euros)	Opening value period	Equity movements		Allocation of Results Y-1	Results Year Y	Closing value period
		Increase	Decrease			
Capital	87,375,660	113,863	-	-	-	87,489,523
Share premium	399,897,529	825,638	(19,213,288)	-	-	381,509,880
Merger premium	71,638,327	-	-	-	-	71,638,327
Statutory reserve	7,158,855	-	-	-	-	7,158,855
Retained earnings	(70,408,666)	-	-	29,427,316	-	(40,981,350)
Net profit/(loss) for the period	29,427,316	-	-	(29,427,316)	92,346,444	92,346,444
Regulated provisions	312,075	31,181	-	-	-	343,256
SHAREHOLDERS' EQUITY	**525,401,096**	**970,681**	**(19,213,288)**	**0**	**92,346,444**	**599,504,934**

3.5 Breakdown of share capital

At 31 December 2014, the Company's share capital totalled €87,489,522.50 for 174,979,045 ordinary shares. This 227,725 unit increase on end-2013 levels stemmed mainly from the conversion of rights attached to the employee shareholding plan.

Breakdown of share capital	Number of shares	Nominal value
Number of shares at opening	174,751,320	€0.5
Increase in share capital subsequent to exercise of stock options	227,725	€0.5
Number of shares at closing	174,979,045	€0.5

The Combined Ordinary and Extraordinary Shareholders' Meeting voted on 13 June 2014 to authorise, in accordance with the 9th resolution, the implementation of a share buyback programme:

- for the purposes of retaining shares for subsequent payment or exchange in the event of an external-growth, merger, spin-off or capital-contribution transaction;
- the maximum number of shares that can be acquired is fixed at 17,400,000 units, *i.e.* close to 10% of the Company's share capital at 31 December 2013;
- the maximum purchase price per Altran Technologies share is capped at €15. In the event of transactions carried out on the share capital, notably by way of incorporation of reserves and allocation of free shares, and/or the division or consolidation of shares, this price shall be adjusted by applying a multiplying factor equal to the ratio between the number of shares comprising the share capital prior to the transaction, and the number after the transaction;
- this share buyback programme was authorised for a period of eighteen months running from 13 June 2014, the date of the Combined Ordinary and Extraordinary Shareholders' Meeting, until 13 December 2015 at the latest.

At 31 December 2014:

- 143,000 Altran Technologies treasury shares, held within the framework of the Exane-BNP Paribas liquidity contract were valued at €1,039.5k. Altran recognised a net capital gain of €232.9k on all treasury stock disposals carried out over the period;
- 1,287,313 Altran Technologies treasury shares held by the Company were valued at €9,042.4k. The issue of 276,250 shares in 2014 to beneficiaries of the 2012 free-share plan generated a loss of €1,312.9k.

3.6 Stock options and free shares

The main characteristics of the Company's stock-option and free-share plans maturing during the period and outstanding at 31 December 2014 are outlined in the table below:

	Stock options	2012 Free-share plan	
	2007[(a)(b)(c)]	France	Outside France
Date of General Meeting	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors or Management Board Meeting	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	390,000	232,500
o/w available to corporate officers	*100,000*	*0*	*0*
o/w available to ten highest paid employees	*340,000*	*130,000*	*0*
Balance at 31 December 2014	183,176	0	0
Vesting date	21/12/2011	-	-
Definitive granting of free shares	-	12/03/2014	31/01/2016
Maturity	20/12/2015	-	-
End of lock-in period for free shares	-	12/03/2016	31/01/2016
Subscription price of options/reference share price *(in euros)*	€3.96	€3.54	€3.54
Valuation method used	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2013	1,033,031	310,000	182,500
Rights created in 2014	35,417	-	-
Rights forfeited in 2014	15,160	33,750	-
Rights exercised in 2014	256,067	276,250	-
Number of shares available for subscription or allocation at 31/12/2014	797,221	0	182,500

(a) Following the 29 July 2008 capital increase in cash with preferential 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) The strike price and number of shares of the various share-warrant options were adjusted to take into account the 16 July 2013 payout of €0.09 per share.
(c) The strike price and number of shares of the various share-warrant options were adjusted to take into account the 23 June 2014 payout of €0.11 per share, financed from funds held in the share premium account.

No stock-option or free-share plans were granted in 2014.

3.7 Borrowings

3.7.1 Bonds

Altran Technologies raised a total of €250m via several bonds issued in the form of dematerialised bearer shares at a nominal value of €100,000. These included:

- a €135m bond, issued on 16 July 2013, bearing an annual coupon of 3.75% and an initial maturity of 6 years. The normal date of redemption is set for 16 July 2019. Interest is payable in arrears on 16 July of each year;
- a €10m bond, issued on 17 July 2014, bearing an annual coupon of 2.81% and an initial maturity of 6 years. The normal date of redemption is set for 17 July 2020. Interest is payable in arrears on 17 July of each year;
- a €105m bond, issued on 17 July 2014 and 1 August 2014, bearing an annual coupon of 3.00% and an initial maturity of 7 years. The normal date of redemption is set for 16 July 2021. Interest is payable in arrears on 17 July of each year.

Early redemption can be initiated:

- by Altran Technologies, under the following conditions:
  - some or all of the bonds may be redeemed at any time via a purchase on a securities market, an over-the-counter transaction or by way of a public offer,
  - some or all of the outstanding bonds can be redeemed at any time and at any price and under any conditions;
- by bondholders:
  - who may request the early redemption of the bonds at their face value plus all accrued interest since the last coupon date, at any time under the following conditions:
    - in the event of non-payment of any borrowings by the issuer or one of its subsidiaries,
    - if the issuer is involved in conciliation proceedings with its creditors,
    - if the issuer or its main subsidiaries are dissolved, liquidated, merged, split or absorbed and fail to transmit all of the issuer's bonds to the corporate body that succeeds it/them,
    - if the issuer fails to respect the bond conditions including its financial ratio (covenant) commitments,

- in the event of a change in Company control as defined in Article L. 233-10 of the French Commercial Code. This applies to the acquisition, by one person or a group of individuals acting in concert, of a direct or indirect stake in the Company exceeding 50% of the issuer's share capital or voting rights.

These credit lines require that the Company respect a net financial debt/EBITDA ratio of less than 2.75 at the closing of each fiscal year until 31 December 2020.

Financial expenses attached to the two bond loans issued in 2014 totalled €6,773k, of which €3,909k in accrued interest to be paid to bondholders on 17 July 2015.

3.7.2 Capex credit line

On 29 January 2013, Altran Technologies contracted a credit line with its pool of bankers (Société Générale, BNP Paribas, Natixis and Crédit Agricole Île-de-France) giving the Company access to a maximum of €150m to finance, either fully or partially, external growth operations carried out by the Company and its subsidiaries. This facility may also be used to refinance debt of acquired companies. An amendment to this credit agreement was signed on 9 December 2014.

The main characteristics of this credit line and its amendment include:

- a five-year maturity running from the date the contract was signed;
- half-yearly amortisation, paid in eight instalments, for the portion drawn down at 29 January 2014;
- half-yearly amortisation, paid in six instalments, for the additional portion drawn down at 29 January 2015;
- the draw period of the credit line runs until 29 January 2015, after which date all unused sums will be cancelled. The number of draw-downs is limited to seven over the period. The amount per draw-down carries a €10m minimum. Amounts exceeding this minimum are based on integral multiples of €1m, within the limit of the remaining facility;
- interest is payable in arrears (every three or six months, as agreed upon between the borrower and the lender) with maturities scheduled for 29 January, 29 April, 29 July and 29 October;
- a maximum EURIBOR +1.65% coupon;
- this credit line requires that the Group respect a net financial debt/EBITDA ratio capped at 2.50 at 30 June and 31 December of each year until repayment of all sums due;
- the EBITDA used to calculate these covenants is the last consolidated EBITDA audited over 12 months;
- net financial debt corresponds to the amount of net debt, excluding employee profit-sharing, but including vendor loans and earn-out clauses relative to external growth operations.

Margin levels are revised every six months in relation to consolidated financial leverage (net financial debt/EBITDA).

	Applicable margin
Ratio >= 2.00	1.65%/year
Ratio < 2.00	1.25%/year
Ratio < 1.50	1.05%/year
Ratio < 1.00	0.85%/year

This credit agreement contains several clauses pertaining to:

- financial ratio thresholds;
- early redemption: as soon as net income from the disposal of assets or holdings in subsidiaries exceeds €30m and this up to 100% of the non-invested portion, for the purposes of replacing assets relevant to the Company's activity or carrying out external growth operations.

3.7.3 Revolving credit facility

On 4 July 2013, Altran took out a €30m revolving credit facility with Commerzbank.

The main characteristics of this credit line include:

- a 3-year maturity;
- a maximum Euribor +2.75% coupon.

This credit line is subject to the following covenants:

	Net financial debt/EBITDA
30 June 2013	Ratio < 2.75
31 December 2013	Ratio < 2.75
30 June 2014	Ratio < 2.75
31 December 2014	Ratio < 2.50
30 June 2015	Ratio < 2.25
31 December 2015	Ratio < 2.00
30 June 2016	Ratio < 2.00

Margin levels are revised every six months in relation to consolidated financial leverage (net financial debt/EBITDA):

	Applicable margin
Ratio >= 2.00	2.75%/year
Ratio < 2.00	2.35%/year
Ratio < 1.50	2.10%/year
Ratio < 1.00	1.70%/year

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

(in millions of euros)	June 2013	Dec. 2013	June 2014	Dec. 2014	June 2015	Dec. 2015	June 2016	Dec. 2016	June 2017	Dec. 2017	June 2018	Dec. 2018	June 2019	Dec. 2019	June 2020	Dec. 2020	June 2021	Dec. 2021
Capex Loan	150,0	135,0	135,0	121,6	108,2	90,2	72,2	54,1	36,1	18,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0
Bond Loans	0,0	135,0	135,0	250,0	250,0	250,0	250,0	250,0	250,0	250,0	250,0	250,0	250,0	115,0	115,0	105,0	105,0	0,0
Subtotal	**150,0**	**270,0**	**270,0**	**371,6**	**358,2**	**340,2**	**322,2**	**304,1**	**286,1**	**268,0**	**250,0**	**250,0**	**250,0**	**115,0**	**115,0**	**105,0**	**105,0**	**0,0**
Revolving credit	0,0	30,0	30,0	30,0	30,0	30,0	30,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0	0,0
TOTAL	**150,0**	**300,0**	**300,0**	**401,6**	**388,2**	**370,2**	**352,2**	**304,1**	**286,1**	**268,0**	**250,0**	**250,0**	**250,0**	**115,0**	**115,0**	**105,0**	**105,0**	**0,0**

Trends in the Group's financial ratios in 2014 are given in the table below:

	Dec. 2014	Dec. 2013
Net debt/EDITDA (financial leverage) as defined in the Capex loan agreement	0.47	1.03

	Dec. 2014	Dec. 2013
Net financial debt/EDITDA (financial leverage) as defined in the bond loan agreements	1.45	1.03

While the bulk of Altran's bank debt is contracted on a variable-rate basis, indexed mainly to the EURIBOR or EONIA benchmark rates, the Group has set up a hedging strategy (see section 4 "Risks" of the present Registration Document).

Changes in the fair value of interest rate swaps in 2014 are booked:

- as net financial income in the amount of €208k.

3.8 Other credit lines and cash management

3.8.1 Factoring

In addition, at end-2014, Altran Technologies had factoring lines of credit amounting to €137m which are free of any long-term commitment and are automatically renewed.

3.8.2 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 the subsidiary and Group levels and is essentially based on two main principles whereby:

- all subsidiary cash surpluses are invested exclusively in the Group'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%;

Altran Technologies also issues commercial paper (with a maximum 1-year maturity) within the framework of a programme registered with *Banque de France*. The level of borrowings attached to this programme is capped at €300m.

3.8.3 Interest cover

At 31 December 2014, the main characteristics of the Group's hedging contracts were as follows:

	Start date	Maturity	Type	Fixed rate	Nominal	Initial rate	Currency
BNP	30/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.00%	37,500,000	Euribor3M	EUR
BNP	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	0.90%	37,500,000	Euribor3M	EUR
BNP	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.50%	37,500,000	Euribor3M	EUR
BNP	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.95%	37,500,000	Euribor3M	EUR
SG	30/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.00%	37,500,000	Euribor3M	EUR
SG	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	0.87%	37,500,000	Euribor3M	EUR
SG	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.46%	37,500,000	Euribor3M	EUR
SG	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.95%	37,500,000	Euribor3M	EUR
Natixis	01/08/2012	01/02/2017	Swap	0.00%	50,000,000	Euribor6M +11 bp	EUR
Natixis	29/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.00%	37,500,000	Euribor3M	EUR
Natixis	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	1.00%	37,500,000	Euribor3M	EUR
Natixis	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.30%	37,500,000	Euribor3M	EUR
Natixis	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.80%	37,500,000	Euribor3M	EUR
CA	30/12/2013	29/01/2015	Progressive-rate swap maturing at 29/01/2018	0.07%	37,500,000	Euribor3M	EUR
CA	29/01/2015	29/01/2016	Progressive-rate swap maturing at 29/01/2018	1.00%	37,500,000	Euribor3M	EUR
CA	29/01/2016	29/01/2017	Progressive-rate swap maturing at 29/01/2018	1.15%	37,500,000	Euribor3M	EUR
CA	29/01/2017	29/01/2018	Progressive-rate swap maturing at 29/01/2018	1.80%	37,500,000	Euribor3M	EUR

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

3.9 Schedule of liabilities

(in euros)	Gross amount	Up to 1 year	More than 1 year
Bond loan	253,909,337	3,909,337	250,000,000
Bank borrowings	165,631,684	75,423,351	90,208,333
Other borrowings	971,700	0	971,701
Group and associates	6	6	-
Trade payables	43,151,136	43,151,136	-
Tax and social security liabilities	156,485,098	156,485,098	-
Payables to suppliers of fixed assets	3,398,672	2,757,842	640,830
Other payables	17,234,703	17,234,703	-
Deferred income	16,315,492	16,315,492	-
TOTAL	**657,097,828**	**315,276,965**	**341,820,864**

3.10 Associates and equity holdings

Assets and liabilities related to associates and equity holdings *(in euros)*	
Equity holdings	364,550,522
Equity holding depreciation	(6,561,442)
Receivables from controlled entities	0
Loans	0
Work in progress	0
Trade receivables	31,242,121
Other receivables and prepaid expenses	596,522,338
Cash and cash equivalent	283,883
Provisions for liabilities and charges	0
Bank borrowings	0
Other borrowings	6
Advances and down payments received	3,000
Trade payables	7,265,680
Payables to suppliers of fixed assets	386,329
Other payables and deferred income	2,623,073

Income and expenses related to associates and equity holdings *(in euros)*	
Operating income	45,207,853
Operating expenses	30,243,930
Group share of profit/(loss)	0
Financial income	6,336,893
Financial expenses	4,423,060
Exceptional income	56,433,294
Exceptional expenses	520,954

No information need be given concerning transactions carried out between related parties (as defined under Article R. 123-198 11 of the French Commercial Code) since these operations were executed under normal market conditions and almost exclusively between directly or indirectly fully-owned subsidiaries.

