TOLL COLLECTION SYSTEMS

G.E.A

2009/2010 ANNUAL REPORT

GRENOBLOISE D'ELECTRONIQUE ET D'AUTOMATISMES

ISO 9001 BUREAU VERITAS Certification

SUPERVISORY BOARD

Mr Serge ZASLAVOGLOU, Chairman
Mrs Jeannine ZASLAVOGLOU, Vice-chairman
Mr Henri CYNA
Mr Louis-Michel ANGUE
Mr Pierre GUILLERAND
Mr Roland ROC

MANAGING BOARD

Mr Serge-Alexis ZASLAVOGLOU
Mr Grigori ZASLAVOGLOU

AUDITORS

Grant Thornton,
represented by Mr. François CAYRON
42, avenue Georges Pompidou
69442 LYON CEDEX 03

STOCK BROKERS

EXANE BNP PARIBAS
3, rue de l'Arbre Sec
69001 LYON
Tel.: +33 4 72 10 40 01

HEAD OFFICE

INOVALLÉE
12, chemin de Malacher
B.P. 85
38243 MEYLAN CEDEX

COMMUNICATIONS

Mr. Grigori ZASLAVOGLOU
Tel.: +33 4 76 90 72 72
E-mail: postmaster@gea.fr
Web site: www.gea.fr

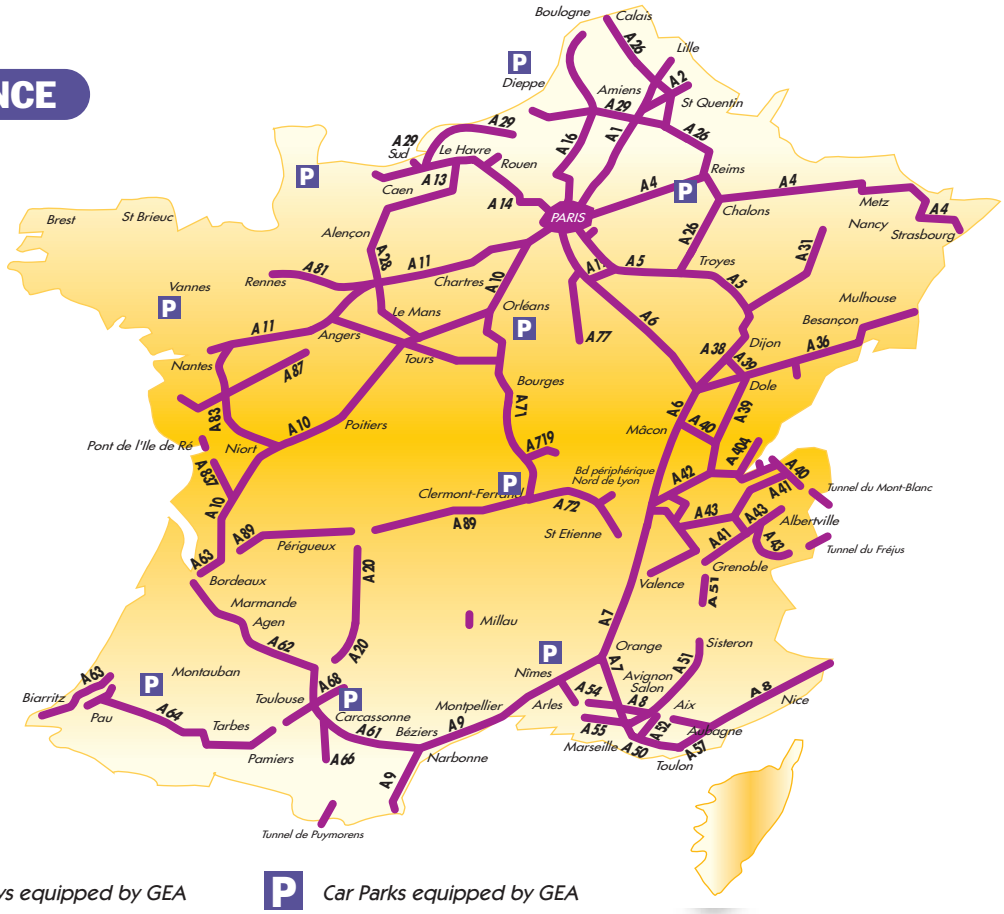
CONTENTS

FINANCIAL APPENDIX

GEA WORLDWIDE

More than 9,000 Toll Collection Terminals worldwide.

GEA IN FRANCE



MESSAGE FROM THE PRESIDENT OF THE SUPERVISORY BOARD

The year 2009/2010 has been the fourth consecutive year of growth in company business activity.
This growth is the result of our continued investment in research and development and the technological advance of GEA in toll collection.
Our innovation was also recognised in 2010 as GEA received the Innovation Award for companies of the Rhône Alpes Region awarded by Ernst & Young and Enterprise Magazine.

The year was also marked by a further increase in the company's results through optimised use of our integrated production structure.
These results have reinforced a sound financial structure characterised by €34 million capital, net cash of over €31 million and no debt.
This financial independence will enable us to pursue our research program and business investment with determination.

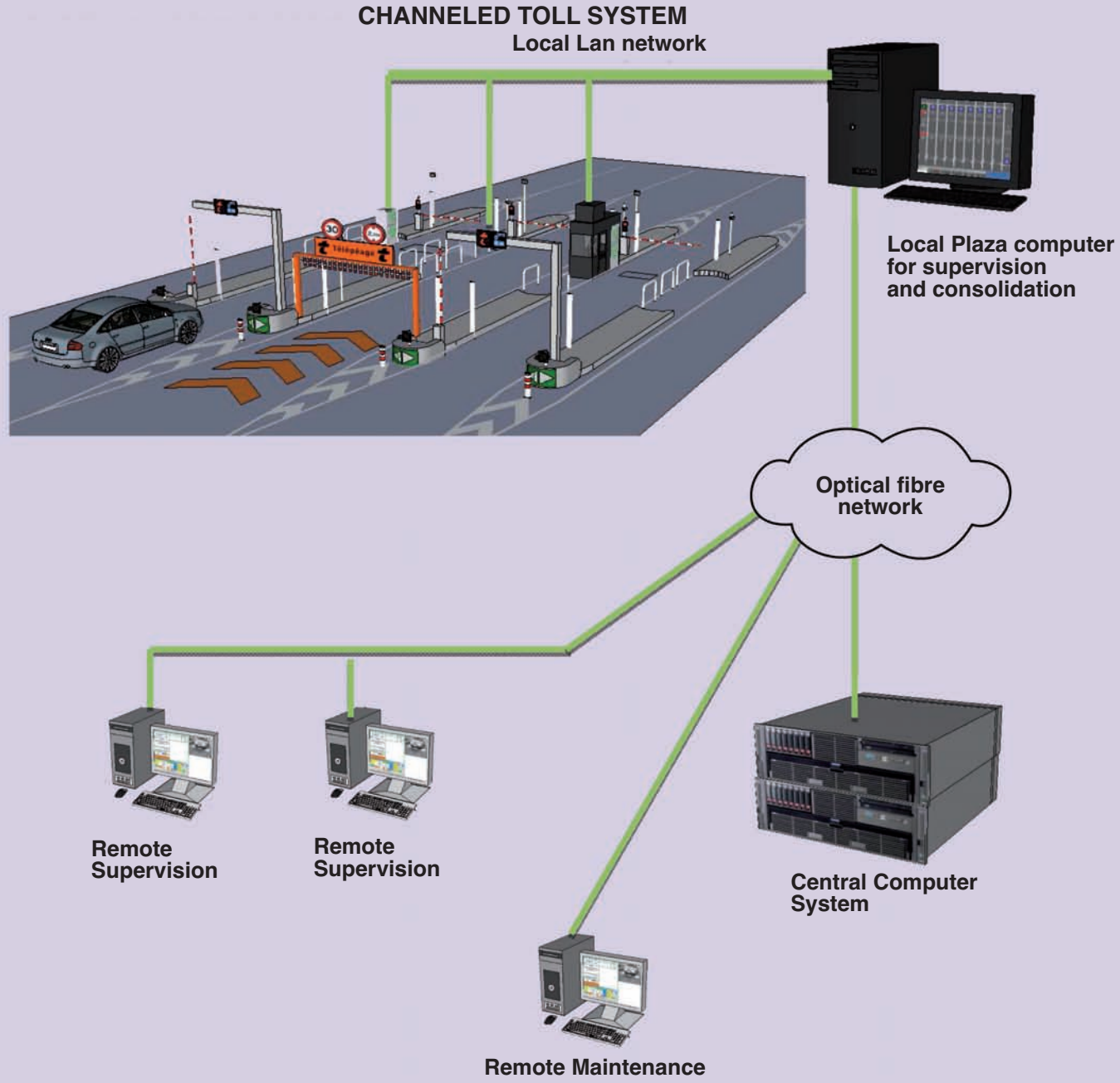
Operationally GEA has achieved many successes during the past year.
Regarding exports, we have signed several contracts in Southeast Asia, Brazil, Tunisia, Great Britain and Poland.
It is also worth noting that we signed our first contract in Russia for a toll system on the St. Petersburg ring-road.
In France, the company continued to supply and renew equipment for nearly all motorway companies.
During the year, GEA also signed new contracts for the supply of automated equipment.
Finally the company demonstrated its capacity for innovation and production through the design and deployment of the new non–stop Tolling System developed within the framework of the Grenelle Environmental Forum for reduction of CO_2 emissions.

Reflecting the confidence of our customers, the GEA order book stood at €74 million on 30th September 2010. This is the highest level ever recorded by the company.

Finally, I wish to thank all GEA employees for the quality of their work and efforts during the year.

Serge Zaslavoglou

ORGANISATION OF DATA COLLECTION AND TRANSMISSION NETWORK



Fitted with a central processing unit, toll terminals at user level manage various lane peripherals (automatic vehicle classification systems, traffic signals, barriers, electronic tolling antennas etc.)

Transaction data and traffic information are collected in real time and stored before being centralised and consolidated through local networks.

These local plaza computers communicate with a central computer via optical fibre networks.

COMPUTER AND ELECTRONIC TOLLING CONTROL SYSTEM

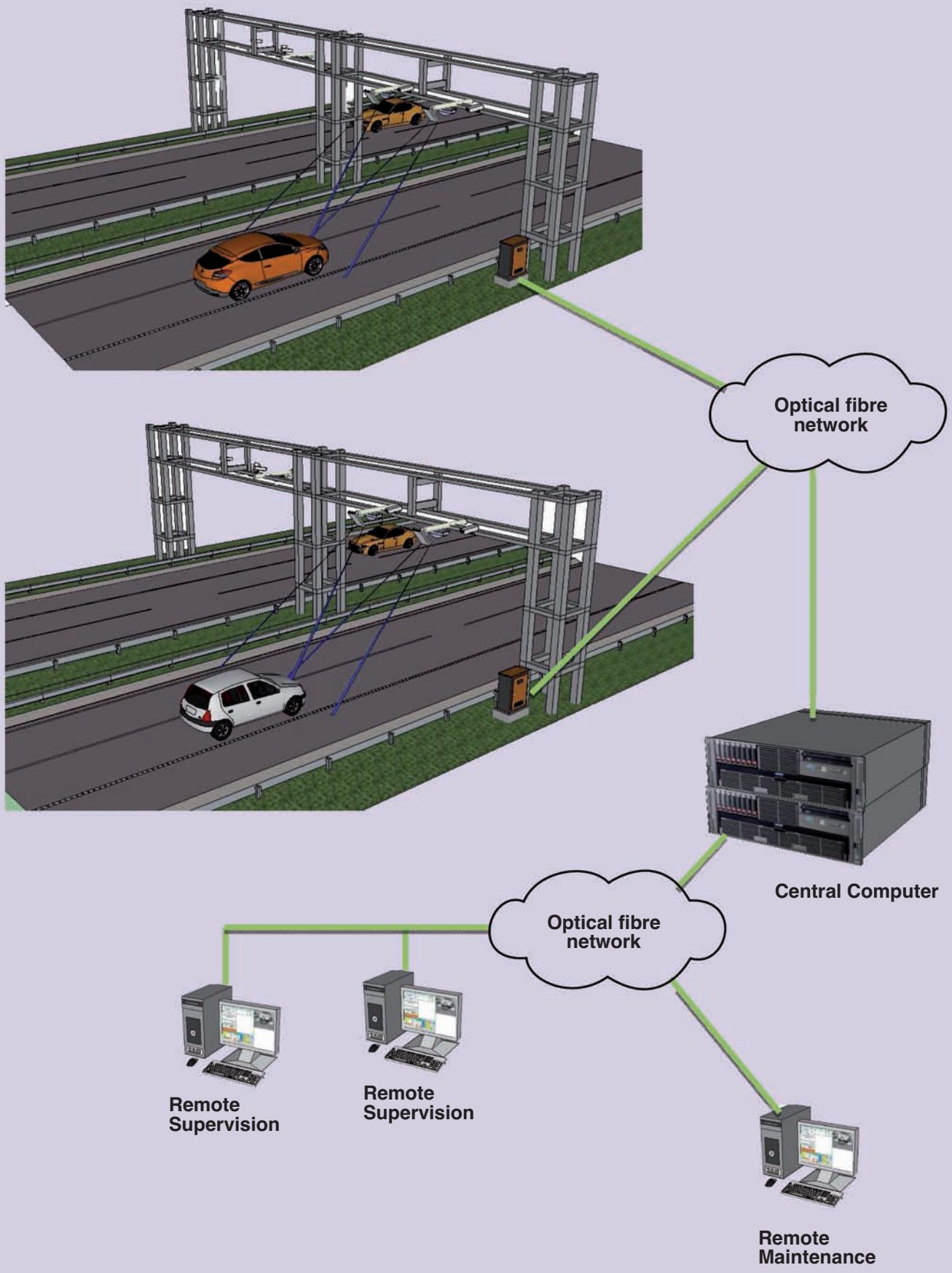
At the financial level:

- Prevents fraud
- Manages money flow (Revenue of 8 billion Euros in France in 2010)

At the technical level :

- Processes all means of payment
- Generates traffic statistics
- Automates toll collection
- 1.3 billion transactions in 2010 (nearly 400 million of which in Electronic Toll Collection)

FREE FLOW ELECTRONIC TOLL COLLECTION



AN EXPANDING BUSINESS: AUTOMATED TOLL PLAZAS

GEA offers a comprehensive range of equipment which allows its clients to automate their revenue collection either partially or entirely. With more than 150 fully automated toll plazas in service in France, GEA is at the forefront of technology in this field.
Internationally, several customers have also chosen GEA for all or part of their equipment with automation in Denmark, Sweden, Spain, Brazil, Asia (Malaysia, Thailand, and China) and in North Africa.

- ✔ Automatic toll lanes accepting all means of payment (Multi-Payment Machines)
- ✔ Automatic vehicle classification systems.
- ✔ Audio and video systems providing real-time remote assistance to patrons (data and digital image transmission over high-speed networks)
- ✔ Integration of contactless smart card payment systems
- ✔ Electronic Toll Collection (ETC) systems compliant with the European standard CEN TC 278:

  - Within the scope of the TIS (Télépéage Inter-Sociétés - Inter-Company ETC) tolling scheme for the French motorway operators, GEA has:
    - Supplied and implemented more than 700 DSRC antennas
    - Produced a rapid (50 kph) Electronic Toll Collection System under TIS technology with automatic detection of incidents by video image analysis (DIA)
    - Completed the TIS ETC software integration (cars and light trucks) for all 9 French motorway operators

  - Internationally, GEA has installed several ETC systems in Sweden, Denmark, Brazil, Croatia, Spain, and in Asia.

- GEA has developed and produced its own mobile microwave on-board units (OBU) and its own DSRC road-side antennas

GEA OBUs were chosen by the main OBU distributers (SANEF, ASF, AREA, ATMB, AXXES DKV, EUROTOLL, ESCOTA, ACESA, AUTEMA, SERVIABERTIS)

- Thanks to research and development, GEA has an ETC Free Flow system

- As part of the Grenelle Environmental Forum, GEA designed, together with its clients, and deployed, the non–stop Tolling System in order to reduce CO_2 emissions

GEA receiving the Innovation Prize for the Rhône-Alpes region.

CAR PARK ACCESS AND TOLL CONTROL SYSTEMS

GEA developed a complete line of equipment for car parks in the context of a first contract with the VINCI group in 2001.

Entry lane terminals
Intermediary lanes for access to private areas
Exit lane terminals
Pedestrian access control Terminals
Automatic payment machines
Manual payment machines
Car park supervision servers
Central computer systems

Since then, the VINCI Group has entrusted GEA with the construction of all the equipment for its car parks at La Défense (Paris region).
The VINCI Group, world leader in construction and associated services, operates more than 1,700 car parks in 15 countries, including over 600 in France i.e. 1.2 million car spaces.

- GEA has also obtained the confidence of other customers, notably:
  - Marseille City Council
  - Q-Park
  - SAEMES (City of Paris)
  - CHU (City of Grenoble)
  - Aeronautic and Space Museum of Le Bourget
  - City of Saint Ouen
  - City of Tremblay.

- During the past few years GEA has also developed a parking maintenance activity at the request of its main customers.

- GEA has also developed and installed new car park toll systems for secured HGV parks for the VINCI, EIFFAGE and ABERTIS groups.

GEA SENIOR EXECUTIVES AND HUMAN RESSOURCES

Alexis ZASLAVOGLOU
Chairman of the Managing Board, Research and Development Manager

Grigori ZASLAVOGLOU
Managing Director, Company Secretary

Hassane TANOUKHI
Project Director

Olivier MANNECHEZ
Software Development Manager

François-Xavier OTT
Strategy, Marketing and Sales Director

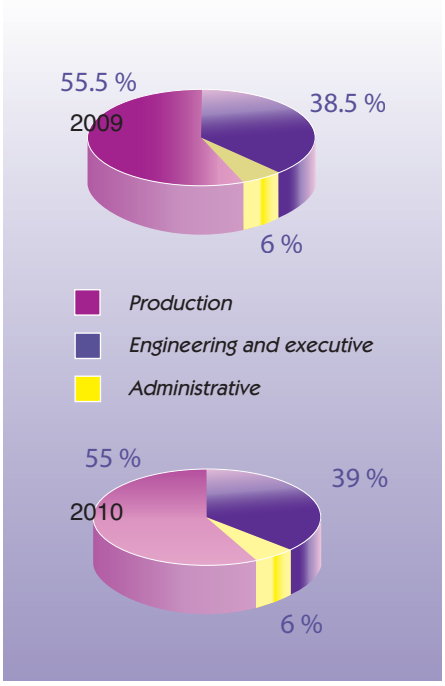
Philippe THOREAU
Commercial Director

Jean LARRANG
Commercial Director (American Region)

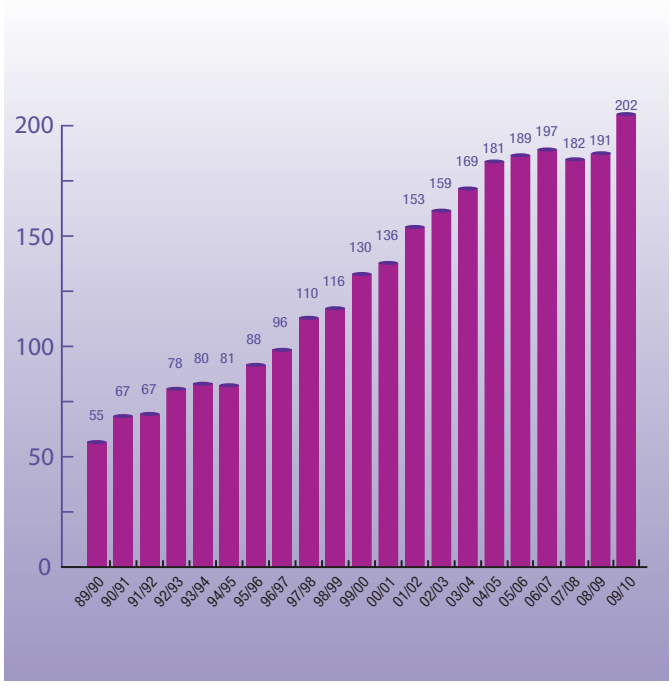
On 30th September 2010 GEA staff totalled 206 (195 the previous year) distributed as follows:

- Engineering and executive :	81
- Administrative :	12
- Production :	113
	206

STAFF DISTRIBUTION IN TERMS OF PERCENTAGE

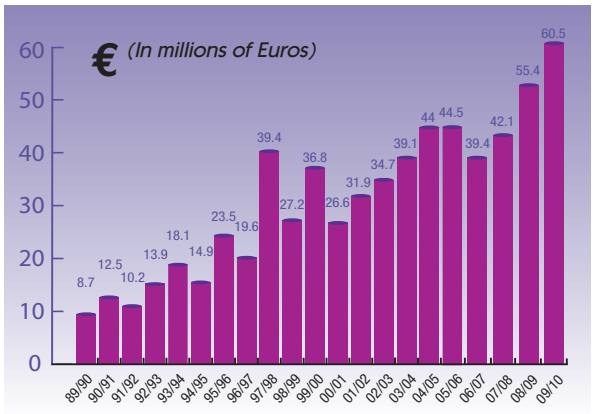


EVOLUTION OF AVERAGE STAFF NUMBERS

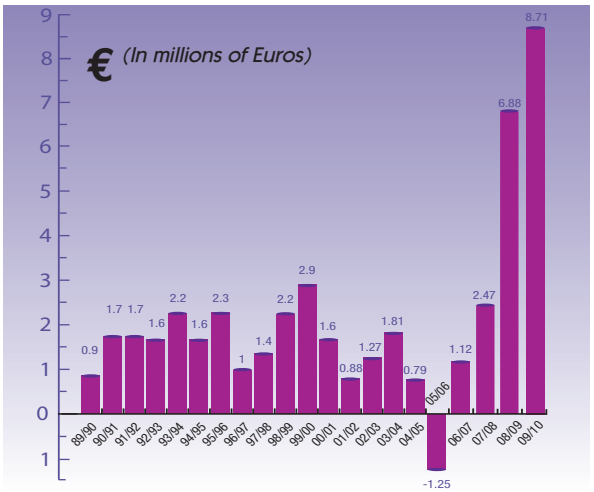


KEY FIGURES

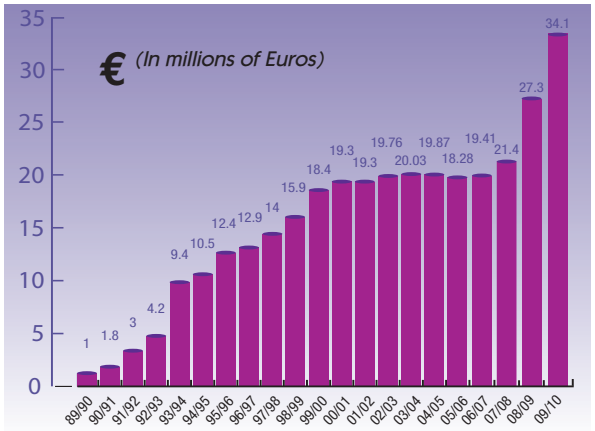
EVOLUTION OF TURNOVER



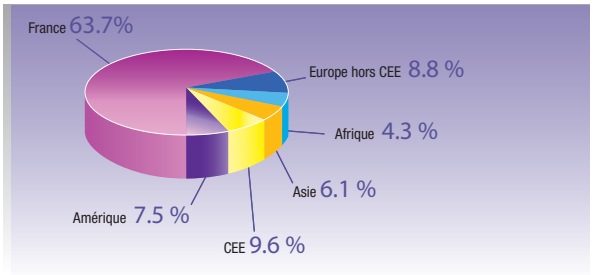
EVOLUTION OF NET RESULT



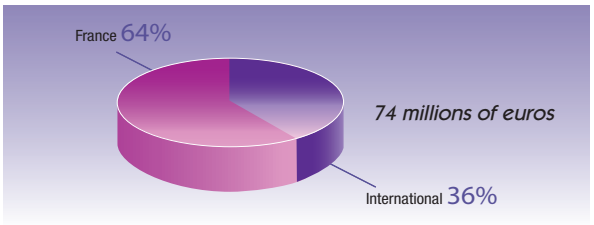
EVOLUTION OF SHAREHOLDER'S EQUITY



TURNOVER DISTRIBUTION

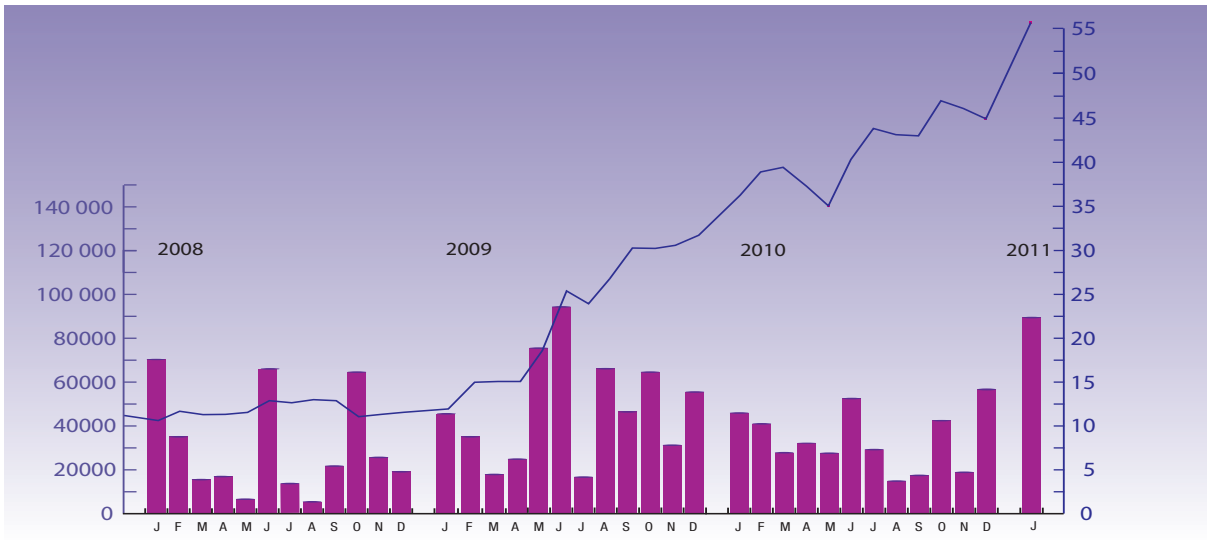


ORDER BOOK AS OF 30/09/10



THE STOCK MARKET

GEA shares (code ISIN: FR0000053035) are quoted on the Euronext Paris Eurolist C.



Evolution of the stock-market price and number of shares traded. *GEA share price* *Number of shares traded*

FINANCIAL APPENDIX

MANAGEMENT REPORT ON OPERATIONS FOR THE FINANCIAL YEAR ENDED 30th SEPTEMBRE 2010

Ladies and Gentlemen,

We have gathered you together for our Annual Ordinary and Extraordinary Meeting to report to you on our Company's business during the fiscal year ended on 30th September 2010 and to submit for your approval the annual financial statements for the said fiscal year.