3.11 Accrued income

(in euros)	
Trade receivables	26,156,634
Other receivables	70,288
Tax and social security receivables	2,940,857
Group and associates	8,027,322
Cash and cash equivalent	283,883
TOTAL	**37,478,984**

3.12 Accrued expenses

(in euros)	
Bond loans	3,909,337
Bank borrowings	513,295
Other borrowings	77,353
Trade payables	14,656,379
Tax and social security liabilities	77,032,101
Other payables	12,019,920
TOTAL	**108,208,384**

3.13 Deferred income and prepaid expenses

(in euros)	Expenses	Income
Operating expenses/income	5,888,242	16,315,492
Financial expenses/income	2,798,712	-
TOTAL	**8,686,954**	**16,315,492**

3.14 Leasing

(in euros)	Office equipment
Original value	**2,231,451**
Cumulative amortisation for previous periods	2,386,198
Provisions booked over the period	158,229
TOTAL	**2,544,427**
Cumulative royalties paid for previous periods	2,873,832
Period	148,313
TOTAL	**3,022,145**
Royalties outstanding: due < 1 year	-
Due: 1-5 years	-
TOTAL	**-**
Residual value: 1-5 years	-
AMOUNT BOOKED OVER THE PERIOD	**148,313**

Value derived from assets and their depreciation is not booked in Altran Technologies' annual financial statements.

Note 4 Notes to the income statement

4.1 Breakdown of net revenues

(in euros)	
By activity segment	
Sales of bought-in goods	9,606
Sales of goods & services	802,685,521
TOTAL	**802,695,127**
By geographical segment	
Sales in France	743,505,879
Sales abroad	59,189,247
TOTAL	**802,695,127**

4.2 Net financial income/(loss)

(in euros)	Financial expenses	Financial income
Interest on Group current account	9,607	-
Interest on commission	1,119,798	-
Interest on bank overdrafts	203,180	-
Interest on bond loans	6,772,878	-
Interest on employee profit-sharing	27,965	-
Interest on revolving loan	4,494,268	-
Interest on hedging instruments	(208,048)	-
Interest on trade receivables	57,644	-
Discounts granted	112,150	-
Foreign exchange losses	98,030	-
Financial expenses on factoring activities	1,568,602	-
Other financial expenses	20,000	-
Provisions for risks and charges	7,581	-
Provisions for financial asset write-downs	4,413,453	-
Provision for end-of-career commitments	460,211	-
Dividends received	-	3,250,000
Interest on Group current account	-	1,640,141
Financial provision write backs	-	1,459,527
Foreign exchange gains	-	90,736
Income on sale of marketable securities	-	3,207
Other financial income	-	1,108
TOTAL FINANCIAL INCOME AND EXPENSES	**19,157,319**	**6,444,718**

4.3 Exceptional income/(loss)

(in euros)	Exceptional expenses	Exceptional income
Exceptional restructuring expenses	9,409,914	-
Other exceptional expenses incurred on non-Group operations	4,201,421	-
Other exceptional expenses incurred on Group operations	28,000	-
Other exceptional expenses incurred on non-Group capital operations	1,697,195	-
Net book value of fixed assets withdrawn from the balance sheet	205,273	-
Provisions for risk and exceptional expenses	1,250,000	-
Provisions for restructuring risk and exceptional restructuring costs	400,760	-
Provisions for accelerated depreciation	31,181	-
Exceptional income from restructuring	-	-
Other exceptional income generated by non-Group operations	-	951
Other exceptional income generated by Group operations	-	1,433,294
Income on fixed asset disposals	-	55,000,500
Other exceptional income generated by non-Group capital operations	-	617,246
Write backs of restructuring provisions	-	774,460
Write backs of other exceptional provisions	-	1,985,141
TOTAL EXCEPTIONAL INCOME AND EXPENSES	**17,223,743**	**59,811,592**

The reclassification of operating expenses mainly concerns costs related to restructuring (personnel costs, fees, rentals and sundry charges) which, after analysis are removed from operating costs and reclassified as exceptional items.

4.4 Corporate tax and the impact of tax consolidation

(in euros)	Base	Tax	Net income
Income on ordinary activities (incl. French *CICE*)	23,025,452	(2,674,989)	-
Exceptional income/(loss)	42,587,850	(14,195,950)	-
Pre-tax income/(loss)	**65,613,302**	**-**	**65,613,302**
Theoretical corporate tax	-	(21,871,101)	-
Impact of non-assessment to current tax			
Permanent differences	(41,757,475)	13,919,158	-
Temporary differences	889,562	(296,521)	-
French *CICE*	(15,000,484)	5,000,161	-
Other tax on income			
Tax credits	-	28,942,463	-
Other	-	(718,484)	-
Individual taxable result	**9,744,905**	**-**	**-**
Tax consolidation impact	**14,387,587**	**(2,431,283)**	**-**
Use of consolidated tax loss carry-forwards	**(12,566,246)**	**4,188,749**	**-**
Tax income/(expenses) recorded	**-**	**26,733,142**	**26,733,142**
NET PROFIT/(LOSS)	**-**	**-**	**92,346,444**

The Group's tax consolidation agreement is based on the principle of neutrality whereby each subsidiary determines its own tax charge and contributes to Group tax payments as if it had not been 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 profit-making in 2014, a corresponding tax charge of €3,855,415 was booked by the parent company.

Tax contributions from profit-making subsidiaries totalling €2,879,158 were booked as income by Altran Technologies.

This amount breaks down as follows:

Corporate income tax	€2,818,276
Additional contributions	€60,882

4.5 Increases/decreases in the deferred tax base

Type of temporary difference *(in euros)*	Amount	Tax
French *C3S*	1,205,727	458,176
End-of-career benefits	32,379,810	11,148,369
Other provisions for liabilities and charges	6,482,910	2,232,066
Tax group loss carry-forwards	217,260,608	74,802,827
DEFERRED TAX ASSET BASE	**257,329,055**	**88,641,438**
Tax loss carry-forwards belonging to tax consolidated subsidiaries	31,436,427	10,823,562
DEFERRED TAX LIABILITY BASE	**31,436,427**	**10,823,562**

As head of the tax consolidation group, Altran Technologies is eligible to use the tax losses generated by consolidated subsidiaries. In accordance with the principle of neutrality underpinning the tax consolidation agreement, Altran Technologies must return the benefits of these tax losses to its subsidiaries when they return to profit.

This commitment is reflected in the increase in the deferred tax liability base.

4.6 Staff

Average number of salaried personnel

Category	31 Dec. 2014	31 Dec. 2013
Management	8,606	7,737
Employees	828	630
TOTAL	**9,434**	**8,367**

4.7. Corporate-officer compensation

In 2014, Altran Technologies paid total corporate-officer compensation of €1,992k (including €205k in attendance fees).

No loans or advances were granted to Board members in 2014.

Mr Cyril Roger's employment contract with the Company was suspended as from the date of his appointment as Senior 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 his employment contract initiated by the Company, and except in the case of gross or wilful misconduct on Mr Cyril 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 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, payment of the corresponding indemnity.

Note 5 Information on significant ongoing litigation and disputes

- Following the publication of several articles in *Le Monde* in October 2002, and the findings of an additional audit carried out by the Statutory Auditors which resulted in the rectification of the consolidated 2002 interim financial statements, the Paris Public Prosecutor's office opened a preliminary inquiry into the misuse of Company assets as well as fraud, forgery and the dissemination of misleading information likely to influence the share price.

  The scope of the investigation was extended, first in June 2004 to include misrepresentation of financial accounts and thus failing to give a true picture of the Company's situation and a second time, in September 2004 to cover insider trading.

  Altran Technologies became a civil plaintiff in this investigation and was declared admissible by court order dated 6 March 2003. Within the context of this investigation, thirteen parties (individuals and corporate bodies) also filed a civil action in November 2004.

  Several former Corporate Officers and a manager of the Company were indicted. Altran Technologies was also 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.

  The investigation was closed on 7 January 2009. In accordance with the terms of the closure ruling issued on 29 November 2011, the former Corporate Officers and Altran Technologies, as a legal entity, were summoned to appear before the Paris Criminal Court.

  The hearings were held from 15 to 31 January 2014. By decision passed down on 4 June 2014, the court sent the affair back to the Public Prosecutor with a view to appointing a new investigating judge.

  All of the above-mentioned proceedings concern events that took place in 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 had formed after his dismissal. They are claiming compensation for having to postpone the flotation of their company because of criminal proceedings, taken by Altran against the former employee and for which he has since been acquitted. The judgement, passed down on 7 July 2014, dismissed the claims of the employee, who has subsequently lodged an appeal.

- Altran Technologies was sued by a number of staff members and/or former employees who were demanding payment of overtime. After having been rejected at the first hearing, a number of the plaintiffs had their claims upheld by a Court of Appeal in Toulouse in September 2014.

  Altran Technologies has appealed to the Supreme Court of Appeal (*Cour de cassation*). In addition, the payment of overtime cannot be granted concurrently with paid leave to employees who benefit from the *RTT* system.

- In 2014, Altran Technologies received a tax adjustment notice concerning part of its Research and Development tax credit declared in 2011 and 2012. This reassessment, which the Company is contesting, stems from a divergence between Altran Technologies and the tax authorities regarding the interpretation of the tax doctrine.

- Altran Technologies is in dispute with several of its former employees who are contesting the reasons for their dismissal.

- A former Corporate Officer brought legal action against Altran Technologies for unfair dismissal. The court ruled a stay of proceedings.

- In March 2011, Altran Technologies concluded several contracts with a rental company and a printer manufacturer, for the supply of printing machines, as well as printing and maintenance services, (the printers being rented to Altran). The rental company solicited the services of a financing company to whom it sold the rental contracts drawn up with Altran Technologies. A similar contract was concluded for the supply of computers.

  Altran has every reason to believe that these contracts were entered into under conditions which were both suspect and disadvantageous for the Group and therefore suspended all payments relative to said contracts.

- In consequence, Altran was served with a civil suit demanding the cancellation of the rental contracts and the return of all materials or suffer a penalty and pay damages and interest. Furthermore, in August 2012, the original rental company sued Altran for unilateral breach of a framework contract before the Commercial Court of Paris, demanding damages and interest, notably as compensation for loss in profit.

  Altran Technologies is contesting the legitimacy of these claims against it and has filed a complaint against the various parties. In view of the on going inquiry, the Commercial Court of Paris ruled a stay of proceedings on 17 June 2013 and again on 4 April 2014 in respect to the claims cited above.

Note 6 Off-balance sheet commitments

6.1 Commitments given

(in thousands of euros)	Total	Executive Directors	Subsidiaries	Equity holdings	Related parties	Other
Rentals and office equipment	77,411	-	-	-	-	77,411
Sureties and guarantees	57,645	1,813	47,367	-	-	8,465
Swap/Cap/Tunnel	200,000	-	-	-	-	200,000
Factoring commitments	149,761	-	-	-	-	149,761
Other commitments: vehicle rental	5,816	-	-	-	-	5,816
Non-competition clauses	200	-	-	-	-	200

6.2 Commitments received

(in thousands of euros)	Total	Executive Directors	Subsidiaries	Equity holdings	Related parties	Other
Altran Lab guarantee	427	-	-	-	-	427

Note 7 Key post-closure events

Governance

At the 16 January 2015 Board Meeting, Philippe Salle informed the Directors that he would not be seeking to renew his Director mandate at the Shareholders' General Meeting to be held on 30 April 2015, and that he would be stepping down as Company Chairman and Chief Executive on that date.

Note 8 Information on Group subsidiaries and holdings

Altran Technologies subsidiaries	Share capital	Other shareholders' equity	Altran Technologies equity holding (%)	Book value of investment		Loans & advances granted by Altran Technologies still outstanding	Guarantees provided by Altran Technologies	Previous-year net revenues	Previous-year net profit/ (loss)	Dividends received by Altran Technologies over the period
				Gross	Net					
Stakes of more than 50% in French subsidiaries *(in thousands of euros)*										
Altran Education Services	550	(251)	100.00%	3,063	299	-	-	1,788	(214)	-
Logiqual	37	1,548	100.00%	37	37	-	-	1,816	423	-
Altran Prototypes Automobiles	37	(34)	100.00%	37	3	-	-	0	(3)	-
Altran Participations	37	(30)	100.00%	37	23	-	-	0	(16)	-
G.M.T.S.	200	(34,865)	80.00%	160	160	528,940	-	0	7,833	-
Madox Technologies	0	0	100.00%	0	0	-	-	0	0	-
Altran Lab	1,368	(1,091)	100.00%	4,027	277	3	-	1,525	(1,103)	-
Altran Connected Solutions	10,000	3,235	100.00%	9,993	9,993	5	-	11,361	2,919	-
Stakes of less than 50% in French subsidiaries *(in thousands of euros)*										
M2M Solution	-	-	15.04%	1,500	237	-	-	-	-	-
Trustwin	-	-	22.89%	2,000	0	-	-	-	-	-
R2I	-	-	-	16	0	-	-	-	-	-

Altran Technologies subsidiaries	Share capital	Other share-holders' equity	Altran Techno-logies equity holding (%)	Book value of investment		Loans & advances granted by Altran Technologies still outstanding	Guarantees provided by Altran Technologies	Previous-year net revenues	Previous-year net profit/(loss)	Dividends received by Altran Technologies over the period
				Gross	Net					
Foreign subsidiaries *(IFRS standards, in thousands)*										
	Currency	*Currency*		*Euro*	*Euro*	*Euro*	*Currency*	*Currency*	*Currency*	*Euro*
Altran Innovación (Spain)	2,000	85,559	100.00%	84,142	84,142	8,027	-	151,065	4,667	3,250
Altran (Belgium)	62	46,196	99.84%	31	31	-	-	68,592	3,666	-
Altran UK Holding (UK)	12,500	(1,724)	100.00%	20,928	20,928	-	-	5,822	3,477	-
Altran Italia (Italy)	5,000	61,890	100.00%	70,305	70,305	-	-	183,827	11,521	-
Altran Sverige (Sweden)	596	85,748	100.00%	12	12	-	-	327,407	22,202	-
Altran (Switzerland)	100	11,762	100.00%	298	298	-	-	33,888	1,107	-
Altran International (The Netherlands)	125,000	(48,638)	100.00%	124,998	124,998	-	-	0	3,106	-
Altran Engineering Romania (Romania)	0	(28)	100.00%	0	0	6	-	0	0	-
Altran Norge (Norway)	200	648	100.00%	13	13	-	-	35,345	285	-
Altran Telnet Corporation (Tunisia)	360	508	50.00%	400	400	-	-	0	(6)	-
Altran Australia (Australia)	0	0	100.00%	0	0	0	-	0	0	-
Altran Middle East (UAE)(1)	50	(9,328)	80.00%	8	8	2,742	-	5,646	(4,086)	-
Altran Solutions (USA)	50,300	(56)	100.00%	43,964	43,964	-	-	43,826	(2,303)	-
AirCaD Swiss (Switzerland)	20	433	100.00%	2,099	2,099	-	-	1,078	(119)	-
Stakes *(in thousands of euros)*										
CQS	-	-	-	1	0	-	-	-	-	-

(1) Altran reduced its stake in this company to 30% in February 2015.

20.4 Verification of the financial statements

The Statutory Auditors' reports on the Altran consolidated and 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 2014 revenue press release (published 30 April 2014)

Sustained growth confirmed with Q1 2014 revenues up 8.3% to €430m

The Altran group reported Q1 2014 revenues of €430m, up 8.3% on year-earlier levels. This figure represents organic growth[(1)] of 3.2% and economic growth[(2)] of 2.8%, accounting for the recent acquisitions of Scalae in Sweden (consolidated as of 1 January 2014) and Foliage in the US (consolidated as of 1 February 2014).