First of all, we would like to state that the financial statements that are being presented to you, as approved by the Managing Board and submitted to the Supervisory Board, contain no changes, either in the presentation of the accounts or the valuation methods compared to those of the previous year.

Are appended to this report:

- In accordance with the provisions of Article R. 225-102 paragraph 2 of the Commercial Code, a table showing the financial results of the company over the last five years,

- In accordance with the provisions of Article L. 225-100 paragraph 7 of the Commercial Code, a summary table of current delegations granted by the general meeting of shareholders in the Managing Board in the field of capital increases, in application of Articles L. 225-129-1 and L. 225-129-2 of the Commercial Code.

We will now present the different items of information stipulated by the regulations.

I - ACTIVITY AND RESULTS

1) Situation and Activity during the Financial Year

The sales revenue on 30th September 2010 totalled €60,516,653 compared to €55,439,150 for the previous financial year.
Total operating income, taking into account both the variation in the works in progress (6,651,054) and the write-backs of provisions and expense transfers (€+120,563), works out at €67,288,270 compared to €53,911,516 on 30th September 2009.

The gross margin continued to increase as from 2007 as a result of technical and commercial investments and the exceptional growth in activity level.

In France, GEA continued provision and renewal of toll equipment to nearly all motorway companies.
The company has once again obtained the confidence of the companies AREA (Autoroutes Rhone-Alpes), ASF (Autoroutes du Sud de la France), COFIROUTE and ESCOTA (Autoroutes de l'Esterel et de la Côte d'Azur) for the delivery of automatic toll collection equipment. These new orders are the result of the recognised expertise of GEA in automation.

In addition, GEA developed an active partnership with its key customers for the design and deployment of the non-stop Tolling System to reduce CO2 emissions within the Grenelle Environmental Forum.
This new system allows users (light vehicles and trucks) to pass through at a speed of 30 km / h instead of having to stop and start again at the toll plaza.
GEA has already secured several significant orders in the framework of this partnership.

Internationally the year was marked by numerous commercial successes.
The company signed several contracts in China and Southeast Asia.
GEA also won the contract to equip the M'Saken-Sfax Motorway in Tunisia and several contracts in Croatia.
In Britain, the Bouygues Group chose GEA to implement the Newcastle tunnels' toll system.
The company also gained the confidence of EGIS Group (subsidiary of 'Caisse des Dépôts et Consignations') for the supply of toll equipment for the A2 and A4 motorways in Poland.
Finally, the company signed its first contract in Russia for the tolling of the St. Petersburg ring road.

Operating costs amounted to €52,889,870 (compared to €42,777,996 for the preceding year) including:
- Depreciation allowance and provisions during the year of €714,855
- Payroll for €8,983,518 and related social expenses of €3,988,352

The financial year shows an operating profit of €14,398,400 compared to €11,133,520 for the previous year.

This increase is the result of an optimal use of the company's integrated production structure.
Financial income and expenses totalled €222,360 and €95,397 respectively compared to €648,108 and €76,234 the previous financial year

After taking into account an exceptional profit of €17,790, profit sharing with employees of €1,225,742, corporate income tax amounting to € 4,467,439, together with a social contribution of €130,605, the net result came to €8,719,366 compared to €6,889,362 for the previous year.

2) Developments of stockholders' equity and overdraft

Stockholders' equity amounted to 34.14 million euros on 30th September 2010 compared to 27.34 million euros on 30th September 2009.

Bank overdraft is nearly zero and the company has not signed any lease contracts.

3) Payment deadlines

Schedule of remaining debts to vendors at 30th September 2010:

Deadline between 0 and 30 days	Deadline between 30 and 60 days
K €5,484	K €1,936

4) Foreseeable Developments and Prospects for the Future

Thanks to the large installed base and technological advancement, GEA intends to pursue the development of its activity, particularly through the automation of tolling.

As at 30th September 2010, the order book stood at €74 million, 36% of which were international orders.

5) Events Occurring Since the End of the Fiscal Year

The company continued its activity normally since 30th September 2010.

6) Research and Development Activities

The company has continued its research and development programme over the past financial year; none of the expenses incurred in this context were converted into fixed assets.

7) Share Buy Back

On 25th March 2010, the Managing Board was authorised to repurchase its own shares on the Stock Market in accordance with Article L.225-209 of the Commercial Code with the aim of stabilising the price of the company share through systematic counter tendency intervention, or otherwise the delivery of shares as payment or exchange in operations of external growth or share cancellation, and under the following conditions:

- Maximum buying price: €70 per share
- Maximum number of shares to be acquired: 10% of total shares

The repurchase program was the subject of a press release sent to the Autorité des Marchés Financiers and made available on ActusNews dated 19th March 2010.

These operations were carried out under a liquidity contract in accordance with the AMAFI Charter of Ethics agreed with an investment service provider. (Liquidity contract concluded 11th July 2005 between the company and the brokerage firm EXANE BNP PARIBAS, renewed tacitly and which has continued to be implemented during the year.

Under the liquidity contract, 20,396 shares were acquired during the year at an average price of €40.75 and 18,896 shares were sold at an average price of € 40.53.
The amount of commissions under the liquidity contract was 11,832 euros excluding VAT for the financial year, of which 2,500 euros excluding VAT were flat rate brokerage fees.

By decision of 19th January 2011, at the time of finalisation of the terms of its management report, and subject to the prior reduction of company capital by the sum of 8,944 euros through the cancellation of 4,472 shares with a nominal value of 2 euros by the Managing Board, pursuant to the authorisation granted by the General Meeting held on 25th March 2010 superseding that of 26th March 2009, the Managing Board proposed to the general meeting of shareholders that at the next Annual General Meeting, they should decide on a capital increase of the same amount, through the incorporation of reserves, which would mean that the capital of the company would remain at € 2,400,000.

At the close of the last three financial years:

On 30th September 2010, the company held 6,767 shares (0.56% of its capital) for a value of €176,115

On 30th September 2009, the company held 5,267 shares (0.43% of its capital) for a value of €94,087.

On 30th September 2008, the company held 2,228 shares (0.18% of its capital) for a value of €27,326.

8) Miscellaneous

The company is not under any obligation to produce its accounts to IFRS standards.
However, it has introduced some of the preferential methods of CRC 99-03 regulation, which could apply to GEA's activity in order to come closer to international accounting standards.

Each year since 2004, the company has thus accounted for a provision corresponding to the company's engagements concerning personnel retirement contributions.

Also, as of the financial year 2005/2006, the company has applied CRC 2004-06 regulations concerning the definition, accounting and evaluation of assets and CRC 2002-10 concerning the depreciation of assets.

II - SUBSIDIARIES, SHARE HOLDING

(Articles L.233-6, L.233-7 and L.247-1 of the Commercial Code)

1) Subsidiaries (+50% and +66.66% of the capital)

None

2) Share Holding (5%, 10%, 20%, 33.33% and 50 %)

None

III - RECIPROCAL SHARE HOLDING

No investment of this order was held by our Company during the past financial year, which would have required an alienation of shares described in Article R.233–19 of the Commercial Code.

IV - DEGREE OF EXPOSURE TO RISK FACTORS

A review of risks was conducted and no other significant risks have been identified other than those listed below:

1) Technological risk factors:

Prevention of technological risks

The company's activities do not come under the provisions of article L.225-102-2 of the Commercial Code relating to installations shown in the list set out in section IV of article L.515-8 of the Environmental Code.

New product launches
Proficiency in equipment design, manufacture and deployment phases ensures a high safety margin for GEA in terms of deadlines. Similarly, this proficiency in conjunction with the quality policy developed within the company reduces breakdown risks to a minimum.

Sub-contractor skills
For reasons of economic effectiveness, the company sub-contracts a fairly small and highly targeted proportion of its production and installation work. The company also strives to ensure at least two sub-contracting sources for the same type of service.

Staff skills
The company is continuing its expansion by concentrating on on-going product innovation, maintaining product quality and providing support services, all of which require a highly qualified and stable workforce. Workforce stability has been clearly asserted since the company was established.

Dependence on Key Personnel
The Company is well structured enough to not be significantly exposed to this risk.

Environmental Risks
Company production does not give rise to pollution risks, either during manufacture or storage.

2) Business risk factors :

Advent of new competitors
To the best of our knowledge, there have been no new competitors in GEA's field of business this year.

Falling prices
GEA works in a competitive market, which may lead to price pressure. Furthermore, GEA may be compelled to offer occasional strategic business gestures, especially in order to enter new export markets.

Counterfeiting
There is a marginal risk of counterfeiting given the on-going technological developments and level of service associated with the sale of this type of product.

Customer risks (credit risk and / or matching)
The customer risk is low given the quality of contracting parties, in particular in France (public sector companies or private sector operators).

Abroad, GEA strives to obtain payment by means of firm letters of credit confirmed by a French bank. Furthermore, when significant credit is granted to a customer, GEA usually requests a bank security to guarantee payment.

3) Financial risk factors :

Exchange rate risks
As in previous years, wherever possible, coverage of exchange rate risk factors has been ensured through forward contracts.

The company also occasionally uses COFACE's cover systems.
As of 30th September 2010 PLN cover (Polish Zloty): Forward sale of PLN 8,300,000 (K €2,083).

Interest rate risks
None

Commodity risk
None

Dilution and takeover risks
The founders and directors hold a clear majority of the voting rights inside the company, which provides protection against hostile public offers.

Fluctuations in company shares
(Shares and other investments risks)
Since it was listed on the stock market in 1994, GEA has used legal provisions to intervene on the market to regularise its share price against the trend without exception, such interventions being carefully measured.

These took the form of a liquidity contract signed with a specialist brokering company which acts according to the code of practice laid down by the French equivalent of the SNC, the AMF (Autorité des Marchés Financiers).

In the 2009/2010 financial year, the GEA share price varied between €29.10 at the lowest (on 05/10/2009) and €47 at the highest (on 07/07/2010).

4) Legal and tax risk factors:

Disputes
In August 2007 the company was brought before the commercial court of GRENOBLE by a subcontractor who was claiming the amount of € 568,000 for services provided within the scope of a flat fee contract of € 211,000 including taxes for software development.

This writ of summons is considered by GEA as being groundless, as on the one hand the service was not performed by the subcontractor, despite a formal notification procedure following a six-month delay beyond the contractual deadline for delivery, and on the other hand, due to this breach of contract, the contract was cancelled.

Given this subcontractor's breach of contract, GEA for its part claimed a sum of €496,000 including taxes from the subcontractor before the same court to compensate for financial loss, consisting of direct cost overruns it suffered as occasioned by this delay.

There has been no change in this litigation during this financial year.

Because of its activities in France and abroad, it may be subject to diverse litigation. GEA has taken out various insurance policies which are adapted to its business activity:

- Legal Liability insurance policies (premium: €38,409; cover: €8,000,000 before delivery and €3,800,000 afterwards, deductible: 10% of the loss limited to €762).
- Comprehensive and Business Interruption Loss Insurance (premiums: €57,651 cover: gross margin for the business interruption loss insurance, new reinstatement value as well as the

reimbursement of the BME after an expert's report, deductibles: none).
- Transported Goods (premiums: €4,482; cover: value of the equipment; deductible: variable).
- Car Fleet (premiums: €28,699; cover: unlimited for legal liability and value after expert for comprehensive cover; deductibles: none in limited liability and variable according to vehicle type).
- Air Insurance (premiums: €22,598; cover: fuselage cover depending on the type of aircraft, legal liability non transported persons 3 to 7 million euros depending on the type of aircraft, passengers' legal liability €114,500, pilot €152,450).

Tax and company risk factors
The company fulfils its tax and social security obligations.

Intellectual property
Not applicable.

5) Liquidity risk:

Equity amounted to 34.14 million euros on 30th September 2010 against 27.34 million on 30th September 2009.
Bank debt is almost nil and the company has not entered into any lease contract.
On 30th September 2010 the Company had 31.5 million euros of net cash. Cash is invested in money market funds or accounts without capital risk.

6) Operational Risks:

In terms of internal control, the company has endeavoured to establish the means it deems best suited to its company profile whose shares are listed on a regulated market, and its French and international activity.
Current business is supervised by members of the Managing Board with a management team consisting of 6 Directors and a Company Secretary: Mr Tanoukhi, is in charge of project management; Mr Alexis Zaslavoglou, is responsible for the development of new products; Mr Mannechez runs software applications; Mr Ott, is in charge of sales and marketing strategy; Mr Thoreau ensures commercial management; Mr Larrang is the American Commercial Manager, and finally Mr Grigori Zaslavoglou is the Company Secretary.
The Managing Board with its management team oversees operations to prevent and monitor any kind of risks to the company, whether or not linked to the activity; while risks of a more financial character are supervised by Mr Grigori Zaslavoglou, Company Secretary.
Significant commercial offers are validated by at least one member of the Managing Board before being sent to customers. Similarly all contracts are signed by a member of the Board, or with its written permission.

The accounting and financial functions, and management control during the year were assumed by the Company Secretary under the authority of the Managing Board and assisted by an Accounting and Treasury Department composed of 8 people. The acting Chief Accountant

under the authority of the Company Secretary and in accordance with company accounting procedures ensured the correct and complete invoice record of customers and suppliers. Accounting function resources are reviewed annually and were found to still be adapted to the size and activity of the company.

Purchases are made for firm projects. Stocks and work in progress are subject to an annual comprehensive physical inventory and a six monthly review. Supplier Payments are subject to validation by the Purchase Department and / or project managers concerned. A final inspection before payment is made by a member of the Managing Board.
The policy for the coverage of financial risks of any nature as well as the signing of commitments was monitored, under the supervision of the Managing Board, by the Company Secretary. Financial investments were made on instruction from the Company Secretary, who also assumed the whole of the company relations with the banks.
As part of the choice made by the company to use bank debt as little as possible, and given the importance and permanence of the treasury, internal financing and cash was controlled by the Company Secretary. He also oversaw periodic checks between cash and accounting and ensured the correction of any anomalies. On each financial closing the Board was informed of the company treasury situation.
The Company Secretary also oversaw the production of financial statements and finalised them with the Chartered Accountant after audit by the External Auditor.

Judicial and tax functions are generally outsourced to specialised firms.

The accounting and management system rests on an internal information system that is backed up by the regular assistance of a chartered accountant, payroll processing being outsourced to the latter.
The Managing Board ensures that information conservation requirements, data and processing for the establishment of accounting and financial statements are met.
Accounts are reconciled twice a year.
Forecasts are made annually and revised at the end of each half-year.
The organisation in place thus facilitates comprehensive bookkeeping monitoring, correct evaluation of transactions and the production of accounting and financial data according to accounting standards in effect and accounting rules and methods implemented by the company. The Board has been informed of these principles, approved by the Managing Board and reviewed by the External Auditors. Any change in accounting principle is, where applicable, the subject of consultation with the External Auditor and of information to the Board.
Financial information is controlled by the Auditor in connection with audits and in accordance with current standards.
The establishment of the results, the balance sheet, financial position and annexes are explained to the Board at each published financial closing.
Financial and accounting information is subject to regular publication to shareholders and the financial community under the authority of the Company Secretary and according to a schedule established with the support of an outside legal counsel.
The company has also complied with information obligations resulting from implementation of the Transparency Directive in the Monetary and Financial Code and which have been imposed with effect from 20th January 2007. It will continue to do its best in the application of the regulations.

The internal control procedures are to:

- ensure that the acts of management or the execution of operations as well as the behaviour of individuals follow the guidelines given to company activities by its governing organs, by applicable laws and regulations, and by the internal rules and standards of the company
- verify that the accounting, financial and management information transmitted to the company's organs accurately reflects the company's situation
- prevent the risk of error and fraud within the company
- ensure the safeguarding and protection of assets

Internal control, like any system of control cannot provide absolute assurance that risks are completely eliminated and can only provide reasonable assurance regarding the achievement of objectives.

V - SOCIAL INFORMATION

On 30th September 2010 GEA's total staff was 206.

GEA had no particular difficulties in recruiting.

Overtime was worked on an occasional basis due to temporary activity peaks of installation or commissioning phases on different work sites.

GEA also employed temporary staff due to absent employees and temporary activity peaks for a total of 6,980 days for the financial year 2009/2010.

GEA switched to a 35-hour working week at the beginning of 2000.

Some employees chose to work part-time at their own request; part-time being mostly 4/5th time connected to parental leave or other part-time work.

Salaries represented €8,983,518 for the financial year compared to €8,665,607 for the previous financial year.

Social security charges amounted to €3,988,352 compared to €3,690,986 for 2008/2009.

There is no performance agreement in GEA nor is there a company savings scheme.

GEA paid the sum of €1,225,742 in legal participation for the financial year.

Equal opportunities between men and women appear to be respected within the company, no special measures were taken during the past year and the general policy of equal treatment will be continued.

A collective agreement at company level was concluded during the year.

In addition to the inter-professional agreements, GEA is subject to the agreements of the Metallurgical sector.

The working environment and conditions are monitored periodically by GEA's Committee for Health and Safety at Work.

Training programmes were carried out in line with the training plan submitted to the Employees' Representative Council and in accordance with the needs which appeared during the financial year. They resulted in an assessment also submitted to the Employees' Representative Council, which made no comments.

As part of its training procedures, the company has incorporated the guidelines of the Act N° 2004-391 of 4th May 2004 relating to continuous training and has in particular informed its employees of their individual training rights

On 30th September 2010 the corresponding total obligation of the company represents 19,670 hours.

GEA endeavours to employ disabled people (4 workers on 30th September 2010).

In 2010, GEA paid €34,794 to the Fund for the professional integration of disabled people.

GEA subcontracts a relatively small and targeted part of its production and installation work for economic efficiency.

VI - SHARE HOLDING

1) Identity of the Shareholders owning more than a twentieth, a tenth, three twentieths, a fifth, a quarter, a third, half or two-thirds eighteen twentieths or nineteen twentieths of the Registered Capital or voting rights, and/or who have passed these levels during the financial year (article L.233-7.1 of the Commercial Code):

Shareholders	Number of shareholders		Voting rights thresholds	
	N	N-1	N	N-1
Mr Serge ZASLAVOGLOU	+1/3	+1/3	+1/2	+1/2
CM-CIC Private Capital	-1/20 then + 1/20	+ 1/20	- 1/20	+ 1/20 then - 1/20

On 4th December 2009 the company CM-CIC Private Capital (a subsidiary of the CIC), acting on behalf of funds it manages, declared to have gone below the 5% threshold of GEA capital following the sale of shares on the market and was holding 59,760 shares, representing 4.98% of the capital and 3.68% of voting rights.

On 11th February 2010 the company CM-CIC Private Capital acting for the funds which it manages said to have gone above the 5% threshold of GEA capital after the sale of shares on the market and was now holding 61,459 shares, i.e. 5.12 % of capital and 3.79% of voting rights.

On 29th October 2010 the company CM-CIC Private Capital acting for the funds which it manages said to have gone below the 5% threshold of GEA capital after the sale of shares on the market and was now holding 59,705 shares, i.e. 4.98 % of capital and 3.68% of voting rights.

No shareholders agreement is known to the company.

The shares included in a registered account for more than four years have a double voting right.

2) Subscription, Purchase or Placing in Security by the Company of its own Shares for the Employee Profit Sharing Scheme

We hereby inform you that in compliance with the clauses in article L.225-211 of the Commercial Code, no purchase or sale of company shares was made as per articles L.225-208 of the Commercial Code in the past financial year.

The transactions carried out on the company's stock pursuant to Article L.225–209 of the said Code are recalled above in Chapter I §6, with the aim of stabilising the share price of the company share through systematic counter tendency intervention.

3) Options for Subscriptions or Purchase of Shares Granted to the Company Employees

No operations as described in the articles L.225-184 of the Commercial Code and 174-20 of the decree were made during the last financial year.

4) Proportion of capital held by the employees at the end of the financial year

In compliance with the provisions of Article L.225–102 of the Commercial Code, we would like to point out that the employees of the company do not possess any shares in the company that fall within the scope of a company savings plan provided for by Articles L.443–1 to L.443–9 of the Labour Code or a company open-end investment fund governed by Chapter III of Law No. 88–1201 of 23rd December 1988 concerning mutual asset funds investing in securities and bearing on the creation of receivable pools.

In this regard, we remind you that since the General Meeting held on 25th March 2008, you have not been consulted regarding a capital increase reserved for employees of the company.

Therefore, you are asked as part of the legal requirement for periodic consultations (Article L.225-129-6 paragraph 2 of the Commercial Code), to decide on a capital increase in cash reserved for employees who have subscribed to a business savings plan, pursuant to articles L.3332-18 to L. 3332-24 of the Labour Code, to a maximum of 72,000 euros, as in the terms of a specific resolution to be submitted for your approval.

VII - STOCK MARKET VALUE

GEA shares were listed on the secondary market of the Paris Stock Exchange on 21st June 1994, at the offer price of 120 French Francs (€18.29).

It is currently listed on Eurolist Paris, Compartment C.

On 19th January 2011, the title was trading at €56.50 and on this basis, the market capitalisation of "GEA" was €67.80 million.

VIII - PROPOSAL FOR PROFIT ALLOCATION

We propose to allocate the profits for the fiscal year amounting to ..... € 8,719,366.40
to which has been added the sum of ..... € 8,049.60
which figures in the "Balance brought forward" and corresponds to unpaid dividends (shares detained by the company itself)
i.e. a total of: ..... € 8,727,416.00

in the following manner:
- A sum of ..... € 2,400,000.00
is distributed to shareholders as dividends, it being specified that in case of cancellation of shares by the Managing Board with permission from the Extraordinary General Meeting or if, during the payment, the company holds some of its own shares, the profit which corresponds to dividends not paid on these shares will be allocated to the "Balance brought Forward" account.

- The balance of ..... € 6,327,416.00
shall be transferred to the ordinary reserve.

The dividend returned on each share shall thus be set at ..... € 2.00
This dividend, from which the social taxes of 12.3% will be deducted (CSG, CRDS, social charge of 2.2% and additional contribution to this charge) will be paid by the company CACEIS Corporate Trust - 14 rue Rouget de Lisle 92130 ISSY LES MOULINEAUX, as of the date of the annual general meeting.

This dividend defined in the 2nd paragraph of Article 158-3 of the General Tax Code is available to shareholders physically resident in France for tax purposes who meet the conditions referred to in Article 10, I and III to XVII of the Finance Act for 2008 No. 2007-1822 of 24th December 2007.

In accordance with the provisions of this Act, the shareholders who have had this deduction made to their dividend can choose to submit this income to a standard deduction discharge of 19%.

This option must be taken up with CACEIS Corporate Trust at the latest on cashing the dividend. It is irrevocable and cannot be exercised at a later date.

Furthermore, The General Meeting is informed that the sums distributed as dividends for the last three financial years are the following:

Financial Year	Income eligible for the deduction		Income not eligible for the deduction
	Dividends	Other distributed incomes	
2006/2007	€ 480,000.00	/	/
2007/2008	€ 960,000.00	/	/
2008/2009	€1,920,000.00	/	/

IX - NON TAX-DEDUCTIBLE EXPENSES

In accordance with the provisions of articles 223 quarter et quinquies of the General Tax Code, we advise you that the accounts for the financial year include the sum of €13,332, which corresponds to non-tax deductible expenditure (article 39-4 of the General Tax Code).

X -ASSESSMENT OF THE DIRECTORS' FEES TO BE ALLOCATED TO THE SUPERVISORY BOARD MEMBERS

We hereby propose that you set the Directors' Fees for members of the Supervisory Board to an overall sum of €40,000 for the current financial year.

XI - AUTHORISATION TO THE MANAGING BOARD TO MAKE STOCK MARKET CHANGES TO COMPANY SHARES

In accordance with the provisions of article L.225-209 of the Commercial Code, we request that you decide whether to grant the Managing Board the authority to purchase its own company shares.

For this purpose you are presented with a detailed purchasing programme such as has been drawn up by the Managing Board which you can read and which will be part of a special resolution and subject to your vote.

XII - INFORMATION ON COMPANY PARTNERS AND EXECUTIVES

List of company mandates:

We remind you that following the adoption by the company of a mode of management provided by a Managing Board and Supervisory Board, the members of the Supervisory Board appointed by the Extraordinary General Meeting of 15th November 2007 are the following:

- Mr Serge ZASLAVOGLOU
- Mr Louis-Michel ANGUE
- Mr Henri CYNA
- Mr Pierre GUILLERAND
- Mr Roland ROC
- Mrs Jeannine ZASLAVOGLOU

Members of the Supervisory Board are appointed for a term of six years and may be re-elected.

The Supervisory Board meeting the same day appointed:

1/ Mr Serge ZASLAVOGLOU, President of the Supervisory Board and Mrs Jeannine ZASLAVOGLOU, Vice Chairman of the Supervisory Board

2/ Mr Serge Alexis ZASLAVOGLOU, Chairman of the Managing Board, and Mr Grigori ZASLAVOGLOU, Managing Director.

Members of the Managing Board are appointed for the duration of four years and can be re-elected.
They can be dismissed by the Supervisory Board.
The age limit for the exercise of duties for a member of the Managing Board is 75 years.
The Managing Board is invested with extensive powers to act on behalf of the company in all circumstances within the limit of the objectives and subject to those attributed by law to the Supervisory Board and Shareholder's Meeting.
The Managing Board cannot determine or authorise the issuing of bonds.