"Altran continues to report growth in line with our Strategic Plan", stated Group Chairman and Chief Executive Philippe Salle. *"All of our targeted operating countries marked up positive organic growth over the period. This factor, together with the latest wave of acquisitions carried out in the US, Sweden and, more recently, in the Benelux region underscores our ability to attain our 2015 objectives."*

Quarterly revenues since Q1 2013 break down as follows:

(in millions of euros)	Q1 2013	Q2 2013	Q3 2013	Q4 2013	Q1 2014
Revenues, excluding contributions of companies acquired and/or divested (A)	396.8	412.2	394.5	399.8	409.4
Contribution of companies acquired and/or divested (B)	0.2	-	0.3	15.4	20.6
TOTAL REVENUES (A)+(B)	**397.0**	**412.2**	**394.8**	**415.2**	**430.0**

The geographic breakdown of the Group's organic growth is as follows:

- France: +1.2%;
- International: +4.9%.

Trends in headcount and invoicing rate

At 31 March 2014, the total headcount stood at 21,102 employees, compared with 20,427 at end-December 2013. This increase of 529 employees was due primarily to the consolidation of Foliage.

The Q1 2014 invoicing rate came out at 84.5%, up sharply on Q1 2013 (82.9%).

(1) Organic growth calculated on a like-for-like basis.
(2) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

Outlook

Growth recorded in the first quarter is in line with the Group's full-year objectives and will enable Altran to maintain its goal of achieving profitable growth over the fiscal year.

20.6.2 H1 2014 revenue press release (published 29 July 2014)

H1 2014 revenues

Revenue growth of 6.5% to €862m in H1

Invoicing rate reaches record high of 86.7% in Q2

Commenting on Altran's H1 2014 revenue performance, Group Chairman and Chief Executive Philippe Salle stated: *"In H1 2014, Altran reported solid growth in revenues which rose 6.5% to €862m. This increase was driven notably by the recovery in the Automotive sector in France, stronger-than-expected resilience of the Aeronautics and Defence sector and targeted acquisitions. In addition, the invoicing rate reached a record high level of 86.7% in the second quarter. We are therefore confident that the second half will prove to be even structurally stronger for the Group."*

In Q2 2014, Altran reported a 4.8% increase in consolidated revenues to €432m. This implies economic growth[(1)] of 2.3%.

In the first half, Group revenues rose 6.5% to €862m, implying economic growth of 2.7%.

Economic growth of 2.7% breaks down as follows:

- France: +1.7%;
- Northern Europe: +1.2%;
- Southern Europe: +8.0%;
- Rest of the World (RoW): –6.4%.

Quarterly revenue trends

(in millions of euros)	Q2 2013	Q3 2013	Q4 2013	Q1 2014	Q2 2014
Revenues, excluding contributions of companies acquired and/or divested (A)	412.2	394.5	399.8	409.4	415.9
Contribution of companies acquired and/or divested (B)	-	0.3	15.4	20.6	15.9
TOTAL REVENUES (A)+(B)	**412.2**	**394.8**	**415.2**	**430.0**	**431.8**

Invoicing rate

In Q2 2014, the invoicing rate came out at 86.7%, implying an increase of +220bp on Q1 2014 levels and +140bp on Q2 2013.

This sharp improvement underscores the efficiency of productivity-enhancement measures implemented by the Group since the beginning of 2013.

Quarterly trends in the invoicing rate are as follows:

	Q2 2013	Q3 2013	Q4 2013	Q1 2014	Q2 2014
Invoicing rate	85.3%	85.0%	85.5%	84.5%	86.7%

Trends in staff levels

At 30 June 2014, the total headcount stood at 21,657 employees. Compared with end-March, this implies an increase of 555 new staff members, of which 224 from the consolidation of Tass in the Benelux region.

New Euro PP

On 11 July 2014, almost one year after the Group raised €135m via a bond issue (with a 6-year maturity and 3.75% coupon), Altran chose to take advantage of favourable market conditions to carry out a similar operation and raised €85m in the form of a private placement (Euro PP). This operation has enhanced the Group's

(1) Economic growth calculated on a constant forex, working-day and like-for-like basis.

financial capacity notably with regard to financing external growth operations. The €85m capital increase comprises two tranches; one for €10m, maturing in 6 years and bearing a coupon of 2.8%, and the other for €75m, maturing in 7 years with a coupon of 3%. Given current trends in investor appetite, the size of this placement could increase over the coming days.

Outlook

Based on the information currently at its disposal, management has confirmed that consolidated margins in 2014 should be in line with the targets fixed in the Group's 2015 Strategic Plan.

Altran will publish its 2014 interim results on 4 September before market opening.

20.6.3 H1 2014 results press release (published 1 September 2014)

Sharp improvement in profitability and free cash flow[1]

Commenting on Altran's interim results, Group Chairman and Chief Executive Philippe Salle stated, *"Altran's H1 2014 results reflect a sharp improvement in profitability and free cash flow. This performance underscores the relevance of measures undertaken since 2011 within the context of the 2012-2015 Strategic Plan which was designed to reinforce the Group's leading positions both at the operating and financial levels. We also strengthened our strategic positioning in our Innovative Product Development and Intelligent Systems global solutions with the acquisitions of Foliage, Scalae and Tass. These interim results make us confident in the Group's ability to attain its 2015 objectives and will serve as a solid base in the preparation of the Group's ambitious growth-oriented 2016-2020 Strategic Plan which will be presented in H2 2015."*

(in millions of euros)	H1 2014	H1 2013
Revenues	**861.8**	**809.2**
Gross margin	225.6	207.7
As % of revenues	*26.2%*	*25.7%*
Indirect costs	(165.6)	(157.6)
Operating income on ordinary activities	**60.0**	**50.1**
As % of sales	*7.0%*	*6.2%*
Other non-recurring operating income and expenses	(14.4)	(23.1)
Amortisation of customer-relationship intangible assets	(1.2)	-
Operating income	**44.4**	**27.0**
Financial expenses	(3.5)	(4.2)
Tax income/(charges)	(11.9)	(7.7)
Net income before discontinued operations	**29.0**	**15.1**
Net income of discontinued operations	-	-
Minority interests	0.1	-
Net profit/(loss)	**29.1**	**15.1**

Results

Altran reported H1 2014 **revenues** of €862m, up +6.5% on H1 2013 levels (€809m). On a like-for-like, constant forex and working-day basis, economic growth stood at 2.7%.

The H1 2014 **consolidated gross margin** came out at €225.6m, equivalent to 26.2% of sales-vs. the year-earlier level of 25.7%. This improvement was driven essentially by the sharp increase in the Group's invoicing rate (+1.5% over the period to reach 86.7% in 2Q 2014) but was nevertheless partially impacted by 0.7 less working days than in 2013. On a constant working-day basis, the gross margin gained 1.0% on H1 2013.

Indirect costs, at €165.6m, continued to narrow as a percentage of revenues (19.2% vs.19.5% in H1 2013) on the back of the Group's tight cost management and optimisation strategy which was maintained over the period.

Operating income on ordinary activities increased to €60m, (equivalent to 7.0% of H1 2014 revenues), from €50.1m in the year-earlier period (6.2%), despite the unfavourable working-day impact in H1 2014.

(1) Free cash flow: (Ebit + depreciation and amortisation) – exceptional costs – tax – Capex +/– changes in WCR.

Non-recurring expenses narrowed sharply to €14.4m over the period from €23m in H1 2013. Charges related to the productivity-improvement plan, which was implemented at the beginning of 2013 and is now in its final stages, accounted for €12.8m of these costs.

On the back of these favourable elements, **consolidated net income** practically doubled on year-earlier levels coming out at €29.1m at end-June 2014.

Cash and debt

On the back of increased profitability coupled with the steady narrowing in DSO levels (87.3 days at the end of the period vs. 89.1 days at 30 June 2013), free cash flow generation at end-June 2014 improved by €24m on H1 2013 levels (–€0.9m, vs. –€25m, respectively).

In the past twelve months, Altran generated positive free cash flow of €73.8m, equivalent to 4.4% of revenues over the period. As such, the Group has achieved one of the key financial objectives set forth in its 2011- 2015 Strategic Plan, 1 year ahead of schedule.

Consolidated net financial debt was €155m at end-June 2014 compared with €201m at end-June 2013 and €25m at end-December 2013. The principal change since December 2013 was due notably to the H1 2014 acquisitions of Foliage, Scalae and Tass, the €0.11/share payout distributed in June 2014, and a lower amount of factoring deconsolidation booked at H1 2014 than at the end of 2013.

New Euro PP

Regarding the private placement (Euro PP) mentioned in the 29 July press release, this operation was finalised over the summer raising a total of €115m for the Group. This capital increase comprises two tranches; one for €10m, maturing in 6 years and bearing a coupon of 2.8%, and the other for €105m, maturing in 7 years with a coupon of 3%.

Outlook

Based on the information currently available to the Group, management has confirmed that the Group's financial performance in 2014 should be in line with the financial targets set out in its 2015 Strategic Plan.

Additional information

The Altran Board of Directors met on Wednesday, 3 September 2014 to approve the H1 2014 financial statements.

The Statutory Auditors performed a limited review of the Group's H1 2013 and H1 2014 financial data.

20.6.4 Publication of Q3 2014 revenues (31 October 2014)

Q3 revenues up 7.1% to €423m

Sustained growth in invoicing rate to 87.2%

Consolidated revenues rose 7.1% in Q3 2014 to €423m, versus €395m in Q3 2013. In terms of economic growth, revenues advanced 4.3% over the period[1]. The Group's economic growth in the third quarter breaks down as follows: +5.2% in France, –1.7% in Northern Europe, +11.2% in Southern Europe and +8.5% in the RoW zone.

Commenting on the Altran Q3 revenue figures, Group Chairman and Chief Executive Philippe Salle stated: *"The fact that Altran reported significant growth in most regions in the third quarter bears out our client-support strategy designed to provide high value-added offerings that are tailored to meet the needs of our major customers. I am also pleased to note the steady improvement in the Group's invoicing rate, which is key to margin improvement and I remain confident in our ability to withstand the difficult trading conditions in the German Aeronautics sector. In addition, we continued to pursue our external growth strategy with two acquisitions: the Telecoms R&D activities of Beyondsoft in China, and Concept Tech, a world leader in passive safety development for the Automotive sector operating mainly in Germany and Austria."*

Quarterly revenues break down as follows:

(in millions of euros)	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
Revenues, excluding contributions of companies acquired and/or divested (A)	394.5	399.8	409.4	415.9	408.8
Contribution of companies acquired and/or divested (B)	0.3	15.4	20.6	15.9	14.1
TOTAL REVENUES (A)+(B)	**394.8**	**415.2**	**430.0**	**431.8**	**422.9**

(1) Economic growth = organic growth restated for the forex impact and the change in the number of working days.

Over the first nine months, Altran reported revenue growth of 6.7% to €1,285m, versus €1,204m at end-September 2013. In terms of economic growth, revenues rose 3.2% over the period.

Headcount and invoicing rate

At 30 September 2014, the total headcount stood at 22,121 employees, compared with 21,657 at end-June 2014. The invoicing rate continued to improve in the third quarter, reaching 87.2% at the end of the period, compared with 85.0% in Q3 2013 and 86.7% in Q2 2014.

	Q3 2013	Q4 2013	Q1 2014	Q2 2014	Q3 2014
Invoicing rate	85.0%	85.5%	84.5%	86.7%	87.2%

Outlook

Altran's Q3 revenues are in line with Group guidance. Based on the information currently at its disposal, management has confirmed that the Group's financial performance in 2014 should be in line with the financial targets set out in the 2012-2015 Strategic Plan.

20.6.5 Q4 2014 revenues press release (published 30 January 2014)

2014 revenues up 7.6% with double-digit growth in Q4

2014 revenues: up 7.6% to €1,756m

Q4 2014 revenues: up 10.0% to €472m

Further growth in invoicing rate to 87.8%

Altran reported consolidated full-year revenues of €1.756bn in 2014, implying an increase of 7.6% on year-earlier levels and 3.5% in terms of economic growth. In the fourth quarter, growth gathered pace with revenues up 10.0% to €472m over the period. In terms of economic growth, Q4 revenues advanced 4.8%.

Commenting on Altran's full-year revenues, Group Chairman and Chief Executive Philippe Salle stated: *"Against a persistently morose backdrop in Europe, Altran's revenue growth is indeed a remarkable feat. I am particularly pleased to note the spectacular performances reported by our operations in Southern Europe and the UK, as well as market-share gains in France. At the same time, Group productivity made further progress in Q4 with the invoicing rate reaching a record high at 87.8%. Everything indicates that 2015 will be a positive year for our Group."*

Consolidated 2014 revenues

(in millions of euros)	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014	2013	2014
Revenue, excluding contributions from companies acquired and/or divested (A)	399.8	409.4	415.9	408.8	453.8	1,480.5	1,687.9
Contribution of companies acquired and/or divested (B)	15.4	20.6	15.9	14.1	17.8	152.3	68.4
TOTAL REVENUES (A)+(B)	**415.2**	**430.0**	**431.8**	**422.9**	**471.6**	**1,632.8**	**1,756.3**

The geographic breakdown of the Group's full-year economic growth performance in 2014 (3.5%) is as follows:

- France: +3.5%;
- Southern Europe: +10.0%;
- Northern Europe: –1.0%;
- Rest of the World (RoW) zone: +5.2%.

The geographic breakdown of the Group's Q4 2014 economic growth (4.8%) is as follows:

- France: +4.7%;
- Southern Europe: +12.7%;
- Northern Europe: –3.5%;
- Rest of the World (RoW) zone: +44.0%;

Trends in headcount and invoicing rate

At 31 December 2014, the total headcount had increased to 22,709 employees compared with the end-September 2014 level of 22,121. 409 of these 588 new staff members stemmed from changes in the Group perimeter.

The invoicing rate reached a record high at 87.8% in Q4 2014, reflecting a sharp improvement on Q4 2013 (85.5%).

	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014
Invoicing rate	85.5%	84.5%	86.7%	87.2%	87.8%

Outlook

Based on the information currently at its disposal, management is confident that the Group's performance in 2014 will be in line with the targets set out in the 2012-2015 Strategic Plan.

20.7 Dividend payout policy

	31/12/2008	31/12/2009	31/12/2010	31/12/2011	31/12/2012	31/12/2013
Number of shares	143,177,101	143,579,327	143,704,532	144,721,424	144,849,856	174,751,320
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

- Following the publication of several articles in *Le Monde* in October 2002, and the findings of an additional audit carried out by the Statutory Auditors which resulted in the rectification of the consolidated 2002 interim financial statements, the Paris Public Prosecutor's office opened a preliminary inquiry into the misuse of Company assets as well as fraud, forgery and the dissemination of misleading information likely to influence the share price.

  The scope of the investigation was extended, first in June 2004 to include misrepresentation of financial accounts and thus failing to give a true picture of the Company`s situation and then, a second time, in September 2004 to cover insider trading.

  Altran Technologies became a civil plaintiff in this investigation and was declared admissible by court order dated 6 March 2003. Within the context of this investigation, thirteen parties (individuals and corporate bodies) also filed a civil action in November 2004.