In accordance with the provisions of Article L.225-102-1 of the Commercial Code, listed hereafter are the mandates and functions of the Members of the Boards:

1/ Mr Serge ZASLAVOGLOU, President of the Supervisory Board
Number of GEA shares held: 405,938 corresponding to 811,784 voting rights.
Other positions
- Manager of the real estate company "SCI DE CANASTEL"
- Manager of the real estate company "KALISTE"
- Manager of the real estate company "EPSILON"
- Manager of the real estate company "SCI SANTA CRUZ
- Manager of the limited liability company (SARL) DEA

2/ Mr Louis-Michel ANGUE, Member of the Supervisory Board
Number of GEA shares held: one corresponding to 2 voting rights
Other positions : None

3/ Mr Henri CYNA, Member of the Supervisory Board
Number of GEA shares held: 350 corresponding to 400 voting rights.
Other positions : None

4/ Pierre GUILLERAND, Member of the Supervisory Board
Number of GEA shares held: 10 shares corresponding to 20 voting rights
Other positions : Member of the supervisory board of the company PGO

5/ Roland ROC, Member of the Supervisory Board
Number of GEA shares held: 51 shares corresponding to 52 voting rights
Other positions : None

6/ Jeannine ZASLAVOGLOU, Vice-Chairman of the Supervisory Board
Number of GEA shares held: 1,700 shares corresponding to 1,700 voting rights
Other positions : None

7/ Mr Serge Alexis ZASLAVOGLOU, President of the Managing Board
Number of GEA shares held: 21,800 shares corresponding to 29,900 voting rights
Other positions : None

8/ Mr Grigori ZASLAVOGLOU, Managing Director
Number of GEA shares held: 26,700 shares corresponding to 34,700 voting rights
Other positions :
- Manager of the GEA branch in the Ivory Coast
- Manager of the GEA branch in Greece
- Manager of the GEA branch in Tunisia

Compensation of company executives

Pursuant to the provisions of Article L.225-102-1, sub-paragraph 3 of the Commercial Code, we will render account hereafter of the total compensation and benefits of any kind paid during the past fiscal year to each company representative and will also indicate the commitments of any kind made by the Company for the benefit of its company executives, corresponding to compensation items, allowances, or benefits likely to be owed for their responsibilities, as well as the methods of determining these commitments, namely

- **Mr Serge ZASLAVOGLOU**: € 208,118.31 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Expenses reimbursement	€ 8,118.31	€ 897.67	€ 7,104.67	€ 928.44
Benefit in kind	None	None	None	None
Remuneration as Chairman of the Supervisory Board	€ 100,000	€ 75,000	€ 100,000	€ 75,000
Attendance fees	€ 10,000	€ 10,000	€ 10,000	€ 10,000
Income for specific missions	€ 90,000	€ 90,000	€ 90,000	€ 75,000
TOTAL	€ 208,118.31	€ 175,897.67	€ 207,104.67	€ 160,928.44

- **Mr Serge Alexis ZASLAVOGLOU**: € 266,032.63 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€ 78,467.72	€ 78,467.72	€ 85,240.61	€ 85,240.61
Variable salary under the employment contract according to the level of business of the company	€ 112,457.98	€ 112,457.98	€ 115,856.59	€ 116,969.86
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€ 40,000	€ 24,000	€ 40,000	€ 24,000
Expenses reimbursement	€ 28,625.93	€ 28,625.93	€ 16,243.37	€ 16,243.37
Benefit in kind (in a personal use of the company aircraft)	€ 6,481	€ 0	€ 9,001	€ 0
Specific Advantages for termination or change of function (deferred pay, severance and pension obligations, termination without cause real and serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€ 266,032.63	€ 243,551.63	€ 266,341.57	€ 242,453.84

- **Mr Henri CYNA**: € 5,501.70 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
Benefit in kind (in a personal use of an ETC Badge	€ 101.70	€ 101.70	€ 33.40	€ 33.40
TOTAL	€ 5,501.70	€ 5,501.70	€ 5,433.40	€ 5,433.40

- **Mr Louis-Michel ANGUE**: € 5,400 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Monsieur Pierre GUILLERAND**: € 5,400 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mr Roland ROC**: € 5,400 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mrs Jeannine ZASLAVOGLOU**: € 5,400 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mr Grigori ZASLAVOGLOU**: € 177,735.57 as follows:

	Financial Year 2009/2010		Financial Year 2008/2009	
Type of remuneration	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€ 74,598.85	€ 74,598.85	€ 66,216.,84	€ 66,216.84
Variable salary under the employment contract according to the level of business of the company	€ 28,114.43	€ 28,114.43	€ 28,964.14	€ 29,252
Variable pay according to the operating result ofthe company under the Board mandate (President of the Managing Board)	€ 40,000	€ 24,000	€ 40,000	€ 24,000
Expenses reimbursement	€ 8,860.29	€ 0	€ 8,256.27	€ 0
Benefit in kind (in a personal use of the company aircraft)	€ 26,162	€ 0	€ 36,870	€ 0
Specific Advantages for termination or change of function (deferred pay, severance and pension obligations, termination without cause real and serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€ 177,735.57	€ 126,713.28	€ 180,307.25	€ 119,468.84

XIII - SUMMARY OF OPERATIONS PERFORMED ON THE SHARES OF THE COMPANY BY EXECUTIVES DURING THE YEAR

Executives	Date	Purchase/Sale	Unit Price	Number of Shares
Serge Alexis Zaslavoglou	03/06/10	Purchase	€ 39,977	1,497
	07/06/10	Purchase	€ 39,577	1,796
	08/06/10	Purchase	€ 39,983	407
Grigori Zaslavoglou	03/06/10	Purchase	€ 39,977	1,496
	07/06/10	Purchase	€ 39,577	1,796
	08/06/10	Purchase	€ 39,983	408

XIV - RENEWAL OF THE DIRECTORS' AND AUDITORS' MANDATES

1/ The mandates of the members of the Supervisory Board shall end in the year 2013, after the Annual Ordinary Shareholders' Meeting.

2/ The mandates of the members of the Managing Board shall end in the year 2011, after the Annual Ordinary Shareholders' Meeting.
In this regard, it will be proposed at the Supervisory Board meeting to be held after the annual general meeting of 25th March 2011, that the mandates of members of the Managing Board for Mr Serge Alexis ZASLAVOGLOU and Mr Grigori ZASLAVOGLOU should be renewed for a new term of four years.

3/ The mandates of the Statutory Auditors shall end after the Annual Ordinary Shareholders' Meeting deciding on the financial statements for the fiscal year ending on 30th September 2011.

XV - OBSERVATIONS FROM THE EMPLOYEES REPRESENTATIVE COUNCIL

We hereby state that the employees' representative council convened on 20th January 2011 had no observations to make regarding the accounts of the past financial year, as authorised by the provisions of article L.432-4 of the French Labour Code.

XVI - CONVENTIONS STIPULATED BY ARTICLES L.225-79-1, L.225-86 and L.225-90-1 OF THE COMMERCIAL CODE

We hereby request that you approve the agreements and commitments stipulated by above mentioned articles, duly authorised by the Company Supervisory Board during the financial year.

Your Statutory Auditor has been informed of these agreements and commitments that it will cover in its special report, it being specified that we have informed it, on the other hand, in accordance with Article R.225-59 of the Commercial Code, of the agreements described in Article L.225-87 of the said Code bearing on current operations and signed under normal conditions.

XVII - AUDIT BY THE STATUTORY AUDITOR

In compliance with legal and regulatory provisions, the Statutory Auditor's reports are available for consultation.

◆◆◆◆

We hope that the preceding propositions will receive your approval and that you will be willing to approve the resolutions being submitted to you.

The Managing Board

RESULTS (AND OTHER TYPICAL ELEMENTS) OF THE COMPANY DURING THE LAST FIVE FINANCIAL YEARS

(in euros)

NATURE OF THE ITEMS	Financial year 2005/2006	Financial year 2006-2007	Financial year 2007-2008	Financial year 2008-2009	Financial year 2009-2010
I - CAPITAL AT THE END OF THE FINANCIAL YEARS					
Registered capital	2,400,000	2,400,000	2,400,000	2,400,000	2,400,000
N° of ordinary shares	1,200,000	1,200,000	1,200,000	1,200,000	1,200,000
N° of shares with priority dividend (with voting right)	0	0	0	0	0
Max. Number of shares to be created in the future	0	0	0	0	0
II - OPERATIONS AND RESULTS OF THE FINANCIAL YEARS					
Turnover	44,452,793	39,441,303	42,091,245	55,439,150	60,516,653
The result before tax, employee profit sharing and depreciation allowances and provisions	-661,386	1,475,529	4,779,293	11,961,805	15,258,007
Tax on profits	0	153,871	1,544,301	3,601,778	4,598,045
Sum due for the profit sharing scheme for the financial year	0	0	538,035	1,014,850	1,225,742
Result after taxes, profit, sharing and depreciation allowances and provisions	- 1,226,612	1,125,663	2,471,136	6,889,362	8,719,366
Profit distributed	0	480,000	960,000	1,920,000	2,400,000
III - PROFITS PER SHARE					
Result after taxes, profit sharing but before depreciation allowances and provisions	-0.55	1.10	2.25	6.12	7.86
Result after taxes, profit sharing and depreciation allowances and provisions	- 1.02	0.94	2.06	5.74	7.27
Dividend allocated per share	0	0.40	0.80	1.60	2.00
IV - PERSONNEL					
Average workforce employed during the financial year	189	197	182	191	202
Total amount of salaries paid	7,695,755	8,001,388	7,862,371	8,665,607	8,983,518
Amount of sums paid for fringe benefits during the financial year (social security, social works, etc.)	3,381,164	3,438,788	3,410,168	3,690,986	3,988,352

TABLE OF VALID DELEGATIONS GRANTED BY THE GENERAL MEETING OF SHAREHOLDERS TO THE MANAGING BOARD IN THE FIELD OF CAPITAL INCREASES PURSUANT TO ARTICLE L.225-100 PARAGRAPH 7 OF THE COMMERCIAL CODE.

Date of the General Assembly	Purpose of the Delegation	Duration of validation of the delegation	Date of use of the delegation, if any	Terms of use of delegation
	None			

REPORT OF THE SUPERVISORY BOARD
To the Annual General Shareholders' Meeting of 25th mars 2011

Ladies and Gentlemen,

We would like to remind you that in application of Article L.225-68 of the Commercial Code, the Supervisory Board must present its comments on the annual financial statements approved by the Managing Board to the Annual Shareholders' General Meeting, as well as on the Management Report submitted to the meeting.

We specify that the annual financial statements for the fiscal year ending on 30th September 2010 and the Management Report were provided to the Supervisory Board within the deadlines set out in the legal and regulatory provisions.

The financial statements for the said fiscal year reveal the following main items:

- Balance sheet total: € 65,030,802
- Revenues: € 60,516,653.40
- Result of the financial year: € 8,719,366.40 profit

We have no specific comments to make, neither concerning the Management Board Report nor the financial statements for the fiscal year ending on 30th September 2010.

Completed in MEYLAN
19th January 2011
The Supervisory Board

STATUTORY AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

For the financial year closed as at 30th September 2010

Shareholders,

In accordance with the assignment entrusted to us by your Shareholder's Annual Meeting, we hereby report to you, for the year ended as at 30th September 2010 on:

- the audit of the financial statements of the company GEA as enclosed in the present report
- the justification of our assessment
- specific verifications and information required by law

These financial statements have been approved by the Managing Board. Our responsibility is to express an opinion on these financial statements based on our audit.

1 Opinion on the financial statements

We conducted our audit in accordance with the professional standards applied in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of significant misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation.

We believe that our audit provides a reasonable basis.

In our opinion, the financial statements give a true and fair view of the company's financial statements and of its assets and liabilities as at 30th September 2010 and of the results of its transactions for the year then ended, in accordance with the accounting principles generally applied in France.

2 Justification of assessments

In accordance with the requirements of the article L.823-9 of the French Commercial Code, relating to the justification of our assessments, we bring to your attention the following matter:

- The method of revenue recognition is described in the note 2 i) of the notes on the financial statements. Based on our assessment of the rules and accounting principles applied by your company, we checked the accounting method and its correct application.

Thus, the assessment we provide is part of our audit approach relating to the annual accounts, taken as a whole, and contributes to the audit opinion expressed above in the first part of this report.

3 Specific verifications and information

We also performed the specific verifications required by law in compliance with the professional standards applied in France.

We have no comments on:

- the fair presentation and conformity with the financial statements of the information given in the Managing Board's report, and in the documents addressed to the shareholders concerning the financial position and the financial statements

- the fair information given in the Managing Board's report relating to the salaries and benefits paid to Corporate Officers concerned and the engagement granted to them on the occasion of the arrival, suspension or change of duties or subsequently to it

In accordance with the law, we verified that the Managing Board's report contained the appropriate disclosures as to the identity of the shareholders and votes.

Lyon, 28th January 2011
The statutory auditor
Grant Thornton
French member of Grant Thornton International

François Cayron
Partner

BALANCE SHEET
For the years ended 30th September 2010 and 2009

(Currency: Euros)

ASSETS	30/09/10	30/09/09	Note
CURRENT ASSETS			
Liquid assets	31,556,633	29,653,655	10
Accounts receivable	17,030,273	15,787,072	9
Advances to suppliers	0	0	
Inventory	14,212,825	5,585,972	8
Prepaid expenses	668,187	391,158	9
TOTAL CURRENT ASSETS	**63,467,918**	**51,417,857**	
FIXED ASSETS			
Long term investments	204,665	127,836	5
Property, plant and equipment	1,331,076	1,210,132	4
Intangible assets	27,143	41,545	3
TOTAL FIXED ASSETS	**1,562,884**	**1,379,513**	
TOTAL ASSETS	**65,030,802**	**52,797,370**	
CURRENT LIABILITIES			
Accounts payable	11,076,098	5,373,721	13
Advances from customers	0	0	
Taxes and social security payable	6,807,319	7,752,698	13
Short-term loans	11,840	3,541	
Deferred revenue	11,327,032	10,855,479	13
TOTAL CURRENT LIABILITIES	**29,222,289**	**23,985,439**	
LONG-TERM LIABILITIES			
Long-term loans	0	0	
Estimated liabilities	1,665,189	1,476,023	12
TOTAL LONG-TERM LIABILITIES	**1,665,189**	**1,476,023**	
SHAREHOLDERS'EQUITY			
Share capital	2,400,000	2,400,000	11
Share premium	2,927,021	2,927,021	11
Legal reserve	240,000	240,000	11
Other reserve	0	0	11
Retained earning	19,848,887	14,878,332	11
Amount carried forward	8,050	1,193	11
Net income	8,719,366	6,889,362	11
TOTAL SHAREHOLDERS'EQUITY	**34,143,324**	**27,335,908**	
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	**65,030,802**	**52,797,370**	

INCOME STATEMENT
For the years ended 30th September 2010 and 2009

(Currency: Euros)

	30/09/10	30/09/09	Note
Sales and other operating revenue	67,288,270	53,911,516	16
Operating expenses	-52,175,015	-42,301,197	19
Depreciation, provisions	-714,855	-476,799	20
Operating income	14,398,400	11,133,520	
Net Financial Items	126,963	571,874	
Net Extraordinary Items	17,789	-199,404	21
Profit sharing	-1,225,742	-1,014,850	
Taxation	-4,598,044	-3,601,778	18
NET INCOME	**8,719,366**	**6,889,362**	

The accompanying notes are an integral part of these balance sheets and statements of income.

CASH FLOW STATEMENT
For the years ended 30th September 2010 and 2009

(In thousand Euros)

	sept-10	sept-09
OPERATING ACTIVITES		
Net income	8,719	6,889
Depreciation, amortization and provision	716	456
Profit or loss on disposal of assets	-24	-11
CASH FLOW FROM OPERATING ACTIVITIES	**9,411**	**7,334**
Change in accounts receivable	-1,520	-3,223
Change in inventories and work in progress	-8,745	2,396
Change in account payable	5,229	5,518
NET CASH PROVIDED BY OPERATING ACTIVITIES	**4,375**	**12,025**
INVESTING ACTIVITIES		
Acquisitions of fixed assets	-514	-277
Disposal of fixed assets	30	26
Net investments	-484	-251
Net financial investments	-76	-67
NET CASH FLOW USED IN INVESTING ACTIVITIES	**-560**	**-318**
FINANCING ACTIVITIES		
Capital increase	0	0
Dividends paid	-1,920	-960
New short-term loans	0	0
Reduction in long term debts	0	0
Change in current account	0	0
NET CASH FLOW PROVIDED BY FINANCING ACTIVITIES	**-1,920**	**-960**
NET CHANGE IN BANK DEPOSITS	**1,895**	**10,747**
BANK DEPOSITS AT 1ST OCTOBER	29,651	18,904
BANK DEPOSITS AT 30TH SEPTEMBER	**31,546**	**29,651**

NOTES ON THE FINANCIAL STATEMENTS

(Amounts given in Euros)

30th September 2010

GEA is a French manufacturer of toll collection equipment

Note n° 1: Significant Events of the Year

No significant event occurred during the year.

Note n° 2: Accounting Principles

The financial statements have been prepared in accordance with the following principles generally accepted in France:

- Going concern
- Consistency principle
- Accrual basis of accounting

All accounting values have been assessed according to the historical cost principle.

No exception to generally accepted accounting principles has been made.

a) Intangible Assets

Depreciation is provided on the straight-line method for the estimated useful life:

- Software: 12 months

Research and development expenditures are charged to profit and loss account.

b) Tangible Assets

Tangible assets are valued at their historical cost.

Depreciation is provided on the straight-line and declining balance methods for financial accounting purposes over the following estimated useful lives :

- Machinery and equipment: 3 to 10 years
- Fixtures 5 to 15 years
- Transportation equipment 1 to 15 years
- Office equipment 1 to 10 years

c) Investments

Investments are valued at acquisition cost. Depreciation is provided for the difference between acquisition cost and the fair value.

The fair value is assessed on the owner's equity, the expected profitability and business prospects.

d) Payable and Receivable Trade Accounts

They are valued at historical cost. If necessary, depreciation is provided for doubtful accounts.

e) Inventories and Goods in Progress

Raw materials are valued on a FIFO basis. Goods in progress are valued at the lower cost between production cost and liquidation price. It includes raw materials and direct labour costs together with general expenses related to production, except for financial expenses.

f) Short Term Investment

Financial investments concern mutual funds as well as quoted shares. Mutual funds are valued on a FIFO basis. If necessary, depreciation is provided for the difference between acquisition and the fair value. Quoted shares are valued at the financial year-end price.

g) Foreign currency operations

Payable and receivable accounts are valued according to the corresponding foreign currency value on closing day. The difference generated by this conversion is seen on the balance sheet as unrealised exchange gains and losses. Depreciation is provided for possible loss. Covered accounts are valued at coverage cost.

h) Turnover

The turnover is constituted of the amounts to be invoiced to clients according to contractual agreements (specifications).

The invoicing is completed according to the work in progress, via succeeding situations.

Other works are recognised as goods in progress.

i) Profit Margin

The profit margin on long-term contracts is recognised when works are completed.

j) Pension Commitments

Pension commitments are accounted based on the retirement allowances defined by the collective agreement including social charges. The provision corresponds to the updated allowances that would be allocated to the 65-year-old staff considering the expectation of life and the turnover rate estimated for each employee.

Commitments are calculated according to the INSEE table of 2003-2005.

Note n° 3: Intangible Assets

	Sept-10	Sept-09
Intangible assets	27,143	41,545

Intangible assets include software.

Note n° 4: Tangible Assets

The company owns the following property and equipment:

	Sept-10	Sept-09
Machinery and equipment	126,233	123,515
Fixtures	259,329	249,087
Transportation equipment	781,691	706,924
Other assets	163,823	130,606
Assets in progress	0	0
TOTAL	**1,331,076**	**1,210,132**

Note n° 5: Shares and Investments

	Sept-10	Sept-09
Shares	0	0
GEA shares	176,116	94,087
Other investments	28,549	33,749
TOTAL	204,665	127,836
Depreciation	0	0
TOTAL	**204,665**	**127,836**

Note n° 6: Investment Companies' Shares

Investment companies' shares are composed of 6,767 G.E.A. shares. The selling value as at September 30th 2010 is € 301,132 for an accounting value of € 176,116.

Note n° 7: Related company disclosures

No share in a related company appears in the assets.

Note n° 8: Inventory and Goods in Progress

	Sept-10	Sept-09
Raw materials and spare parts	4,163,360	3,249, 720
Raw materials depreciation provision	118,925	0
Goods in progress	10,168,390	2,336,252
TOTAL	**14,212,825**	**5,585,972**

Note n° 9: Trade and Other Debtors

	Sept-10	Sept-09
Trade debtors	16,308,575	15,491,930
Other debtors	721,698	295,142
	17,030,273	15,787,072
Less: allowance for doubtful accounts	0	0
	17,030,273	15,787,072
Prepaid expenses	668,187	391,158
TOTAL	**17,698,460**	**16,178,230**

Note n° 10: Liquid Assets

Liquid assets are composed of securities as well as cash and bank deposits:

	Sept-10	Sept-09
Securities	1,940,884	178,541
Cash and bank deposits	29,615,749	29,475,114
TOTAL	**31,556,633**	**29,653,655**

Note n° 11: Shareholder's Equity

The share capital is divided into 1,200,000 shares, worth € 2 each.

Shares held for over 4 years become double-voting

Note n° 12: Estimated Liability

	Sept-10	Sept-09
Provision for guarantee on domestic and export works	620,747	613,929
Provision for foreign exchange risk	0	0
Provision for pension commitment	1,044,442	862,094
TOTAL	**1,665,189**	**1,476,023**

Note n° 13: Trade and Other Creditors due within One Year

	Sept-10	Sept-09
Trade creditors	10,942,165	5,230,265
Other liabilities	133,933	143,456
Other creditors including taxation and social security	6,807,319	7,752,698
TOTAL	**17,883,417**	**13,126,419**
Prepaid receivables	11,327,032	10,855,479

Note n° 14: Accrued Liabilities

	Sept-10	Sept-09
Trade creditors	3,522,738	1,477,023
Tax and payroll	4,055,484	3,952,240
Other creditors	136,652	145,606
TOTAL	**7,714,874**	**5,574,869**

Note n°15: Commitments

Forward exchange coverage

KPLN	8,300	K€ :	2,083

Off - balance sheet assets:
Bank guarantee: 12,195 K€

Note n° 16: Information by Business Activity and Area

	France	Export	Turnover
Production	37,418,624	19,730,828	57,149,452
Services	1,115,216	2,251,985	3,367,201
TOTAL	**38,533,840**	**21,982,813**	**60,516,653**

Note n° 17: Information on Staff

	Sept-10	Sept-09
Wages and salaries	8,983,518	8,665,607
Social security	3,988,352	3,690,986
TOTAL	**12,971,870**	**12,356,593**

- Number of employees:

	Sept-10	Sept-09
Management	84	75
Employees	122	120
TOTAL	**206**	**195**

Note n° 18: Income Tax

	Income	Income Tax
Operating income	14,525,363	-4,592,115
Profit sharing	-1,225,742	-
Extraordinary items	17,790	-5,930
Net income	**13,317,411**	**-4,598,045**

Note n° 19: Operating expenses

Operating expenses include the following:

	Sept-10	Sept- 09
Cost of sales	30,936,576	23,747,707
Payroll	12,971,870	12,356,593
Tax expenses	1,126,169	846,921
Other operating expenses	7,140,400	5,349,976
TOTAL	**52,175,015**	**42,301,197**

Note n° 20: Depreciation and Provision Expenses

	Sept-10	Sept- 09
Depreciation on intangible assets	112,694	48,951
Depreciation on tangible assets	294,070	268,802
Allocation to provision for raw materials depreciation	118,925	0
Allocation to provision for doubtful accounts	0	21,118
Allocation to provision for guarantee on domestic and export works	6,818	66,661
Allocation to provision for pension commitment	182,348	71,267
TOTAL	**714,855**	**476,799**

Note n° 21: Extraordinary items

Extraordinary items (profit)	1,735
Extraordinary items (loss)	-8,552
Net profit on tangible assets sale	24,606
TOTAL	**17,789**

Note n° 22: Subsidiaries and Investments

Subsidiaries	Capital	Interest percentage	Shares gross value	Loans and advances	Turnover	Cashed in dividends
	Reserves and carry forward in local currency		Shares net value in €	Guaranties and backings in €	Net income in €	
Total Subsidiaries			0			
GEA Share			176,116			
Total securities (Gross value)			176,116			

Note n° 23: Cash Flow Charts

Cash is defined by the company as the total of:

- Inflows values
- Demand deposits in the banks
- Cash accounts
- Short term securities, net with valuation allowance if necessary

Short term securities are very liquid investments, the value of which is not supposed to change in a significant manner.

The cash flow chart is shown according to the indirect method, from the net benefit.

CORPORATE GOVERNANCE

Supervisory Board Chairman's report regarding the rules governing the preparation and organisation of the Board of Directors' work, and the internal control procedures established by the company

Ladies and Gentlemen,

This report, which supplements that of the Managing Board, sets forth the rules and administrative modalities governing the preparation and organisation of the Supervisory Board's work during the financial year, as well as the internal control procedures established by the company, pursuant to the provisions of article L. 225-68 of the Commercial Code.

To write this report, we referred to AFEP-MEDEF amended by the recommendations of the 6th October 2008 available at www.code-afep-medef.com and we relied on the AMF Reference Guide on internal control for small and mid-caps available on the AMF website www.amf-france.org

I- RULES GOVERNING THE PREPARATION AND ORGANISATION OF THE SUPERVISORY BOARD'S WORK

- The organisation and working of the Supervisory Board

As a result of adopting a method of management of the company with a Managing Board and a Supervisory Board, the Supervisory Board members appointed by the Extraordinary General Meeting on 15th November 2007 are as follows:

- Mr Serge ZASLAVOGLOU
- Mr Louis-Michel ANGUE
- Mr Henri CYNA
- Mr Pierre GUILLERAND
- Mr Roland ROC
- Mrs Jeannine ZASLAVOGLOU

The term of office is 6 years and the number of members over 75 may not exceed one third of the total members.

Each member must have at least one GEA share.

The number of Board members associated with the company by an employment contract cannot exceed one third of the members in office. No member of the Supervisory Board is bound to the Company by a contract of employment.

The Supervisory Board meeting the same day appointed:

1/ Mr Serge ZASLAVOGLOU, President of the Supervisory Board and Mrs Jeannine ZASLAVOGLOU, Vice Chairman of the Supervisory Board

2/ Mr Serge Alexis ZASLAVOGLOU, Chairman of the Board, and Mr Grigori ZASLAVOGLOU, Managing Director..

During the 2009/2010 financial year the Supervisory Board met five times:

- On 13th November 2009 it examined the Managing Board report for the fourth quarter of fiscal year 2008/2009.
- On 21st January 2010 it examined the accounts of the previous year and the annual report of the Managing Board, the activity of the first quarter of fiscal year based on the report of the Managing Board, the agreements referred to in Article L.225-86 of the Commercial Code and the Chairman's report on the conditions of preparation and organisation of work of the Supervisory Board and internal control. The Supervisory Board considered the various risks that the company could be facing and heard and appreciated the protective measures used by the Managing Board. It has developed its report based on the report of the Managing Board and on the accounts for the year 2008/2009.
- On 25th March 2010 it decided on the way attendance fees should be allocated between members of the Supervisory Board and authorised the agreement referred to in Article L.225-86 of the Commercial Code
- On 31st May 2010 it considered the second quarter report of the Managing Board, the forecast documents prepared by the Managing Board, the half-yearly financial report of the Managing Board.
- On 13th August 2010 it examined the third quarter activity report of the Managing Board.

- Evaluation of work of the Supervisory Board

During the past fiscal year, the members of the Supervisory Board examined their practices regarding corporate governance, especially procedures for work preparation and organisation, and assessed the adequacy of the organisation in relation to the assignment.
The aim was to apply the recommendations set forth by the new economic regulations laws as well as by the VIENOT and BOUTON reports, found to be compatible with the company's size and business volume.

The Supervisory Board judged that it was not necessary to put in place self-assessment rules, given the existing relations among the members of the Board (6 members, including 4 independent members who were not part of the Chairman's immediate family); it nevertheless regularly discussed, informally, the quality of the work and how to improve it.

- Limitations to the Managing Board's powers set by the Supervisory Board

Members of the Managing Board are appointed for four years and can be re-elected. They may be removed, by the Supervisory Board if necessary. The age limit for performing duties of Board member is 75 years. The Managing Board is vested with powers to act in all circumstances on behalf of the company within the limits of the company purpose and subject to powers granted by law to the Supervisory Board and at shareholders meetings. The Managing Board is not entitled to decide or authorise the issuing of bonds.