  Several former Corporate Officers and a manager of the Group were indicted. Altran Technologies was also 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.

  The investigation was closed on 7 January 2009. In accordance with the terms of the closure ruling issued on 29 November 2011, the former Corporate Officers and Altran Technologies, as a legal entity, were summoned to appear before the Paris Criminal Court.

  The hearings were held from 15 to 31 January 2014. By decision passed down on 4 June 2014, the court sent the affair back to the Public Prosecutor with a view to appointing a new investigating judge.

  All of the above-mentioned proceedings concern events that took place in 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 had formed after his dismissal. They are claiming compensation for having to postpone the flotation of their company because of criminal proceedings taken by Altran against the former employee and for which he has since been acquitted. The judgement, passed down on 7 July 2014, dismissed the claims of the employee, who has subsequently lodged an appeal.

- Altran Technologies was sued by a number of staff members and/or former employees who were demanding payment of overtime.

  After having been rejected at the first hearing, a number of the plaintiffs had their claims upheld by a Court of Appeal in Toulouse in September 2014. Altran Technologies has appealed to the Supreme Court of Appeal (*Cour de cassation*). In addition, the payment of overtime cannot be granted concurrently with paid leave to employees who benefit from the RTT system.
- The Group is in dispute with several of its former employees who are contesting the reasons for their dismissal.
- A former Corporate Officer brought legal action against Altran Technologies for unfair dismissal. The court ruled a stay of proceedings.
- In March 2011, Altran concluded several contracts with a rental company and a printer manufacturer, for the supply of printing machines, as well as printing and maintenance services, (the printers being rented to Altran). The rental company solicited the services of a financing company to whom it sold the rental contracts drawn up with Altran. A similar contract was concluded for the supply of computers.

  Altran has every reason to believe that these contracts were entered into under conditions which are suspect and disadvantageous for the Group and therefore suspended all payments relative to said contracts.

  In consequence, Altran was served with a civil suit demanding the cancellation of the rental contracts and the return of all materials or suffer a penalty and pay damages and interest. Furthermore, in August 2012, the original rental company sued Altran for unilateral breach of a framework contract before the Commercial Court of Paris, demanding damages and interest, notably as compensation for loss in profit.

  Altran is contesting the legitimacy of these claims against it and has filed a complaint against the various parties. In view of the ongoing inquiry, the Commercial Court of Paris ruled a stay of proceedings on 17 June 2013 and again on 4 April 2014 in respect to the claims cited above.

20.9 Significant changes in the Group's financial and commercial positions

There have been no events liable to have a significant impact on the Group's financial or commercial situation since the close of the 2014 financial year.

Additional information

21

21.1 Share capital 183
21.2 Deed of incorporation and Articles of Association 189

21.1 Share capital

Changes in share capital and rights attached to shares

All changes in the share capital and rights attached to the Company's shares are subject to governing regulations. The Company's by-laws do not contain any more restrictive clauses and conditions regarding such changes.

Share capital

At 1 January 2014, the share capital of Altran Technologies stood at €87,375,660 comprising 174,751,320 fully paid up shares at a nominal value of €0.50, all of the same category.

The share capital was raised and new Company shares issued during the year, subsequent to the exercise of stock options, by decision of the Board of Directors on 12 March 2014 and by decision of the Chairman and Chief Executive using the power delegated to him by the Board of Directors on 30 June 2014.

At 31 December 2014, the share capital of Altran Technologies stood at €87,489,522.50 comprising 174,979,045 fully paid up shares at a nominal value of €0.50, all of the same category.

Authorised, unissued share capital

Type of Authorisation	Maximum amount (nominal value)	Duration	Date of expiry
Increase the share capital by incorporation of reserves, profits or premiums, and this by issuing new free shares and/or by increasing the nominal value of the shares	€10m	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Increase the share capital by issuing shares and/or debt securities giving access to the Company's capital, with preferential subscription rights maintained ▮ Shares ▮ Other securities	 €15m* €250m**	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Increase the share capital by issuing shares and/or debt securities giving access to the Company's capital, without preferential subscription rights maintained, by way of a public offering ▮ Shares ▮ Other securities	 €10m* €250m**	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Increase the share capital by issuing shares and/or debt securities giving access to the Company's capital without preferential subscription rights maintained, by way of offers referred to in paragraph II of Article L. 411-2 of the French Monetary and Financial Code ▮ Shares ▮ Other securities	 €10m* €250m**	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Increase the amount of shares and/or debt securities issued with preferential subscription rights maintained, in the event of a capital increase being oversubscribed, at the same price as the initial offering	Deducted from the ceiling applied to the initial offering.	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Increase the share capital by issuing shares and/or securities giving access to the Company's capital for the purposes of remunerating contributions-in-kind ▮ Shares ▮ Other securities	 €10m* €250m**	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Increase the share capital by issuing shares and/or securities giving access to capital in the event of a public exchange offer initiated by the Company. ▮ Shares ▮ Other securities	 €10m* €250m**	26 months from the 28 June 2013 Combined Ordinary and Extraordinary Shareholders' Meeting	28 August 2015
Authorisation to grant stock options without preferential subscription rights maintained to employees and/or corporate officers of Altran Technologies and of companies belonging to the Altran group	6% of the number of shares comprising the share capital	38 months from the 1 June 2012 Combined Ordinary and Extraordinary Shareholders' Meeting	1 August 2015
Authorisation to freely allocate existing or to-be-issued shares, without preferential subscription rights maintained to employees and/or corporate officers of Altran Technologies and of companies belonging to the Altran group	6% of the number of shares comprising the share capital (this amount is to be deducted from the maximum amount for stock options)	38 months from the 1 June 2012 Combined Ordinary and Extraordinary Shareholders' Meeting	1 August 2015

* This amount shall be included in the general €15m ceiling applied to several authorisations.
** This amount shall be included in the general €250m ceiling applied to issuances of securities giving access to the share capital.

None of the authorisations in the above table were exercised in 2014.

Potential share capital

Stock options and free shares

No stock options or free shares were granted by Altran Technologies in 2014.

The main characteristics of the Group's stock-option and free-share plans outstanding at 31 December 2014 are outlined in the table below:

	Stock options 2007[(a)]	2012 Free-share plan	
		France	Outside France
Date of General Meeting	29/06/2005	10/06/2011	10/06/2011
Date of Board of Directors or Management Board Meeting	20/12/2007	31/01/2012	31/01/2012
Total number of shares available for subscription or allocation on the date of attribution	2,589,830	390,000	232,500
o/w available to corporate officers	*100,000*	*0*	*0*
o/w available to ten highest paid employees	*340,000*	*130,000*	*0*
Balance at 31 December 2014	183,176	0	0
Vesting date	21/12/2011	-	-
Definitive granting of free shares	-	12/03/2014	31/01/2016
Maturity	20/12/2015	-	-
End of lock-in period for free shares	-	12/03/2016	31/01/2016
Subscription price of options/reference share price *(in euros)*	€3.96	€3.54	€3.54
Valuation method used	Hull & White	Binomial	Binomial
Number of shares available for subscription or allocation at 31/12/2013	1,033,031	310,000	182,500
Rights created in 2014	35,417	-	-
Rights forfeited in 2014	15,160	33,750	-
Rights exercised in 2014	256,067	276,250	-
Number of shares available for subscription or allocation at 31/12/2014	797,221	0	182,500

(a) Following the 29 July 2008 capital increase in cash with preferential subscription rights maintained, the strike price and the number of shares of the subscription plan issued in 2007 were adjusted to take into account the issue of 24,900,364 shares. In addition, the strike prices and the number of shares of the 2007 subscription plan were adjusted to take into account the payouts of €0.09 per share on 16 July 2013 and €0.11 per share on 23 June 2014, both of which financed from the share premium account.

The number and strike prices of shares corresponding to the 20 December 2007 stock-option plan were adjusted (rounded up to the nearest unit) to take into account the 29 July 2008 capital increase, as well as the distributions of a €0.09 per-share payout in July 2013 and an €0.11 per-share payout in June 2014, both of which financed from the share premium account (see table below):

Operation	Strike price *(in euros)*	Adjusted strike price *(in euros)*	Number of options	Adjusted number of options	Adjustment coefficient applied to number of options
Capital increase (July 2008)	4.29	4.25	2,525,330	2,551,832	1.01043
Payout of €0.09 per share (July 2013)	4.25	4.13	1,111,356	1,142,516	1.02789
Payout of €0.11 per share (July 2014)	4.13	3.96	840,655	876,072	1.042

Summary table

Type of potentially dilutive security	Date of rights allocation	Strike price *(in euros)*	Dilution potential at date of rights allocation	Outstanding rights at 31/12/2014	Dilution rate
Stock options	20 December 2007	3.96	2,589,830	797,221	0.46%
Free shares	31 January 2012	-	622,500	182,500	0.10%
TOTAL	**-**	**-**	**3,212,330**	**979,721**	**0.56%**

Share buybacks

The Combined Ordinary and Extraordinary Shareholders' Meeting on 13 June 2014, ruling under the quorum and majority conditions required for Ordinary General Meetings, resolved in the 9th resolution to:

- terminate, with immediate effect, for the unused portion, the share buyback authorisation granted by the Combined Ordinary and Extraordinary Shareholders' Meeting on 28 June 2013; and
- grant the Board of Directors, for a period of eighteen months, the power to buy back, exchange or transfer a maximum of 17,400,000 Altran Technologies shares (equivalent to up to 10% of the Company's share capital at 31 December 2013) at a maximum purchase price of €15 per share.

This share buyback authorisation was granted for the purposes of:

- stimulating the market for Altran Technologies shares via a liquidity contract concluded with an investment services provider in accordance with the AMF ethical charter;
- granting stock purchase options to employees and/or corporate officers of the Altran group within the context of the stock-option plans implemented in accordance with Articles L. 225-179 and *seq.* of the French Commercial Code;
- allocating free shares pursuant to Articles L. 225-197-1 and *seq.* of the French Commercial Code;
- issuing or exchanging shares when rights attached to securities giving access to the Company's share capital are exercised;
- retaining shares for subsequent payment or exchange purposes in the event of an external-growth, merger, spin-off or capital-contribution transaction;
- cancelling shares, subject to the adoption by the General Meeting of the twelfth resolution and the terms and conditions specified therein or any another authorisation of this kind.

Within the context of a prior authorisation, the Company concluded a liquidity contract with Exane Paribas in July 2011 to enhance the liquidity of transactions, stabilise the price of Altran Technologies shares and prevent any swings in the share price not caused by market trends. A cash and marketable securities account was opened in July 2011 for the purposes of this contract and €2m credited to the account at the time of opening. This liquidity contract remained active throughout 2014. In 2014, 3,777,519 Altran Technologies shares were acquired at an average unit price of €7.55 and 3,794,519 shares sold at an average unit price of €7,57. At 31 December 2014, the cash and marketable securities account comprised 143,000 Altran Technologies shares and €2,048,572 in cash.

In 2014, the Board of Directors also exercised the power granted by the Shareholders' General Meeting on 13 June 2014 to buy back 1,206,568 shares not included in the liquidity contract.

Changes in the Company's share capital since 25 March 1998

Date	Operation	Change in number of shares	Nominal *(in euros)*	Amount of capital *(in euros)*	Share premium or additional paid-in capital *(in euros)*	Number of Company shares
25 March 1998	Free shares	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 shares	20,010,188	20,010,188.00	30,015,282.00	-	30,015,282
2 January 2001	Two-for-one share split	30,015,282	30,015,282.00	30,015,282.00	-	60,030,564
2 January 2001	Incorporation of retained earnings	30,015,282	15,007,641.00	45,022,923.00	-	90,045,846
31 December 2001	OCEANE bond conversion	27	13.50	45,022,936.50	-	90,045,873
31 December 2001	Option exercise	1,670,508	835,254.00	45,858,190.50	9,104,268.60	91,716,381
31 December 2002	OCEANE bond conversion	21	10.50	45,858,201.00	-	91,716,402
31 December 2002	Option exercise	1,917,729	958,864.50	46,817,065.50	11,352,955.68	93,634,131
23 December 2003	Capital increase in cash	20,807,584	10,403,792.00	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
9 March 2004	OCEANE bond conversion	3	1.50	57,220,932.50	-	114,441,865
22 December 2004	OCEANE bond conversion	230	115.00	57,221,047.50	-	114,442,095
23 December 2004	OCEANE bond conversion	16	8.00	57,221,055.50	-	114,442,111
27 December 2004	OCEANE bond conversion	16	8.00	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 merger	1,768	884.00	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	144,517.00	59,100,650.00	713,913.98	118,201,300
4 February 2008	Option exercise	37,070	18,535.00	59,119,185.00	91,562.90	118,238,370
2 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	12,450,182.00	71,588,550.50	114,088,144.15	143,177,101
5 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 shares	371,240	185,620.00	71,789,046.50	-	143,578,093
21 December 2009	OCEANE bond conversion	1,234	617.00	71,789,663.50	-	143,579,327
14 January 2010	OCEANE bond conversion	1,114	557.00	71,790,220.50	-	143,580,441
2 February 2010	OCEANE bond conversion	350	175.00	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
2 April 2010	OCEANE bond conversion	63	31.50	71,799,709.50	-	143,599,419

Date	Operation	Change in number of shares	Nominal *(in euros)*	Amount of capital *(in euros)*	Share premium or additional paid-in capital *(in euros)*	Number of Company shares
4 May 2010	OCEANE bond conversion	147	73.50	71,799,783.00	570.36	143,599,566
5 July 2010	OCEANE bond conversion	285	142.50	71,799,925.50	1,105.80	143,599,851
3 August 2010	OCEANE bond conversion	4	2.00	71,799,927.50	15.52	143,599,855
4 November 2010	OCEANE bond conversion	32	16.00	71,799,943.50	124.16	143,599,887
2 December 2010	OCEANE bond conversion	36	18.00	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
4 January 2011	OCEANE bond conversion	4,020	2,010.00	71,854,276	15,597.60	143,708,552
3 March 2011	OCEANE bond conversion	31	15.50	71,854,291.50	120.28	143,708,583
7 April 2011	OCEANE bond conversion	107	53.50	71,854,345	415.16	143,708,690
5 July 2011	OCEANE bond conversion	21	10.50	71,854,355.50	81.48	143,708,711
2 September 2011	OCEANE bond conversion	105	52.50	71,854,408	407.40	143,708,816
21 December 2011	Option exercise	831,608	415,804.00	72,270,212	2,029,123.52	144,540,424
21 December 2011	Free shares	181,000	90,500.00	72,360,712	-	144,721,424
1 August 2012	OCEANE bond conversion	2	1.00	72,360,713	7.76	144,721,426
31 December 2012	Option exercise	128,430	64,215.00	74,424,928	481,612.50	144,849,856
6 May 2013	Option exercise	78,516	39,258.00	74,464,186	294,435.00	144,928,372
6 May 2013	OCEANE bond conversion	29,644,052	14,822,026.00	87,286,212	115,018,921.76	174,572,424
25 June 2013	Option exercise	108,068	54,034.00	87,340,246	405,255.00	174,680,492
28 June 2013	Option exercise	5,000	2,500.00	87,342,746	18,750.00	174,685,492
30 October 2013	Option exercise	65,828	32,914.00	87,375,660	239,517.22	174,751,320
12 March 2014	Option exercise	66,590	33,295	87,408,955	241,721.70	174,817,910
30 June 2014	Option exercise	161,135	80,567.50	87,489,522.50	584,235.46	174,979,045

21.2 Deed of incorporation and Articles of Association

Date of incorporation and lifetime

Altran Technologies 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.