II- INTERNAL CONTROL PROCEDURE

- Objectives of Internal Control

The purposes of internal control procedures are:
- To ensure that the acts of management or the execution of operations, as well as the behaviour of individuals, fall within the scope of the orientations of the company's activities determined by its governing organs, by the law and regulations applicable and by the values, standards and internal rules established in the company
- To verify that the accounting, financial and managerial information transmitted to the company's social organs gives a truthful picture of the company's situation
- To avoid risks of error and fraud within the company
- To preserve and protect the assets

An internal control, as is the case with any control system, does not provide an absolute guarantee of total elimination of risks, but gives only a reasonable assurance that the objectives are met.

The main risks (including factors which may impact in the case of a public offer) to which the company is exposed are described in Title IV of the management report on operations for the year ended 30/09/10, published within the annual financial report on 31st January 2010 and available on the company website. The management of these risks is also described at title IV of the report.
Information on the capital structure is covered at title VI of the management report.

- Summary Description of the General Organisation of the Internal Control Procedures

Regarding internal control procedure itself, the company has endeavoured to establish the means that are most appropriate to the company profile whose shares are listed on a regulated market, and to its French and international business. Current business is supervised by members of the Managing Board with a management team consisting of 6 Directors and a Company Secretary: Mr Tanoukhi, is in charge of project management; Mr Alexis Zaslavoglou, is responsible for the development of new products; Mr Mannechez runs software applications; Mr Ott, is in charge of sales and marketing strategy; Mr Thoreau ensures commercial management ; Mr Larrang is the American Commercial Manager, and finally Mr Grigori Zaslavoglou is the Company Secretary.
The Managing Board with its management team oversees operations to prevent and monitor any kind of risks to the company, whether or not linked to the activity; while risks of a more financial character are supervised by Mr Grigori Zaslavoglou, Company Secretary.

Significant commercial offers are validated by at least one member of the Managing Board prior to shipment to customers. Similarly all contracts are signed by a member of the Board, or with its written permission.

The accounting and financial functions, and management control during the year were assumed by the Company Secretary under the authority of the Managing Board and assisted by an Accounting and Treasury Department composed of 8 people. The acting Chief Accountant under the authority of the Company Secretary and in accordance with company accounting procedures ensured the correct and complete invoice record of customers and suppliers. Accounting function resources are reviewed annually and were found to still be adapted to the size and activity of the company.

Purchases are made for firm projects. Stocks and work in progress are subject to an annual comprehensive physical inventory and a six-monthly revue. Supplier Payments are subject to validation by the Purchase Department and / or project managers concerned. A final inspection before payment is made by a member of the Managing Board.

The policy for the coverage of financial risks of any nature as well as the signing of commitments was monitored by the Company Secretary under the supervision of the Managing Board

Financial investments were made on instruction from the Company Secretary, who also assumed the whole of the company relations with the banks.

As part of the choice made by the company to use bank debt as little as possible, and given the importance and permanence of the treasury, internal financing and cash was controlled by the Company Secretary. He also oversaw periodic checks between cash and accounting and ensured the correction of any anomalies. On each financial closing the Board was informed of the company treasury situation.

The Company Secretary also oversaw the production of financial statements and finalised them with the Chartered Accountant after audit by the External Auditor.

- Judicial and Tax Functions

Judicial and tax functions are generally outsourced to specialised firms.

- Internal control procedures related to accounting and financial information

The accounting and management system rests on an internal information system that is backed up by the regular assistance of a chartered accountant, payroll processing being outsourced to the latter.

The Managing Board ensures that information conservation requirements, data and processing for the establishment of accounting and financial statements are met.

Accounts are reconciled twice a year.

Forecasts are made annually and revised at the end of each half-year.

The organisation in place thus facilitates comprehensive monitoring of the bookkeeping, correct evaluation of transactions and the production of accounting and financial data according to accounting standards in effect and accounting rules and methods implemented by the company.

The Supervisory Board has been informed of these principles, approved by the Managing Board and reviewed by the External Auditors. Any change in accounting principle is, where applicable, the subject of consultation with the External Auditor and of information to the Board.

Financial information is controlled by the Auditor during audits in accordance with current standards.

The establishment of the results, the balance sheet, financial position and annexes are explained to the Supervisory Board at each published financial closing.

Financial and accounting information is subject to regular publication to shareholders and the financial community under the authority of the Company Secretary and according to a schedule established with the support of an outside legal counsel.

The company has also complied with information obligations resulting from implementation of the Transparency Directive in the Monetary and Financial Code and which have been imposed with effect from 20th January 2007. It will continue to strive on the application of these regulations.

III- RULES RELATING TO THE PARTICIPATION OF SHAREHOLDERS TO THE GENERAL ASSEMBLY

There are no special conditions regarding the participation of shareholders in the general meeting. The modalities of participation are those defined by law and company provisions relating thereto (Article 33).

IV- PRINCIPLES AND RULES ADOPTED BY THE SUPERVISORY BOARD TO DETERMINE THE REMUNERATION AND BENEFITS OF ANY KIND GRANTED TO BOARD MEMBERS

At the 21st December 2007 meeting, the Supervisory Board gave Mr Cyna, one of its members, the mission of studying and proposing remuneration for company Board Members, based on opinion and expertise of firms in this field, where needed.

Mr Cyna therefore contacted Boyden and Hewitt for this mission, and they have submitted their findings.
Based on these independent outside recommendations, Mr Cyna submitted proposals to the Supervisory Board, which adopted them at its meeting on 24th January 2008.

Remuneration of company Board Members was the following during the financial year:

- Mr Serge ZASLAVOGLOU: € 208,118.31 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Expenses reimbursement	€ 8,118.31	€ 897.67	€ 7,104.67	€ 928.44
Benefit in kind	none	none	none	none
Remuneration as Chairman of the Supervisory Board	€ 100,000	€ 75,000	€ 100,000	€ 75,000
Attendance fees	€ 10,000	€ 10,000	€ 10,000	€ 10,000
Income for specific missions	€ 90,000	€ 90,000	€ 90,000	€ 75,000
TOTAL	€ 208,118.31	€ 175,897.67	€ 207,104.67	€ 160,928.44

- **Mr Serge Alexis ZASLAVOGLOU**: € 266,032.63 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€ 78,467.72	€ 78,467.72	€ 85,240.61	€ 85,240.61
Variable salary under the employment contract according to the level of business of the company	€ 112,457.98	€ 112,457.98	€ 115,856.59	€ 116,969.86
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€ 40,333	€ 24,000	€ 40,000	€ 24,000
Expenses reimbursement	€ 28,625.93	€ 28,625.93	€ 16,243.37	€ 16,243.37
Benefit in kind (in a personal use of the company aircraft)	€ 6,481	€ 0	€ 9,001	€ 0
Specific Advantages for termination or change of function (deferred pay, severance and pension obligations, termination without cause real and serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€ 266,032.63	€ 243,551.63	€ 266,341.57	€ 242,453.84

- **Mr Henri CYNA:** € 5,501.70 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Jetons de présence	€ 5,400	€ 5,400	€ 5,400	€ 5,400
Avantages en nature (utilisation à titre personnel d'un badge de télépéage)	€ 101,70	€ 101,70	€ 33,40	€ 33,40
TOTAL	€ 5 501,70	€ 5 501,70	€ 5 433,40	€ 5 433,40

- **Mr Louis-Michel ANGUE:** € 5,400 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mr Pierre GUILLERAND:** € 5,400 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mr Roland Roc:** € 5,400 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mrs Jeannine Zaslavoglou:** € 5,400 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€ 5,400	€ 5,400	€ 5,400	€ 5,400
TOTAL	€ 5,400	€ 5,400	€ 5,400	€ 5,400

- **Mr Grigori ZASLAVOGLOU**: € 177,735.57 as follows:

Type of remuneration	Financial year 2009/2010		Financial year 2008/2009	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€ 74,598.85	€ 74,598.85	€ 66,216.84	€ 66,216.84
Variable salary under the employment contract according to the level of business of the company	€ 28,114.43	€ 28,114.43	€ 28,964.14	€ 29,252
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€ 40,000	€ 24,000	€ 40,000	€ 24,000
Expenses reimbursement	€ 8,860.29	€ 0	€ 8,256.27	€ 0
Benefit in kind (in a personal use of the company aircraft)	€ 26,162	€ 0	€ 36,870	€ 0
Specific Advantages for termination or change of function (deferred pay, severance and pension, obligations, termination without cause real and, serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€ 177,735.57	€ 126,713.28	€ 180,307.25	€ 119,468.84

V- CONDITIONS OF PREPARATION OF THIS REPORT AND ASSESSMENT OF PROCEDURES

This report was prepared with the support of the Company Secretary and based on comments from members of the Supervisory Board.
This report was submitted to the Supervisory Board on 19th January 2011 by the President of the Supervisory Board, and the Board, after discussion, approved the terms.

The means and procedures used for internal control by the company have been considered as adapted for the moment.

Meylan,
19th January 2011

AUDITOR'S REPORT

Issued in accordance with the last paragraph of article L.225-235 of the French Commercial Code on the report of the President of the Supervisory Board of the company GEA, as regards the procedures of internal control relating to the issue and the process of the accounting and financial information.

Financial year closing on 30th September 2010

Shareholders,

As statutory auditor of the company GEA, and in accordance of the article L. 225-235 of the French Commercial Code, we hereby report to you on the report issued by the President of the Supervisory Board of your company, in compliance with the article L. 225-68 of the French Commercial Code, for the financial year ended 30th September 2010.

It is the President's responsibility to prepare and submit for approval by the Supervisory Board, a report reflecting the internal control and risk management procedures implemented within the company and giving other information required by the article L. 225-68 of the French Commercial Code regarding, in particular, provision for corporate governance.

Our assignment consists in:

- communicating our observations on the information contained in the President's report on internal control procedures relating to the preparation and processing of accounting and financial information

and

- certifying that the report includes the other information required under article L. 225-68 of the French Commercial Code, given that it is not for us to verify the sincerity of this information.

We performed our work in accordance with professional standards applicable in France.

Information concerning internal control procedures relating to the issue and the process of accounting and financial information

Professional standards require the implementation of diligences in order to assess the fairness of the information concerning internal control procedures relating to the issue and processing of the accounting and financial information contained in the President's report. These diligences consist mainly in:

- getting to know the procedures of internal control relating to the issue and the process of the accounting and financial information underlying the information presented in the President's report as well as the existing documentation

- getting to know the works which enabled the generation of this information and the existing documentation

- determining whether the major deficiencies of the internal control relating to the issue and the process of accounting and financial information that we noticed during our engagement are subject to appropriate information in the President's report

Based on our work, we do not have any comment on the information concerning the procedures of the company's internal control relating to the issue and the process of accounting and financial information in the President of the Supervisory Board's report, issued in accordance with the article L. 225-68 of the French Commercial Code.

Other Information

We certify that the report of the President of the Supervisory Board includes the other information required under the article L. 225-68 of the French Commercial Code.

Lyon, 3rd February 2011

The Statutory Auditor
Grant Thornton
French member of Grant Thornton International
Francois Cayron
Partner

INTERMEDIARY MANAGEMENT BALANCE
For the years ended 30th September 2010 and 2009
(In thousand Euros)

	30/09/10	% PROD	30/09/09	% PROD
Production sold, and sales of equipment	60,517		55,439	
Production stored	6,651		-1,749	
Immobilised production	0		0	
PRODUCTION DURING THE FINANCIAL YEAR	**67,168**	**100.00%**	**53,691**	**100.00%**
Purchase of raw material	-31,850		-23,079	
Variation in stocks	914		-669	
Other purchases and external expenses	-7,002		-5,213	
ADDED VALUE	**29,229**	**43.52%**	**24,730**	**46.06%**
Operating subsidies	0		0	
Taxes and VAT	-1,126		-847	
Salaries and wages	-8,984		-8,666	
Social expenses	-3,988		-3,691	
GROSS OPERATING SURPLUS	**15,131**	**22.53%**	**11,527**	**21.47%**
Recovery of pay-off and provisions	0		21	
Transfer of expenses	119		199	
Other products	2		2	
Pay-off endowments	-407		-318	
Operating provisions endowment	-308		-159	
Other expenses	-139		-137	
OPERATING RESULTS	**14,398**	**21.44%**	**11,134**	**20.74%**
Financial products	222		648	
Financial expenses	-95		-76	
CURRENT RESULT BEFORE TAX	**14,525**	**21.63%**	**11,705**	**21.80%**
EXCEPTIONAL RESULT	**18**		**-199**	
Workers participation	-1,226		-1,015	
Corporate tax	-4,598		-3,602	
NET RESULT	**8,719**	**12.98%**	**6,889**	**12.83%**

AUDITOR'S SPECIAL REPORT ON THE AUTHORISED TRANSACTIONS

For the financial year closed as at 30th September 2010

Shareholders,

As Auditor of your company, we hereby report to you on the authorised transactions.

It is our responsibility to communicate to you, on the basis of the information given to us, on the characteristics and terms of the transactions and obligations we were informed with or we were discovered during mission, without having to comment on their use and validity, nor to seek the existence of others transactions and obligations.
It is your responsibility, in accordance with the article R 225-58 of the French Commercial Code, to assess the relevance related to the conclusion of such transactions in order to approve them.

Pursuant to the article L. 225-88, of the French Commercial Code, we were informed of the transactions which were formerly approved by your supervisory board.

We conducted our work in accordance with the professional standards applicable in France; those standards require that we plan the audit to control the consistency of the information which was given to us with the basic documents from which it comes.