Corporate purpose

At the Combined Ordinary and Extraordinary Shareholders' Meeting on 23 June 2009, Altran shareholders voted, in the 5th resolution, to alter the description of the Company's corporate purpose in order to make a more clear-cut distinction between the Group'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 systems consulting;
- strategy and management consulting;
- the design and marketing of software and/or software packages;
- component and equipment design, supply, production and/or distribution;
- provision of related support services including maintenance, human-resource consulting and/or training;
- more generally, all industrial, commercial, financial, movable or immovable activities that are, or could be, directly or indirectly associated with the activities included in the corporate purpose listed above or which are likely to facilitate their development and expansion."

Trade and Company registration

Trade and Companies Register number: 702 012 956 Nanterre.

Company registration number (Siren): 702 012 956.

Company headquarters registration number (Siret): 702 012 956 00653.

Business activity code: 7112 B.

Shareholders' right to information

Pursuant to legal and regulatory dispositions, shareholders can exercise their right to information at the Company's 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 net annual earnings (less previous losses, if any) are first 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 minus 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 Shareholders' General Meeting may decide whether or not to carry forward all or part of these distributable earnings to the next year, or to allocate them to the general and special reserves.

The remainder, if any, is then divided in full among the Company's shareholders.

At the General Meeting, shareholders may vote to allocate funds from available reserves. In this case, the specific reserves from which the funds are to be taken must be clearly indicated in the shareholders' resolution.

If necessary, an exception may be made to this Article for the allocation of earnings to a special employee profit-sharing reserve, pursuant to the legal conditions.

Upon the recommendation of the Board of Directors, the Shareholders' General Meeting may decide to carry forward all, or part, of the annual earnings to the next year, or to allocate all or part of the retained earnings to one or more reserves.

Dividend payout

The Annual General Meeting held to approve the Company's annual financial statements for the previous fiscal year 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. No dividends have been claimed in the last five fiscal years.

General Shareholders' Meetings (Article 19 of the Articles of Association)

General Shareholders' Meetings are convened and deliberate under the conditions provided for by law.

These take place at Company headquarters unless another location is explicitly specified in the convening notice.

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 7th and 8th paragraphs of Article L. 228-1 of the French Commercial Code. Before casting the shareholder's vote or the proxy 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 the 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), two 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;
- if necessary, all information pertaining to the holder's identity must be submitted to the Company, in accordance with the dispositions in force. The recording of 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 voting-by-mail form may be obtained are indicated in the convening notice. Under 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, if they wish, shareholders may submit questions to be discussed at the meeting. All questions 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 failing to meet the disclosure requirements stipulated in Article L. 233-7 of the French Commercial Code will be deprived of their voting rights attached to the number of undeclared shares upon the request of shareholders owning at least 5% of the Company's shares. This request 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 Director will be specially 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, when convening the Shareholders' Meeting, to broadcast the entire meeting through video-conferencing or any other authorised remote transmission system, including Internet. In this event, the decision will be stated in the notice of meeting published in the French official legal announcement bulletin *(BALO)*. If the Board of Directors so decides, all shareholders may participate in General Meetings, via video-conferencing or other remote transmission systems, including Internet, in accordance with the legislative and regulatory directives in force at that time of broadcasting. In this event, the decision will be stated in the Notice of Meeting published in the *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 adopted by the Shareholders' General Meeting 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 Ordinary 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 that have been 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 family member who is an entitled successor.

Share-ownership thresholds (Article 7 of the Articles of Association)

Pursuant to Articles L. 233-7 and *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 Markets Regulator (the AMF) of the number of shares and voting rights held.

Any shareholder, acting alone or in concert, who exceeds the threshold of owning, directly or indirectly, 0.5% (or any multiple thereof) of the Company's shares, voting rights, or securities giving access to the Company's share capital, must notify the Company, within five days of breaking through the threshold, by registered letter with return receipt stating the total number of shares, voting rights, or securities giving access to the Company's share capital that it holds either alone or in concert, directly or indirectly.

Failure to comply with these regulations will result in the suspension of voting rights attached to the undeclared shares. The suspension of voting rights will be applied at all Shareholders' 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 in accordance with paragraph 7 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 Commercial Code will be applied.

Any shareholder, acting alone or in concert, whose capital stake or voting rights cross below, or break through, any one of the thresholds mentioned in the second part of the present paragraph, must notify the Company within five days.

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.

Material contracts

22

When the 2014 Registration Document was filed, the only material contracts concluded by the Group (other than those entered into during the normal course of business), were the refinancing agreements referred to in sections 4.2 “Liquidity risk” and 20.3.1 “Consolidated Financial Statements at 31 December 2014” of the present Registration Document.

Third-party information, expert statements, and declarations of interests

23

None.

Documents made available to the public

24

The Group's financial press releases are distributed to the press (agencies and newspapers). All Company financial information (press releases, presentations, reports, etc.) is available on the Group's website: http://www.altran.com.

Press releases issued since 1 January 2014

Publication	Date
Publication of Q4 2013 revenues	30 January 2014
Publication of 2013 results	13 March 2014
Publication of Q1 2014 revenues	30 April 2014
Shareholders' Annual General Meeting	13 June 2014
Publication of Q2 2014 revenues	29 July 2014
Publication of H1 2014 results	4 September 2014
Publication of Q3 2014 revenues	31 October 2014
Publication of 2014 revenues	30 January 2015
Publication of 2014 results	12 March 2015

Investor calendar

Publication	Date
Publication of Q1 2015 revenues	30 April 2015
Shareholders' Annual General Meeting	30 April 2015
Publication of Q2 2015 revenues	30 July 2015
Publication of H1 2015 results	3 September 2015
Publication of Q3 2015 revenues	29 October 2015

Information on equity holdings

25

All information pertaining to the Group's scope of consolidation is given in section 7 "Organisational chart" and note 2 of section 20.3.1 "Consolidated financial statements" of the present Registration Document.

Appendix 1

A1

Chairman's Report at year ending 31 December 2014

In accordance with Article L. 225-37 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 provides 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 11 March 2015. In accordance with Article L. 225-235 of the French Commercial Code, the Statutory Auditors have issued a report concerning internal-control and risk management procedures implemented for the preparation and treatment of accounting and financial information contained in the Chairman's Report, 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 manner in which the work of the Board of Directors was prepared and organised during fiscal year 2014;
- the limitations imposed by the Board on the powers of the Chief Executive and the Senior Executive Vice-President;
- the conditions of shareholder participation at General Meetings;
- the Group's internal-controls procedures, as well as its risk management and accounting and financial information systems.

1. Preparation and organisation of work carried out by the Board of Directors and its 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 and its Committees are governed by the Board's internal set of rules of procedure outlining their specific purpose and way of functioning. The rules of procedures were initially adopted by the Board of Directors on 25 July 2008 and subsequently updated. The rules of procedure were last updated on 30 October 2013, mainly to comply with the recommendations set forth in the latest version of the AFEP-MEDEF Code, published on 16 June 2013.

The Articles of Association do not provide any specific guidelines concerning the participation of shareholders at General Meetings.

1.2. Rights and obligations of Directors

The main obligations of the Directors are defined in the Board's internal regulations whereby all Directors:

- are bound by a strict code of professional confidentiality. This is more than a simple obligation of discretion and also applies to Censors, staff representatives and all other persons invited to attend Board or Committee meetings;
- must attend all meetings of the Board of Directors and the Committees of which they are members, as well as Shareholders' General Meetings;
- are required to devote the necessary time and attention to preparing meetings of the Board of Directors and the Committees of which they are members;
- are obliged to inform the Board of any existing or potential conflicts of interest and must abstain from voting on any related subjects;
- must be registered owners of a set number of Company shares throughout the duration of their mandate, as specified in the Articles of Association (*i.e.* one share). After due deliberation, the Board of Directors on 12 March 2014 fixed the required minimum level of stock ownership at 3,800 Company shares per Director. This obligation does not concern the Director(s) representing employees on the Board. This level is significant given the amount of attendance fees received, as provided by the recommendations of the AFEP-MEDEF Code.

A guide to the prevention of insider-trading, provided in an appendix to the Board of Director's internal regulations, lays down the rules of conduct for all Managers and Directors, as well as Company and Group employees having access to insider information or wishing to trade Company securities. The guide to the prevention of insider-trading stipulates trading restrictions for Company shares by specifying black-out periods during which Altran Technologies stock cannot be traded, and underscores the obligation to report all Company share transactions and notably those which Directors have to carry out.

By appointing Mr Philippe Salle Chairman and Chief Executive of the Company at the 10 June 2011 Board meeting, the Board of Directors maintained its decision not to separate the functions of Chairman from those of Managing Director, in order to optimise the speed and efficiency of the decision making process.

1.3. 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 Shareholders' General Meeting for a period of four years. At 31 December 2014, the Board comprised eleven Directors: Mr Philippe Salle, Chairman of the Board and Chief Executive, Mr Jean-Pierre Alix, Apax Partners, represented by Mr Maurice Tchenio, Mr Christian Bret, Mr Hans-Georg Härter, Mr Sylvain Michel, Mrs Florence Parly, Mrs Nathalie Rachou, Mr Gilles Rigal, Mr Jacques-Étienne de T'Serclaes and Mr Thomas de Villeneuve, appointed Director on 12 March 2014 to replace Mrs Monique Cohen following her resignation. Mr de Villeneuve will remain in office until Mrs Cohen's mandate expires.

Mr Philippe Salle was appointed a Director of the Company at the Shareholders' General Meeting on 10 June 2011 and, on the same day, Chairman of the Board and Chief Executive by the Board of Directors. The mandates of both Mr Philippe Salle and Mr Thomas de Villeneuve are due to expire at the end of the Shareholders' General Meeting called to approve the accounts for year ending 31 December 2014. The mandates of Mr Jean-Pierre Alix, Apax Partners and Mr Jacques-Étienne de T'Serclaes, which were renewed at the 1 June 2012 Shareholders' General Meeting, are due to expire at the end of the Shareholders' General Meeting to be held to approve the accounts for year ending 31 December 2015. This is also the case for the mandates of Mr Christian Bret, Mr Hans-Georg Härter, Mrs Florence Parly and Mrs Nathalie Rachou, appointed Directors for the first time at the 1 June 2012 Shareholders' General Meeting.

After due deliberation, the Board of Directors on 17 December 2014, took note of the designation of Mr Sylvain Michel as staff-representative Director. In accordance with the Company's Articles of Association, Mr Michel's mandate will run until the end of the Shareholders' General Meeting called to approve the accounts for fiscal year ending 31 December 2017.

The Directors are French, with the exception of Mr Hans-Georg Härter who is German. The presence on the Board of Mrs Nathalie Rachou, who has been working in the UK for over fifteen years, and Mr Hans-Georg Härter, enhances the international profile of the Board of Directors.

The Board of Directors has ensured that the Company is in compliance with (i) Article L. 823-19 of the French Commercial Code, stipulating that at least one independent member of the Audit Committee have the adequate financial and accountancy skills, and (ii) EC recommendation dated 30 April 2009, advocating that at least one member of the Appointment and Remuneration Committee be skilled and experienced in compensation strategies.

Excluding the staff-representative Director, four of the Company's ten remaining Directors of the Board are independent, in accordance with the criteria laid down in chapter 8 of the AFEP-MEDEF Code and 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. On 17 December 2014, the Board of Directors (upon the recommendation of the Appointment and Remuneration Committee) confirmed the Independent-Director status of four of its members: Mr Hans-Georg Härter, Mrs Florence Parly, Mrs Nathalie Rachou and Mr Jacques-Étienne de T'Serclaes, None of these Directors are involved in any direct or indirect business relations with the Company or its Group.

At present, 40% of the Company's Directors are independent. This level does not completely comply with the AFEP-MEDEF recommendation of 50% Independent-Director representation on Boards in companies with fragmented capital structures and which do not have a controlling shareholder. However, given that both the Audit Committee and the Appointment and Remuneration Committee are chaired by Independent Directors and that two thirds of the members of these Committees are also Independent Directors, this percentage does not restrict the correct functioning of the Board of Directors.

It is noted that on the basis of the individual Director statements submitted, no conflicts of interest were recorded in 2014, in compliance with recommendations stipulated in the internal regulations of the Board of Directors.

At present, two women serve on the Board: Mrs Florence Parly and Mrs Nathalie Rachou. This puts female representation on the Board at 20%, which is in compliance with the first phase of the law No. 2011-103 dated 27 January 2011, relative to balanced gender representation at Board-of-Director and Supervisory Board meetings and professional equality between women and men.

As at 31 December 2014, the Board of Directors was assisted by Mr Henry Capelle in his capacity as Censor. While Censors have access to the same information as Directors and can take part in Board meetings they have no voting rights.

The representatives of the Works Council, elected on 19 December 2011, participating in an advisory capacity at Board meetings in 2014, were: Mr Fabrice Barthier, Mr Dieudonné Djiki, Mr Jean-Christophe Durieux and Mrs Sandrine Soraru. Following the appointment of Mr Sylvain Michel as staff-representative Director, the number of Works-Council representatives participating at Board meetings was reduced to one, in accordance with Article L. 2323-65 of the French Labor Code. As such, since 20 January 2015, Mr Jean-Christophe Durieux is the only representative of the Works Council to participate at Board meetings.

At the 16 January 2015 Board meeting, Philippe Salle informed the Directors that he would not be seeking to renew his Director mandate at the Shareholders' General Meeting on 30 April 2015, and that he would be stepping down as Company Chairman and Chief Executive on that date.

1.4. Functioning of the Board of Directors

The Board-of-Directors' internal regulations as well as the applicable legal rules of procedure and the Company's Articles of Association provide the guidelines for the functioning of the Board. Following the modification of the internal regulations on 30 October 2013, the internal rules of procedure of each of the Special Committees are now included in the internal regulations of the Board-of-Directors.

The internal regulations are divided into ten sections; the principle elements of which are:

- the composition of the Board (number of Directors, Director mandate-duration and age limit, as well as Independent-Director status and Censors, etc.);
- the functioning of the Board (meetings, agenda, administration and subjects for deliberation);
- the role of the Board of Directors;
- Director compensation;
- assessment of work carried out by the Board;
- information concerning the Directors and the Censor;
- the prevention of insider trading;
- special Committees (composition and duties);
- Directors' duties;
- confidentiality.

1.5. Work achieved by the Board of Directors in 2014

The Board of Directors meets as often as is required in the interests of the Group. In 2014, it met eight times with an attendance rate of 91%.

The main points reviewed by the Board of Directors in 2014 were:

- reviews of Board-of-Director activity reports, the state of the Company's businesses and subsidiaries, management forecasts and the Group's budget;
- quarterly revenue performances, the 2013 full-year and the 2014 interim financial statements, as well as the preparation of the Shareholders' General Meeting;
- reviews of Group financing, notably regarding the implementation of the bond-issue programmes and renegotiations of borrowing conditions related to the Group's credit line;
- the implementation of the share buyback plan;
- authorisations granted with respect to pledges, security deposits and guarantees;
- corporate-officer compensation and the granting of free shares;
- reviews and follow up of the Group's external-growth projects and reorganisation, as well as the transfer of Company headquarters (subject to ratification by the Shareholders' General Meeting);
- progress reports on the work carried out by the Board's Special Committees (the Audit Committee, the Investment and Acquisitions Committee and the Appointment and Remuneration Committee).

1.6. Assessment of work carried out by the Board and the Committees

Every year, the Board of Directors carries out a survey to assess its functioning, composition and organisation. Concerning the findings of the 2014 survey, the functioning of the Board was debated during the 17 December 2014 Board meeting. Discussions revealed that the Directors were very satisfied with the functioning of the Board and underscored that the quality and timely dispatch of information to members made it possible for them to carry out the work of the Board efficiently. According to the Directors, this allows for in-depth preparation and discussion of key issues.

With respect to the individual participation of each Director to work carried out by the Board, the members found this to be satisfactory regarding the level of Director attendance at Board and Committee meetings, and the quality of Board debates on subjects under review.

The Directors agreed that the composition of the Board must be in compliance with the criteria governing Independent-Director and gender-equality representation at the end of the 2016 Annual General Meeting.

1.7. Special Committees

To improve the functioning of the Board and prepare the grounds for the decisions it makes, the Board of Directors has set up three Special Committees; the Audit Committee, the Appointment and Remuneration Committee and the Investments and Acquisitions Committee. The regulations applying to each Committee, which figure in the Board of Directors' internal regulations, notably define the objectives of the Committees and the way in which they function. A detailed report of the work carried out by these different bodies is presented at Board meetings. The Committees can also issue non-binding written or oral recommendations to the Board of Directors.

The Audit Committee

The Audit Committee comprises three Directors, two of whom are Independent Directors, in compliance with the recommendations set forth in the AFEP-MEDEF Code and the Board of Director's internal regulations.

The members of the Audit Committee are:

- Mr Jacques-Étienne de T'Serclaes: Independent Director and Committee Chairman;
- Mr Jean-Pierre Alix: Director;
- Mrs Nathalie Rachou, Independent Director.

The purpose of the Audit Committee is to assist the Board of Directors with respect to the accuracy and reliability of the consolidated and annual financial statements, as well as to oversee the quality of internal controls and the financial information communicated to the shareholders and to the market. The Committee reviews the annual and interim consolidated financial statements and notably assesses the relevance and continuity of the accounting principles and regulations used in drawing up the accounts, and ensures that the procedures used for the elaboration of financial data are respected.

The Audit Committee also 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 Company and the consolidated financial statements, ensures that the rules governing the independence of the Statutory Auditors are respected and gives its opinion on the duties of the Auditors, their fees and scope of intervention, as well as the accounting calendar.

In 2014, the Audit Committee met six times with an attendance rate of 100%. The Executive Vice-President and CFO, the Internal Audit Director (depending on the agenda) and the Statutory Auditors take part in Audit Committee meetings.

Before every Audit Committee meeting, preparatory sessions are held enabling Committee members to exchange their views on the documentation received and review the items on the agenda.

All relevant documentation is dispatched at least three days before meetings to allow Committee members enough time to examine the accounts. In view of the travelling constraints of two of its members who live abroad, Audit Committee meetings are generally held in the morning of the same day as Board meetings, rather than two days before as recommended in the AFEP-MEDEF Code. 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 in 2014 were:

- the 2013 full-year and the 2014 interim financial statements, as well as the 2014 quarterly revenues;
- the latest accounting-related items and their impact on Group accounts;
- income-tax and deferred-tax management, as well as risks related to major litigation issues;
- the preparation procedures for the elaboration of the Group's financial statements;
- the Company's cash position, debt and banking covenants as well as the issue of bonds carried out via a private placement;
- the internal-audit work plans and findings;
- review of Statutory-Auditor independence and fees;
- the Chairman's report on internal controls for 2013.

The Audit Committee reviewed the present report for the first time at the Committee meeting held on 11 March 2015 at which time it also examined the 2014 annual financial statements.

The Appointment and Remuneration Committee

The Appointment and Remuneration Committee comprises three members, of which at least half are Independent Directors, in compliance with provisions of the AFEP-MEDEF Code:

- Mrs Florence Parly: Independent Director and Committee Chairman;
- Mr Gilles Rigal: Director;
- Mr Jacques-Étienne de T'Serclaes: Independent Director.

The Appointment and Remuneration Committee examines all candidate applications for Board-membership and corporate-officer mandates. The Committee drafts succession plans for executive officers, which are submitted to the Chairman for his advice. It also defines the procedure for selecting future Independent Directors and carries out background checks on potential candidates before actually approaching them. The Appointment and Remuneration Committee reviews the qualification criteria for Independent-Director status every year.

The Committee advises the Board on the subject of executive-officer compensation, notably regarding the amount of fixed compensation and the rules determining the variable component, by ensuring that these rules are consistent with the annual performance appraisals of corporate officers and Group strategy, and by overseeing the annual application of these rules. To calculate executive-officer compensation, the Committee takes into account the following criteria: the completeness of, and the balance between the different compensation components, the benchmark, coherence, intelligibility of rules and method of assessment. The Committee submits its opinion on the overall envelope of attendance-fees and how this is to be distributed between Directors. The Committee also makes recommendations concerning stock options, free-share plans and employee profit-sharing schemes.

In 2014, the Committee met five times, with an attendance rate of 100%.

The Committee submitted recommendations to the Board concerning the principles and rules used to determine Director compensation (fixed, variable and long term) and reviewed the compensation components of the members of the Executive Committee.

In addition, the Committee:

- submitted the characteristics of free-share plans allocated to Group employees for having achieved a set of pre-determined, performance-related objectives;
- reviewed the Board's Independent-Director situation in relation to the recommendations set forth in the AFEP-MEDEF Code;
- prepared the question of the succession plan for executive-officer mandates;
- carried out a specific review of the resolutions submitted for Shareholder approval in 2014 on the subjects of Say on Pay, and the staff-representative Director nomination process;
- prepared and submitted the conditions attached to the particular responsibilities entrusted to Directors for review by the Board.

The Investments and Acquisitions Committee

The Investments and Acquisitions Committee comprises five members:

- Mr Philippe Salle: Director and Committee Chairman;
- Mr Christian Bret: Director;
- M. Hans-Georg Härter, Independent Director;
- Mr Gilles Rigal: Director;
- Mr Thomas de Villeneuve: Director.

The purpose of the Investments and Acquisitions Committee is to put forward recommendations concerning the main strategic guidelines of the Group in order to foster the development of existing activities, as well as its new activities in France and abroad. The Committee assesses the Company's growth policies, at both the external and the organic (debt and equity growth strategies) levels, strategic collaborative projects, as well as prospective investment and divestment operations that could have a significant impact on the Group.

In 2014, the Committee met seven times, with an attendance rate of 83%.

In 2014, the Investments and Acquisitions Committee examined a number of external-growth projects and carried out the strategic monitoring of several potential company acquisitions, before submitting the projects to the Board of Directors. The Committee also studied certain financial investment projects (such as the private placement operation) before submitting them for Board's approval.

1.8. Limitations to the power of the Chief Executive and the Senior 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 maintained its decision not to separate the functions of Chairman from those of Managing Director.

The Board of Directors has not imposed any restrictions on the Chief Executive's powers other than those specified by existing legal and regulatory limitations. Likewise, the Articles of Association do not stipulate any additional restrictions.

At the Board meeting on 28 October 2011, Mr Cyril Roger was appointed Senior Executive Vice-President of the Company. The Board of Directors limited Mr Roger's powers to Southern Europe (France, Italy, Spain and Portugal) on 20 December 2011, and then extended his authority to include the Middle-East at the 13 March 2013 Board meeting.

2. Internal controls and accounting and financial information systems

The Group has adopted the guidelines laid down by the AMF as the framework for its internal-controls 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-controls 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-controls system thus enables the Group to monitor its activities, optimise its operations and use its resources efficiently.

By helping to anticipate and keep a check on the risks that could prevent Altran from achieving its objectives, this internal-control system plays a key role in enabling the Company to conduct and monitor its different activities.

Like any other control system, however, it can monitor risks to a certain extent but, under no circumstances, can it guarantee total risk control.

In accordance with the AMF internal-controls 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, means of functioning, information systems, tools and practices;
- the in-house distribution of relevant and reliable information enabling those involved to exercise their responsibilities;
- a system designed to (i) identify and analyse the main risks related to the Company's objectives and (ii) ensure 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-controls system and regular assessment of its functioning to allow for the modification of the internal-controls tool if necessary.

To ensure the continued reinforcement of internal controls within the Group, Altran has progressively set up the structures necessary to define its internal-control procedures, as well as to standardise and strengthen the security of the IT systems used in the direct treatment of accounting and financial information.

2.1. Organisation, IT systems and procedures

2.1.1. Organisation

Within the context of the Group's 2012-2015 Strategic Plan, Altran implemented a new and more functional organisational structure.

As such, a Programs & Innovation division was set up in 2012 to steer the Group's transformation with a view to enhancing the efficiency of its fixed-price contracts, developing its global skills and promoting innovation.

Group governance is ensured by the Board of Directors and the Executive Committee.

The members of the Executive Committee comprise:

- the Chairman and Chief Executive;
- the Senior Executive Vice-President in charge of Southern Europe, the Middle-East, and key accounts;
- the Executive Vice-President for Northern Europe;
- the Executive Vice-President in charge of strategy and innovation;
- the Executive Vice-President in charge of programmes;
- the Executive Vice-President and CFO.

In addition, the Altran Management Committee is made up of members of the Executive Committee, the Executive Directors of the Geographies, Industries and Solutions divisions, as well as Group Directors who report directly to the Chairman and Chief Executive and who are responsible for talent management, strategy, communications, general secretariat, organisation and IT systems.

2.1.2. Information systems

In 2014, Altran merged its Information Systems and corporate-organisation departments in order to harmonise and optimise Group processes and business applications at three levels:

- business-process services: to ensure the efficiency of employees in their respective activities;
- data integrity: to ensure that all staff members have access to the correct information in a secure IT environment;
- user experience: to provide all employees with an ergonomic working environment adapted to their professional needs.

An application and technical architecture plan was finalised highlighting the different stages and deployment of the IS and IT infrastructures throughout the Group's operating regions between 2014 and 2017.

In 2014, a decision-making tool which draws on data collected from all Altran applications was deployed across the Group to optimise operational and financial management.

The plan also provides a skills-management and project-assignment application for consultants. The application was rolled out in half of the Group's operating regions in 2014.

In addition, an Enterprise Resource Planning (ERP) tool designed to monitor projects, invoicing, accounting, management control and procurement, was deployed at the Italian and Portuguese subsidiaries in 2014. This administration and financial management application will be deployed at the Group's other regional entities over the next few years.

Altran has also set up a centralised system to manage dedicated applications; financial consolidation, cash and project management, recruitment and customer satisfaction, as well as the Group Intranet.

2.1.3. Procedures

The efficiency of the Group's corporate governance, both at the Group and operating-entity levels, depends on the extent to which the internal-control procedures are respected.

Framework for key controls and self-assessment

In 2013, the Internal Audit reviewed the framework of the Group's key internal controls. The key processes within this framework identify the areas of potential risk which, if they were to become a real threat, would trigger the control mechanism and thus ensure effective risk management.

Based on this internal-control framework, the Group introduced an annual self-assessment survey for all of its operating entities. This helps to raise the awareness of Group subsidiaries to the key control concepts, to better assess risks and to adhere to a continuous improvement plan to achieve Group objectives.

The Internal Audit analyses the self-assessment questionnaires completed by the Directors of the Group's entities and Human Resource departments as well as Project Managers and draws up specific plans of action on the basis of its findings.

Procedures for the elaboration of accounting and financial information

Altran has implemented a rigorous set of procedures to ensure the efficient management of accounting and financial monitoring (budgets, reporting, consolidation, management control and results communication). These procedures are designed to generate financial information that is reliable and compliant with legal and regulatory specifications and the Group's own standards, as well as to protect its assets.

The procedure developed by the Group to prepare accounts is based on a set of rules that guarantee the reliability and accuracy of the financial statements.

This procedure is completed by notes and instructions from the Group's financial department on specific subjects, such as the accounting calendar (closing dates), methods for intra-Group reconciliation, specific points related to complex subjects, control procedures to be implemented for consolidated financial-statement preparation, and new internal procedure implementation, etc. These notes are sent to the subsidiaries at the end of each closing period.

The Altran 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, for the treatment of financial information. This ensures transfer reliability and regularity as well as exhaustiveness of the data processed. The subsidiaries prepare individual financial statements that are consolidated at the Group level, with no sub-level consolidation.

All of these procedures were updated and developed and are available to all employees of the Group's financial departments on the "CFO Book" Intranet site, together with the accounting calendar, engagement rules, best practices, internal-control framework, and other reference documents.

Under the aegis of the management control department, Altran operating managers are involved in the preparation of the Group's budget which is based on strategic recommendations passed down by General Management. Individual budgets for the regional markets of Altran are reviewed every quarter on the basis of a reporting standard and in conjunction with the Executive Committee, notably to assess and control the risks most likely to have an impact on the elaboration of accounting and financial information published by the Company. Forecast revisions updating full-year estimates are given three times a year by General Management.

Other Group procedures

With regard to authorised commitments, Altran defines the level of commitments approved for all Group entities. The operating scope of these commitments covers all activities: business proposals, contracts, staff management, transport costs and other management operations. A review of these regulations is carried out every year and communicated to all of the entities in the Group.

Since end-2010, service offerings and contracts involving a certain degree of risk, either at the quantitative level (in terms of revenues) or the qualitative level (in terms of commitments or specific constraints) are reviewed weekly by the Project Appraisal Committee (PAC). The Committee is made up of representatives of the financial and legal departments as well as the Programs & Innovation division and the Executive Directors concerned by the dossiers presented and acts under delegation of the Executive Committee.

The formalisation of procedures also included project management tools in a dedicated support tool, the "Blue Book".

2.2. Distribution of information within the Group

A page dedicated to internal-control procedures on the Altran Intranet site gives the Group's employees and its operational and functional managers real-time access to the Group's internal-control procedures. On a wider scale, all Altran staff members have access to a dedicated Intranet site designed to facilitate communication and pool information.

Specific notes and instructions related to the preparation of the financial statements ensure the transfer of reliable and accurate accounting and financial information and are communicated to Group subsidiaries at financial closings.

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 operating and functional departments with reliable and accurate information.

In addition, within the context of the implementation of the 2012-2015 Strategic Plan, entities have been given access to data for monitoring efficiency, customer services, staff loyalty and profitability.

2.3. Risk management

The Internal Audit department draws conclusions from the work it performs during the year as well as that carried out by the external Auditor and helps identify the Group's major risks.

During the annual self-evaluation survey carried out by the Internal Audit department of the internal controls (see 2.1.3.), all entity and financial Directors, project managers and heads of human resources are asked to indicate the five major potential risks facing their entities.

In addition, the Internal Audit department carries out risk-assessment interviews with the Executive-Committee members and head-office Directors.

Annual changes in risk trends are taken into account in the Internal Audit plan to provide reasonable assurance that the risk-control procedures in effect are adequate.

The main identified risk factors and risk-management procedures are described in section 4 of the present Registration Document.

2.4. Control procedures

The operating and functional departments implement the appropriate controls designed to meet Group objectives.

The reporting systems implemented throughout the Group to communicate budget, operating, accounting and financial information are designed to provide an efficient control of the activities of the Group's entities and their respective managements.

The budget is discussed at the operating 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.

2.5. Permanent internal-control monitoring

The Board of Directors

The Board of Directors helps monitor the internal controls, notably in terms of the work carried out and the progress reports submitted by the Special Committees. It also approves the financial statements, reviews and endorses the budget and strategic dossiers and guarantees the correct functioning of the corporate bodies and the governance rules of the Company.

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 risks and significant off-balance sheet commitments.

General Management

Internal controls are set up by management under the aegis of General Management which helps to define the internal-controls system that is best adapted to the Company's situation and activities, and to implement and monitor the internal-controls tool. In this context, General Management is regularly informed of any operating difficulties (malfunctions, inadequacies, main incidents observed, etc.) and of work carried out by the Internal Audit so that it can pass this information on to the Board and undertake the necessary remedial action.

The 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 Audit Committee, the Chairman of the Board of Directors as well as to the Executive Vice-President and CFO regarding the functioning of internal controls and 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 by the Management Boards of each entity, 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 the Group's subsidiaries.

The external audit

Regarding external controls, as part of their mission to certify the financial statements of Altran, the Group's Statutory Auditors, Deloitte & Associés 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 & Associés and Mazars are the Statutory Auditors for all of the entities in the Group'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 the Audit Committee, as well as the Group's financial and internal-audit departments.

Philippe Salle

Chairman and Chief Executive

Appendix 2

A2

Human resources and environmental information

1. Staff

Altran Technologies had 9,386 employees at 31 December 2014, of which 99.70% employed on a permanent basis. Consultants accounted for around 89% of the workforce.

In 2014, the Company recruited 2,094 permanent employees and 79 employees were hired under fixed-duration contracts.

2. Redundancies

242 redundancies were reported in 2014.

3. Overtime

91.5% of the workforce benefit from executive status which carries a fixed quota of 218 working days per annum. 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, executive employees receive an annual quota of between 9 and 13 paid days-off *(RTTs)*, depending on the year. 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 2014, costs of sub-contracted labour through temporary employment contracts amounted to €379,779.

5. Organisation of working time

The standard working week in France is 35 hours. However, most of the Group's executive employees work a fixed number of 218 days per annum on the basis of 38.5 hours per week and receive compensation for the additional number of hours worked in the form of paid days off *(RTTs)*.

Out of a total of 9,386 employees, 245 work on a part-time basis.

6. Compensation and salary trends

Altran stepped up its strategy to control wage costs throughout the year. This was extended to include the variable component of compensation which has been standardised across all Company operations in France. Altran maintained its personalised compensation policy and Career Management Committees have been set up throughout all of the Group's subsidiaries and business divisions via the implementation of tools to control staff costs.

7. Personnel expenses

Personnel costs totalled €396,658,813 in 2014.

Employee benefits accounted for €39,924,876 (of which €7,904,932 for health and complementary insurance and €32,019,944 for supplementary pension schemes).

8. Gender equality in the workplace

There is still a difference in salaries paid to male and female staff members, depending on the position held.

After a series of lengthy negotiations carried out between Altran and its social partners, a draft agreement promoting equality between women and men in the Company was drawn up and submitted to the trade unions for signature. Since the agreement has not been signed, an action plan will be implemented shortly.

9. Labour relations and collective agreements

In 2014, 391 meetings were held with:

- representatives from the Company'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 2014, two agreements were signed regarding:

- working time (section 1);
- "Solidarity Day".

10. Company communications and data sharing

Altran has implemented several tools to ensure the flow of information up and down the Company:

- 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 (BU) conferences.

Performance reviews are held regularly on a one-to-one basis between:

- Consultants and their managers;
- administrative and support staff and their Heads of department.

Altran Directors and managers also undergo performance reviews.

11. Procedures

In 2014, 169 disputes were settled out of court and 34 legal proceedings were initiated.

12. Health and safety in the workplace

Altran Technologies' Health, Safety and Working-conditions Committee met 105 times in 2014.

13. Occupational and commuting accidents

Lost-time accidents recorded in 2014 included 39 work-related and 57 commuting accidents.

None of these accidents involved any temporary workers or service providers.

14. Work-related illnesses

In 2014, no work-related illnesses were reported to the French Social Security.

15. Training

In 2014, Altran Technologies allocated 1.74% of personnel costs to training schemes. This represents a global budget of €6,918,410 of which:

- €3,473,782 for in and out-house training;
- €3,444,628 in contributions made to FAFIEC and FONGECIF (vocational training-budget funds).

2,525 Altran Technologies employees received a total of 54,758 hours of training.

Training costs were financed either directly by Altran Technologies or via FAFIEC, our training-budget fund, depending on the payments made by the Company.

16. Employment and integration of people with disabilities

In 2014, 61 employees, whose handicaps were recognised by *Cotorep* (the French body responsible for the recognition of disability status), were officially declared as being disabled.

17. Staff benefits and social activities

Altran Technologies allocated €3,103,815 to its works council in 2014 for:

- employee schemes; €2,287,021;
- operating budget; €816,794.

18. Recourse to subcontractors

In 2014, outsourcing costs amounted to €62,013,049 for services provided to Altran through centralised agreements, secondment agreements and external services.

19. Territorial impact of Altran's activity on employment and regional development

Altran Technologies takes into account the impact that its businesses may have on local employment and regional development.

Furthermore, the Company provides a support system for all employees within the Group who are seconded to other sites. This support system notably covers health and insurance benefits, repatriation assistance, as well as 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 2014, Altran Technologies adapted its recruitment strategy to accommodate the sharp rebound in revenues. The job market was particularly competitive.

As such, the Company hired 2,307 employees over the period, for the most part 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 consultants and managers are graduates with a minimum of five years of university study.

Consultants have a predominantly scientific background, while Company managers who have not made their way via internal promotion tend to come from either scientific or management backgrounds.

Appendix 3

A3

Statutory Auditors' Reports

Statutory Auditors' Report on the annual financial statements

This is a free translation into English of the Statutory Auditors' Report issued in the French language and is provided solely for the convenience of English speaking readers. 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 31 December 2014 on:

- the audit of the accompanying financial statements of Altran Technologies;
- the justification of our assessments;
- the specific verifications and disclosures required by law.

The 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 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 assessing 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 annual financial statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2014 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:

- Goodwill is subject to annual impairment testing according to the procedures described in note 2.3.3 to the annual financial statements. We reviewed the methods used to implement this impairment test, checked the consistency of the assumptions used to perform this impairment test and verified that the note provides an appropriate disclosure.
- Equity investments are assessed in accordance with the procedures described in note 2.5 to the financial statements. Our work consisted in assessing the estimates made and assumptions used to value the equity investments and in verifying that the note provides an appropriate disclosure.
- The provisions for contingencies and losses shown in the balance sheet were valued in accordance with the procedures described in note 2.9 to the annual financial statements. Our assessment of these provisions is based, in particular, on an analysis of the processes set up by management to identify and assess the risks.
- The provisions for retirement benefits were valued in accordance with the procedures described in note 2.10 the annual financial statements. We verified the consistency of the assumptions used to value these liabilities and verified that the note provides an appropriate disclosure.

As indicated in note 2.2 to the annual financial statements, these estimates, assumptions or assessments were prepared on the basis of information available or situations existing at the date of the preparation of the accounts and may prove different from actual events in the future.

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 given in the first part of this Report.

III. Specific verifications and disclosures

We have also performed the specific verifications required by law in accordance with professional practice standards applicable in France.

We have no matters to report regarding the fair presentation and the consistency with the annual financial statements of the information provided in the Management Report of the Board of Directors, and in the documents addressed to the shareholders with respect to the financial position and the 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 applicable, with the information collected from companies controlling your Company or companies controlled by your Company. Based on our work, we certify the accuracy and fairness of such information.

Pursuant to the law, we have verified that the Management Report contains the appropriate disclosures as to the information relating to the acquisition of participating and controlling interests as well as to the identity of shareholders and voting rights holders.

La Défense and Neuilly-sur-Seine, 12 March 2015

The Statutory Auditors

Mazars	Deloitte & Associés
Jean-Luc Barlet	Philippe Battisti

Statutory Auditors' Report on the consolidated financial statements

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 readers. 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 31 December 2014 on:

- the audit of the accompanying consolidated financial statements of Altran Technologies;
- the justification of our assessments;
- the specific verification 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, liabilities and financial position of the Group as at 31 December 2014 and of the results of its operations for the year then ended in accordance with the IFRS as adopted by the European Union.

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 testing according to the procedures described in note 1.8 to the consolidated financial statements. We reviewed the methods used to implement these impairment tests, checked the consistency of the assumptions adopted for the preparation of the business plans used to perform these impairment tests and verified that the note provides an appropriate disclosure.
- Deferred tax assets were analysed according to the procedures described in note 1.19 to the consolidated financial statements. We reviewed the methods used to implement this analysis, checked the consistency of the assumptions adopted to assess these deferred tax assets and verified that the note provides an appropriate disclosure.
- The current and non-current provisions for contingencies and losses shown in the balance sheet were valued in accordance with the accounting policies described in note 1.16 to the consolidated financial statements. Our assessment of these provisions was based on, in particular, the analysis of the processes set up by management to identify and assess the risks.
- Long-term employee benefits were valued in accordance with the procedures described in note 1.17 to the consolidated financial statements. We checked the consistency of the assumptions used to assess these liabilities and verified that the note provides an appropriate disclosure.

As indicated in note 1.5 to the consolidated financial statements, these estimates, assumptions or assessments were prepared on the basis of information available or situations existing at the date of the preparation of the accounts and may prove different from actual events in the future.

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 given in the first part of this Report.

III. Specific verification

Pursuant to the law, we have also verified the information relating to the Group presented in the Management Report in accordance with the professional practice standards applicable in France.

We have no matters to report as to its fairness and consistency with the consolidated financial statements.

La Défense and Neuilly-sur-Seine, 12 March 2015

The Statutory Auditors

Mazars	**Deloitte & Associés**
Jean-Luc Barlet	Philippe Battisti

Statutory Auditors' Special Report on 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 French and is provided solely for the convenience of English speaking readers. 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 in this document 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 present our report 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.

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 any agreements and commitments previously approved by the Shareholders' General Meeting.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors *(Compagnie Nationale des Commissaires aux Comptes)* relating to this engagement. These procedures consisted in verifying the concordance of the information provided to us with the relevant source documents.

Regulated agreements and commitments submitted for the approval of the Shareholder's Meeting

Agreements and commitments authorised during the financial year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been advised of the following regulated agreements and commitments which had received prior authorisation from your Board of Directors.

a) Advisory and consulting services agreement with HGH Consulting in Germany

Authorisation granted by the Board of Directors on 12 March 2014

The Board of Directors authorised the implementation of an agreement defining the terms and conditions of advisory and consulting services provided to the Group by Mr Hans-Georg Härter in Germany.

This agreement, concluded for a maximum number of 12 days per year running from 20 March 2014 until 19 March 2015, is tacitly renewed.

The agreement is concluded with HGH Consulting, a German company owned by Mr Hans-Georg Härter.

Purpose of this agreement

This agreement was set up so that Mr Hârter could act as a business facilitator for Altran in Germany, thus enabling the Group to capitalise on his in-depth knowledge of, and solid reputation in the German automotive Industry.

Financial terms

These advisory and consulting services were billed at a net rate of €4,000.00 per day, excluding mission expenses.

In accordance with the terms specified in the agreement, HGH Consulting billed your Company a net amount of €8,470.00 for consulting services received in 2014.

Company officer involved

Mr Hans-Georg Härter, a Director of Altran Technologies and the owner of HGH Consulting.

b) Sponsorship agreement

Authorisation granted by the Board of Directors on 28 July 2014

The Board of Directors authorised the implementation of a sponsorship agreement with the Cancer@Work association within the context the "Pionniers" project. The purpose of this project is to promote the professional integration and job security of employees directly or indirectly affected by cancer and to improve their quality of life in the workplace.

This agreement was concluded for a period of three years.

Purpose of this agreement

This agreement was set up to finance the "Pionniers" project, implemented by the Cancer@Work association.

Financial terms

The net financial commitment borne by your Company within the context of this agreement amounts to €100,000.00, to be paid over three years, as follows:

- €40,000.00 excluding tax during the first year of the agreement;
- €30,000.00 excluding tax during the second year of the agreement;
- €30,000.00 excluding tax during the third year of the agreement.

In accordance with the terms of the agreement, your Company paid a net amount of €40,000.00 in 2014, plus an additional €32,111.57 for other services notably including one-on-one coaching sessions for Group employees.

Company officer involved

Mr Philippe Salle, Chairman of the Board and Chief Executive of Altran Technologies, and President of the Cancer@Work association.

Regulated agreements and commitments previously approved by the Shareholders' Meeting

Regulated agreements and commitments authorised in previous financial years and which remained in force in 2014

Pursuant to Article L. 225-30 of the French Commercial Code, we hereby report to you that the following regulated agreement approved by the Shareholders' Meeting prior to 2014, remained in force during the year.

Contracts relative to the operating lease of computer hardware and associated services

The Board of Directors authorised the implementation for the Group, of a set of operating lease agreements for the rental of computer hardware (PCs and licenses) and the provision of services, via the finance company Econocom Group.

The contractual package comprises a framework agreement for the international leasing contract, as well as specific contracts for the member countries included in this framework agreement.

These specific membership contracts include rental agreements (general and particular conditions) and services agreements (general and particular conditions).

Purpose of this agreement

This agreement was organised within the framework of the lease by the company Econocom Group of the computing equipment to the Group.

Financial terms

The amount of the global investment ceiling authorised by the lessor for the 12-month period is €2m for the Group. In addition to this global ceiling, individual investment ceilings are indicated by the lessor in the individual membership contracts.

The Econocom Group billed your Company a net amount of €572.209,83 for services provided within the context of these contracts in 2014.

Company officer involved

Mr Christian Bret, a Director of both Altran Technologies and Econocom.

La Défense and Neuilly-sur-Seine, 12 March 2015

The Statutory Auditors

Mazars	Deloitte & Associés
Jean-Luc Barlet	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 Directors 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 the Statutory Auditors of ALTRAN TECHNOLOGIES and in accordance with Article L. 225-235 of the French Commercial Code, we hereby present our Report on 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 ended 31 December 2014.

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.

Our own responsibility is 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 relative to the preparation and processing of financial and accounting information; and
- certify 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 fairness 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 relative to 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 relative to the preparation and processing of financial and accounting information.

Those procedures mainly consist in:

- obtaining an understanding of the underlying internal-control and risk-management procedures relative to 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 whether or not all major internal-control weaknesses related to 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.

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 relative to the preparation and processing of the 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 certify that the Report of the Chairman of the Board of Directors includes the other disclosures as required by Article L. 225-37 of the French Commercial Code.

La Défense and Neuilly-sur-Seine, 12 March 2015

The Statutory Auditors

Mazars	**Deloitte & Associés**
Jean-Luc Barlet	Philippe Battisti

Independent third-party report on consolidated human-resources, environmental and social information published in the Management Report

This is a free translation into English of the original report 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 the Statutory Auditors of ALTRAN TECHNOLOGIES, and acting as independent third-party members of the Mazars network, accredited under number 3-1058[1] by the French National Accreditation Body, *COFRAC*, we hereby present our report on the consolidated human-resources, environmental and social information (hereinafter referred to as "CSR Information") provided in the Management Report prepared for the year ended 31 December 2014, pursuant to Article L. 225-102-1 of the French Commercial Code.

Responsibility of the Company

The Board of Directors of ALTRAN TECHNOLOGIES is responsible for preparing a Management Report that includes the CSR Information required under Article R. 225-105-1 of the French Commercial Code, in accordance with the Company's reporting criteria (hereafter referred to as the "Reporting Framework") which is summarised in the Management Report and available on request at Company headquarters.

Independence and quality control

Our independence is defined by regulatory texts, the profession's Code of Ethics and the provisions set forth in Article L. 822-11 of the French Commercial Code. In addition, we have set up a quality control system that includes documented policies and procedures designed to ensure compliance with deontological rules, professional standards and applicable legal texts and regulations.

Independent third-party responsibility

Based on our work, our role is to:

- verify that the required CSR Information is disclosed in the Management Report or, that an explanation has been provided if any information has been omitted, in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code (Attestation of Completeness of the CSR Information);
- provide limited assurance that, on the whole, the CSR Information is presented fairly, in all material respects, in accordance with the Reporting Framework adopted (Reasoned opinion on the fairness of CSR information).

Our work was carried out by a team of 5 people over a period of roughly 12 weeks between the end of November 2014 and the end of February 2015.

We conducted the work described below in accordance with the professional standards applicable in France and the legal order dated 13 May 2013 (determining the methodology used by independent third-party bodies while carrying out missions) and with regard to the reasoned opinion on the fairness of CSR information, in accordance with the international ISAE 3000[2] standard.

1. Attestation of completeness of the CSR Information

Through interviews carried out with the heads of the departments concerned, we became acquainted with the strategic direction that the Group is taking, in terms of sustainability, in relation to the human-resources and environmental impact of the Company's business, its social commitments and, where applicable, the subsequent actions and programs undertaken.

We compared the CSR Information presented in the Management Report with the list provided in Article R. 225-105-1 of the French Commercial Code.

With regard to any incidence of consolidated-information omission, we verified that explanations were provided in accordance with the third paragraph of Article R. 225-105 of the French Commercial Code. We verified that the CSR Information covers the scope of consolidation, which includes the Company and its subsidiaries as defined under Article L. 233-1 of the French Commercial Code and the companies that it controls as defined under Article L. 233-3 of the French Commercial Code, subject to the limits set forth in the section on Methodology presented in Chapter 9.9 "Human-resources, environmental and social information" of the Management Report.

Based on our work, and taking into account the limitations mentioned above, we attest that the required CSR Information has been disclosed in the Management Report.

2. Reasoned opinion on the fairness of CSR information

Nature and scope of procedures

We conducted approximately ten interviews with the persons responsible for the preparation of CSR Information obtained from the departments in charge of the process of gathering information and, where applicable, for internal-control and risk-management procedures. Within this context our mission was to:

- assess the appropriateness of the Reporting Framework as regards its relevance, completeness, reliability, neutrality and clarity, by taking into consideration, where applicable, the sector's best practices;
- verify the implementation of a process designed to collect, compile, process and check the CSR Information that reflects its completeness and consistency, and which provides an understanding of the internal-control and risk-management procedures used to compile the CSR Information.

(1) Scope of Cofrac accreditation available on the Cofrac website: www.cofrac.fr.

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

We determined the nature and extent of our tests and controls according to the nature and importance of the CSR Information in relation to the characteristics of the Company, the human-resources and environmental challenges of its business, its strategic sustainable-development priorities, and the best practices specific to the industry.

Concerning the CSR information that we considered to be most important [(1)] :

- at the level of the consolidating entity and the Group's CSR communications department; we consulted source documents and conducted interviews to corroborate the qualitative information (organisation, policies, actions), implemented analytical procedures on the quantitative Information, verified on the basis of sampling techniques data calculation and consolidation, and checked the level of consistency with other information contained in the Management Report;
- at the level of a representative sample comprising Group entities and departments selected [(2)] on the basis of their activity, contribution to consolidated indicators, location and a risk analysis; we conducted interviews to verify the proper application of procedures and carried out substantive tests using sampling techniques to verify the calculations performed, and reconcile the data with supporting documentation.

This sample represents an average of 48% of the Group's total workforce and between 13% and 73% of the quantitative environmental information.

Regarding other consolidated CSR Information elements, we assessed their fairness and consistency based on our knowledge of the Company.

Lastly, we assessed the relevance of the explanations relating to the total or partial omission of certain information, where applicable.

We believe that the sampling methods and sample sizes we used exercising our professional judgment enabld us to formulate a conclusion providing limited assurance; a higher level of assurance would have required a more extensive review. Because of the use of sampling techniques, and other limits inherent in all information and internal-control systems, the risk of failing to detect the presence a material misstatement in the CSR Information cannot be completely ruled out.

Conclusion

Based on our work, we did not identify any material misstatements causing us to believe that the CSR Information, taken as a whole, has not been fairly presented, in all material respects, in accordance with the Reporting Framework.

La Defense, 12 March 2015

The Independent Third Party

Mazars SAS

Jean-Luc Barlet
Partner

Emmanuelle Rigaudias
CSR & Sustainable-development Partner

(1) The CSR information related to Altran's business that we considered to be the most significant is presented in the appendix.

(2) For Human Resources Information: Altran Technologies France, AES and AirCaD. For environmental information: Altran Technologies France (Vélizy and Blagnac) and Belgium (Brussels).

Appendix: CSR information we consider to be the most important regarding the Company's activities

Human-resources Information

- Total headcount and breakdown of workforce by gender, age and geographic zone.
- Recruitment and redundancies.
- Organisation of working time (breakdown by type of employment contract and number of working hours per week).
- Absentee rate.
- Percentage of employees covered by a collective agreement.
- Occupational injuries.
- Total number of training hours.

Environmental Information

- Paper consumption.
- Energy consumption in buildings.
- Number of kilometres travelled by plane.
- Number of business flights.
- Company-car fuel consumption.
- Number of business trips by rail.
- Number of kilometres travelled by train.

Appendix 4

A4

Statutory-auditor fees

(in thousands of euros)	Mazars				Deloitte & Associés			
	Amount (net)		(%)		Amount (net)		(%)	
	2014	2013	2014	2013	2014	2013	2014	2013
Audit								
Statutory audits, certification, validation of corporate and consolidated financial statements[(a)]	889	886	84%	80%	804	839	87%	77%
Altran Technologies	*440*	*483*	-	-	*480*	*519*	-	-
Subsidiaries	*449*	*403*	-	-	*324*	*320*	-	-
Other duties and services directly related to Statutory Auditor missions[(b)]	175	219	16%	20%	125	244	13%	23%
Altran Technologies	*63*	*56*	-	-	*35*	*38*	-	-
Subsidiaries	*112*	*163*	-	-	*90*	*206*	-	-
Sub-total (I)	**1,064**	**1,105**	**100%**	**100%**	**929**	**1,083**	**100%**	**100%**
Other services rendered to subsidiaries	-	-	-	-	-	-	-	-
Legal, taxation, social[(c)]	-	-	-	-	-	-	-	-
Other[(d)]	-	-	-	-	-	-	-	-
Sub-total (II)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL = (I) + (II)	**1,064**	**1,105**	**100%**	**100%**	**929**	**1,083**	**100%**	**100%**

(a) Audit services include all services billed by the Statutory Auditors for auditing consolidated year-end financial statements, as well as the services provided by these auditors as required under legal or regulatory provisions or with regard to the Group's commitments. These notably include the review of the interim financial statements of the Company and its subsidiaries.

(b) Other statutory-auditor services involve, for example, consultations on the matter of accounting standards applicable with regard to the publication of financial information and due diligence requirements for acquisitions.

(c) Taxation consultations include all services billed related to fiscal-regulation compliance and tax advice on actual and potential transactions, as well as payroll processing for expatriated employees and the analysis of transfer prices.

(d) Other services include (i) the provision of HR consulting on matters such as cost management, and (ii) asset valuation for the purpose of disposals, in accordance with the provisions set forth in Article 24 of the Code of Ethics.

Appendix 5

A5

Appendix 5.1 – Registration Document cross-reference table

The cross-reference table below refers to the main articles required under European Commission Regulation (EC) no. 809-2004 implementing the Prospectus Directive.

Statement by the persons responsible	
▮ Statement by the person responsible for the 2014 Registration Document	Page 3
▮ Statement by the Statutory Auditors	Pages 211 to 216
▮ Information policy	Page 197
General information	
Issuer	
▮ Applicable legislation	Page 19
Capital	
▮ Special features	Page 183
▮ Authorised, unissued share capital	Page 184
▮ Potential share capital	Pages 185 to 186
▮ Changes in the Company's share capital	Pages 187 to 188
Stock Market	
▮ Share-price and trading-volume trends	Page 98
▮ Dividends	Page 181
Capital and voting rights	
▮ Current breakdown of share capital and voting rights	Page 94
▮ Changes in shareholding structure	Pages 94 to 96
▮ Shareholder pacts	Page 100
Group activity	
▮ Group organisation	Page 27
▮ Key figures	Pages 7 to 9
▮ Segment data	Pages 37 to 38
▮ Issuer's markets and competitive positions	Pages 21 to 25
▮ Investment strategy	Page 20
▮ Performance indicators	Pages 33 to 40
Risk analysis	
▮ Risks	
Market risk	Pages 11 to 12
Risks specific to the Group's activity	Pages 11 to 13
Legal risks	Page 17
Industrial and environment risks	Page 17
▮ Insurance and protection against risk	Page 13
Assets, liabilities, financial position and results	
▮ Consolidated financial statements and appendix	Pages 104 to 151
▮ Off-balance sheet items	Page 149

Corporate governance	
▮ Composition and functions of the Board of Directors	Pages 65 to 79
▮ Composition and functions of Committees	Pages 201 to 205
▮ Executive officers	Pages 81 to 85
▮ Ten highest paid non-managerial staff members (options awarded and exercised)	Page 92
▮ Related-party agreements	Pages 214 to 215
Recent trends and outlook	
▮ Recent trends	Page 61
▮ Outlook	Page 63

Appendix 5.2 – Cross-reference table with the 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 des marchés financiers (AMF). The elements of the financial report are listed in the table below.

Information	Registration Document pages
▮ Annual financial statements	Pages 152 to 175
▮ Consolidated financial statements	Pages 104 to 151
▮ Statutory Auditors' Report on the annual financial statements	Pages 211 to 212
▮ Statutory Auditors' Report on the consolidated financial statements	Page 213
▮ Management report	
a. Analysis of the business trends, results and the financial situation of the Group and Altran Technologies	Pages 33 to 40
b. Outlook and post-closure events	Page 32
c. Description of main risks and uncertainties	Pages 11 to 17
d. Research and Development activity	Page 59
e. Subsidiaries and equity holdings	Page 28
f. Information on the share capital, cross-shareholdings and treasury stock	Pages 94 to 95
g. Employee share ownership	Pages 91 to 92
h. Stock options	Pages 91 to 92
i. Mandates and functions of corporate officers	Pages 67 to 79
j. Compensation and benefits in kind paid to corporate officers	Pages 81 to 85
k. Human-resources, environmental and social information	Pages 41 to 56
▮ Statutory-auditor fees	Page 221
▮ Chairman's Report on the manner in which the work of the Board is prepared and organised, as well as on internal-control procedures	Pages 201 to 208
▮ Statutory Auditors' Report (prepared in accordance with Article L. 225-235 of the French Commercial Code) on the Chairman's report	Page 216
▮ Independent third-party report on consolidated human resources, environmental and social information published in the management report	Pages 217 to 219

Appendix 5.3 - Summary table: application follow-up of AFEP-MEDEF recommendations

AFEP-MEDEF recommendations		Non-compliance reasons
Percentage of Independent Directors serving on the Board of Directors	Article 9.2	At present, 40% of the Company's Directors are independent. This level does not completely comply with the AFEP-MEDEF recommendation of 50% Independent-Director representation on Boards in companies with fragmented capital structures and which do not have a controlling shareholder. However, given that both the Audit Committee and the Appointment and Remuneration Committee are chaired by Independent Directors and that two thirds of the members of these Committees are Independent Directors, this percentage does not restrict the correct functioning of the Board of Directors.
Time-frame for Audit-Committee meetings to review accounts	Article 16.2.1	All relevant documentation is dispatched at least three days before meetings to allow Committee members enough time to examine the accounts. In view of the travelling constraints of two members of the Audit Committee, who live abroad, Audit Committee meetings are generally held in the morning of the same day as Board meetings, rather than two days before as recommended in the AFEP-MEDEF Code.
Director ownership of a relatively significant number of Company shares	Article 20	Mr Hans-Georg Härter, Director, owns 2,060 Altran Technologies shares, which is less than the 3,800 share-ownership minimum quota set by the Board of Directors after due deliberation on 12 March 2014. Mr Härter is in the process of regulating this situation.
Black-out period during which stock options may not be exercised	Article 23.2.4	The updated guidelines for the prevention of insider trading of the Altran group stipulate that corporate insider traders must refrain from carrying out operations on Company shares during given periods determined according to the financial communication calendar. This rule does not apply to shares subscribed or acquired through the exercise of stock options, when the operation is not followed by the resale of the shares subscribed.
Information on the criteria used to determine the variable component of corporate-officer compensation and how these criteria are applied	Article 24.2	For confidentiality and trade-secret reasons, Altran cannot divulge the precise definition of quantitative criteria used, or the extent of corporate-officer achievement with regard to fulfilling qualitative and qualitative criteria.

Appendix 5.4 – Reference Documents

Pursuant to Article 28 of European Commission Regulation (EC) no. 809/2004, the following information is referenced in this Registration Document:

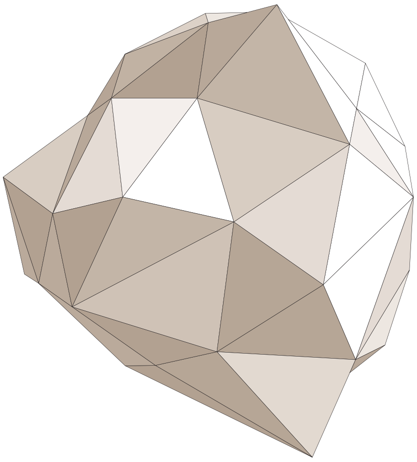
- the Annual Report, the annual financial statements and the Statutory Auditors' Reports on these annual financial statements, as well as the consolidated financial statements and the Statutory Auditors' Report on the consolidated financial statements for the 2013 fiscal year. These reports are presented on pages 31 to 234 of the 2013 Registration Document, filed with the AMF on 31 March 2014 under number D.14-0238;
- the Annual Report, the annual 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 2012 fiscal year. These reports are presented on pages 29 to 226 of the 2012 Registration Document, filed with the AMF on 8 April 2013 under number D.13-0312;
- the Annual Report, the annual 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 2011 fiscal year. These reports are presented on pages 27 to 202 of the 2011 Registration Document, filed with the AMF on 23 April 2012 under number D.12-0388.

The above-mentioned documents are available on the AMF website *(www.amf-france.org)* and on the issuer's website *(www.altran.com)*.

Design & production: RR DONNELLEY

Cover design: CONTENT DESIGN LAB

INNOVATION MAKERS



ALTRAN TECHNOLOGIES
Public limited liability company
with a share capital of 87,519,354.50 euros

Head office
96 avenue Charles de Gaulle – 92200 Neuilly-sur-Seine
702 012 956 RCS Nanterre