1 Transactions and obligations submitted for approval by the general meeting

We were informed that there is no transaction and no obligation authorised during this financial year to submit the approval of the general meeting in accordance with the article L. 225-86 of the French Commercial Code.

2 Transactions and obligations already approved by the general meeting

Moreover, pursuant to the article L. 225-57 of the French Commercial Code, we were informed that the following transactions or obligations, already approved by the general meeting during the previous financial years, continued during this financial year.

These transactions or obligations are presented in the Tables 1 and 2 of this report
The persons concerned by these transactions are listed in the table 3 of this report.

Lyon, 28th January 2011
The statutory auditor
Grant Thornton
French member of Grant Thornton International
François Cayron
Partner

TABLEAU I : ADVANCES AND LOANS

Transactions previously approved

Advances or Loans		Amount on 30/09/2010 in euros	Conditions	Revenue or (charge) in euros
Extended by	Received by			
Transactions previously approved				
Serge ZASLAVOGLOU	GEA	1,439	Current account paid at the maximum tax deductible rate Amount recognised :	<54>

TABLEAU II : TRANSACTIONS OTHER THAN ADVANCES AND LOANS

Transactions previously approved

Name of the company	Nature, matter, forms of the transactions	Revenue or (charge) in euros
SCI EPSILON	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 31,490 euros duty free and excluding the property tax on the built properties - security deposit: fixed to 7,872 euros corresponding to 3 months of renting - review of the rent: indexation on the building cost index - duration: 9 years from 14/06/2002 Amount recognised:	<40,808>
SCI KALISTE	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 83,286 euros duty free and excluding the property tax on the built properties - security deposit: fixed to 20,821 euros corresponding to 3 months of renting - review of the rent: indexation on the building cost index, - duration: 9 years from 01/10/2005 Amount recognised:	<97,884>
SCI SANTA CRUZ	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 39,467 euros duty free excluding the property tax on the built properties - review of the rent: indexation on the building cost index - duration: 9 years from 01/07/2007 Amount recognised:	<42,920>
SCI de Canastel	Commercial lease agreement concerning the premises located in Meylan concerning: - annual rent of 74,903 euros duty free excluding the property tax on the built properties - review of the rent: indexation on the building cost index - duration: 9 years from 01/10/2005 Amount recognised:	<88,032>

Transactions previously approved

Name of the company	Nature, matter, forms of the transactions	Revenue or (charge) in euros
SCI KALISTE	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 20,410 euros duty free excluding the property tax on the built properties - security deposit: fixed to 6,102 euros corresponding to 3 months of renting - review of the rent: indexation on the building cost index - duration: 9 years from 01/06/2008 Amount recognised:	<26,490>
Mr Serge ZASLAVOGLOU (EURL SZ CONSULTING)	Service of Mr Serge Zaslavoglou for special assignments entrusted in the interest of the company. Payment by invoicing limited to a maximum annual budget of 90,000 euros exclusive of VAT. Amount recognised:	<90,000>
Mr Henri CYNA	GEA made a toll pass available to Mr Cyna during his term as member of the Supervisory Board. Amount recognised:	<49>
Mr Serge Alexis ZASLAVOGLOU	GEA made company vehicles available to Mr Serge Alexis Zaslavoglou as benefits in kind, within the limit of 5,000 kilometres. No charge has been booked for FY 2009 (Supervisory Board meeting from 29th May 2009)	

TABLEAU III : PERSONS INVOLVED IN TRANSACTIONS

	GEA	SCI KALISTE	SCI DE CANASTEL	SCI EPSILON	SCI SANTA CRUZ
Serge ZASLAVOGLOU	Chairman of the Supervisory Board	Manager	Manager	Manager	Manager
Serge Alexis ZASLAVOGLOU	Chairman of the Managing Board	Partner		Partner	Partner
Grigori ZASLAVOGLOU	Member of the Managing Board and Managing Director	Partner		Partner	Partner
Jeannine ZASLAVOGLOU	Vice-chairman of the Supervisory Board		Partner		
Henri CYNA	Member of the Supervisory Board				

MANAGING BOARD'S REPORT
On the extraordinary decisions of the Annual and Extraordinary General Assembly Meeting of 25th March 2011.

Ladies and Gentlemen,

We have convened this Annual Ordinary and Extraordinary General Meeting, to provide you with the following special resolutions:

Authorisation granted to the Managing Board to reduce the share capital by cancelling shares

The Managing Board has reviewed the company policy of share repurchase, conducted within the framework of the liquidity contract and terms of acquisition concluded with investment service providers working completely independently and in accordance with the AMAFI Charter of Ethics the approved by the AMF.

The ever greater unpredictability of the market has led to the conclusion that it would be desirable to continue to provide, if necessary, means of intervention on the share in the interest of the shareholder.

Among these means is the cancellation of shares.

For this reason, you are asked to authorise, in the interest of the company, the ability to proceed as necessary, on the cancellation of shares acquired under the shares buyback policy that could be implemented.

These potential reductions in capital would not exceed 10% of the social capital, over a maximum period of 18 months and in accordance with legal provisions.

The External Auditor will now read the special report prepared in accordance with Articles L. 225-204 and R 225-150 of the Commercial Code.

Capital increase amounting to 8,944 euros by deduction from the reserves, subject to the prior reduction of share capital by the same amount by the cancellation of shares by the Managing Board

Furthermore, we have convened an Extraordinary General Meeting in order to submit a project to increase the capital of the Company.

This capital increase will be implemented, subject to the prior reduction of the Company capital by 8,944 euros through the cancellation of 4,472 shares of a value of €2 each, which was decided by the Managing Board under authorisation granted by the Mixed General Meeting on 25th March 2010.

The foregoing leads us to suggest, in accordance with our policy of harmonisation of social capital, an increase in the capital of the Company amounting to €8,944 by incorporation of a sum of €8,944 taken from the "other reserves" account, which would mean the capital of the Company would remain fixed at €2,400,000.

This capital increase will be achieved by raising the nominal value of the action, which is currently at €2 euros, to be increased to €2.0075.

The capital of the Company of €2,400,000 would thus be divided into 1,195,528 shares of a value of €2.0075 each.

Articles 7 and 8 of the Company statues, entitled "Contributions" and "Social Capital" respectively, would consequently be modified.

Removal of the reference to the nominal value of the action in the Memorandum and Articles of Association

Otherwise, given that the nominal share value is set at €2.0075 euros which are now fractional shares, we suggest that the reference to the nominal value of the share in the articles of association be deleted.

It is therefore suggested that article 8 entitled "Social Capital" of the articles of association should be amended in the following way:

« The social capital is set at two million four hundred thousand (2,400,000) euros, divided into one million one hundred and ninety-five thousand, five hundred and twenty eight (1,195,528) fully paid shares, all of the same class and same nominal value. »

Capital increase reserved for employees

Finally, we remind you that under the provisions of Article L.225-129-6 paragraph 2 of the Commercial Code, when the management report to the Annual Ordinary General Assembly shows that the shares held collectively by employees represent less than 3% of the social capital, the Managing Board must convene an Extraordinary General Meeting in order to submit a resolution to undertake an increase in capital reserved for employees subscribing to a company savings plan.

The management report for the year ended 30th September 2010 submitted to the Ordinary General Meeting convened for approval of the yearly accounts, revealed a collective participation of workers below the legal threshold.

Therefore, the Managing Board is submitting to you a resolution to determine the effect of a capital increase reserved for employees of the Company who are members of a company savings plan.

It is to be remembered that the consultation of the Extraordinary General Meeting must be renewed every three years as long as the shareholding of employees remains below 3%.

It is proposed that all powers should be delegated to the Managing Board in accordance with Articles L.225-129-6 paragraph 2 and L. 225-138-1 of the Commercial Code, to conduct in one or more times, as provided in Articles L.3332-18 to L. 3332-24 of the Labour Code, a share capital increase in cash of a maximum of €72,000 reserved for employees of the Company joining the company savings plan.

This authorisation would be granted for a period of twenty-six months from the decision of the Assembly.

The subscription price of shares will be determined in accordance with the provisions of Articles L.3332-18 to L. 3332-24 of the Labour Code.

It is therefore requested that all the following powers be delegated to the Managing Board:
- the establishment of all the terms of the operation(s) of capital increase, i.e.:
- the establishment of a business savings plan as provided in Articles L.3332-1 to L. 3332-8 of the Labour Code ;
- recording capital increases and amending the Memorandum and Articles of Association accordingly ;
- Generally doing whatever is useful and necessary in the execution of this authorisation.

You will also hear the reading of the special report from the Auditor who will give you his opinion on the suppression of your preferential subscription rights and on the accuracy of data from the Company accounts.

This proposed capital increase reserved for employees is brought to you in response to a triennium legal obligation; however the Managing Board, judging it as untimely, suggests that the draft resolution relating thereto be rejected.

◆◆◆◆

The resolutions about to be read are submitted to you for your approval.

The Managing Board

AUDITOR'S REPORT ON CAPITAL REDUCTION BY THE CANCELLATION OF SHARES PROPOSED TO THE SHAREHOLDERS GENERAL MEETING OF 25TH MARCH 2011

(6th resolution of the Extraordinary General Meeting)

Shareholders,

As statutory auditor of the company and in execution of the assignment under the article L.225-209 of the French Commercial Code regarding capital reduction by cancellation of purchased shares, we have issued this report to inform you of our assessment of the causes and conditions of the proposed capital reduction.

We have carried out the works we considered necessary, in view of the professional doctrine of the French Institute of Auditors, concerning this assignment. These works consist in examining whether the causes and conditions of the proposed capital reduction are compliant with applicable regulations.

This operation consists in the purchase by the Company, within 10 % of its share capital, of its own shares, in accordance with conditions of the article L.225-209 of the French Commercial Code. This purchase authorisation is also proposed for the approval of the Shareholders General Meeting and would be given for a period of 18 months.

Your Managing Board asks you to delegate to it, for an 18 month period, for the implementation of the purchase authorisation of the company's own shares, all powers to cancel shares so purchased within the limit of 10 % of the capital.

We do not have any comment on the causes and conditions of the proposed capital reduction, bearing in mind that it can only be done if your Shareholders General Meeting first approves the acquisition of the company's own shares.

Lyon, 3rd February 2011

The Statutory Auditor
Grant Thornton
French member of Grant Thornton International

François Cayron
Partner

STATUTORY AUDITOR'S REPORT ON A SHARE CAPITAL INCREASE RESERVED TO GEA EMPLOYEES
GEA - Grenobloise d'électronique et d'automatismes

General Meeting as at 25th March 2011

Shareholders,

As Auditor of your company and in compliance with the assignment entrusted to us pursuant to the article L 225-135 of the French Commercial Code, we hereby present our report on your project of reserved share capital increase by a maximum amount of €72,000 with cancellation of the preemptive right reserved to the company's employees having a company savings plan and, ask you to give an opinion on this transaction.

This share capital increase is submitted to your approval pursuant to the provisions of article L 225-129-6 of the Commercial Code and article L 3332-18 and following of the Labour Code.

Your board of directors is suggesting to you, on the basis of their report, to delegate them for a twenty-six period the ability to set up the terms of this transaction and to cancel the preemptive rights for equity securities to be issued.

It is your board of directors' responsibility to issue a report in compliance with the articles R.225-113 and R.225-114 of the commercial Code. It is our responsibility to express an opinion on the fairness of the figures coming from the accounts, on the suggestion of cancelling the preemptive right for equity securities to be issued and on some other pieces of information mentioned in this report.

We performed the diligences that we consider as necessary, in compliance with the professional standards of the French Auditors Institute relating to this engagement. These diligences consist in checking the board of directors' report regarding this transaction and the terms for determining the issue price of equity securities.

Subject to a later review of the terms of this capital increase, we have no comments regarding the terms and conditions of the share issue price given in the report of the Board of Directors.

As the share issue price has not yet been fixed, we will not express an opinion on the final conditions under which said shares will be carried out nor, in consequence, on the proposal to withdraw the preferential subscription right that is put to you.

In accordance with article R. 225-116 of the Commercial Code, we will prepare an additional report when the capital share increase is carried out by your Board of Directors.

Lyon, 3rd February 2011
The Statutory Auditor
Grant Thornton
French member of Grant Thornton International

François Cayron
Partner

TEXT OF THE RESOLUTIONS PUT FORWARD TO THE GENERAL ORDINARY AND EXTRAORDINARY GENERAL MEETING HELD ON 25th MARCH 2011

Ordinary General Meeting

FIRST RESOLUTION

(Approval of financial statements for 30th September 2010 passes and discharge for the members of the Managing Board and the Supervisory Board)

The General Assembly, having considered the reports of the Management and Statutory Auditors and comments of the Supervisory Board, approves, as they have been presented, the financial statements for the year ended 30th September 2010, showing a profit of €8,719,366.40, as well as transactions in these accounts or summarised in these reports.
It approves the total expenses that are non-deductible from the company income tax described in Article 39-4 of the General Tax Code, amounting to €13,332, as well as the corresponding tax amounting to €4,444.
Consequently, it grants members of the Managing Board and Supervisory Board full and unreserved discharge of their mandates for the said fiscal year.

SECOND RESOLUTION

(Approval of regulated agreements)

The General Assembly approves the nature and composition of the agreements in accordance with the provisions of articles L.225-84, and following of the Commercial Code, as they figured in the reading of the special report of the Auditor.

THIRD RESOLUTION

(Appropriation of profit and fixing of dividends)

- On the suggestion of the Managing Board, the General Assembly has decided to allocate the profit
for the financial year, a total of €8,719,366.40
to which is added the sum of .....€ 8,049.60
listed under "Balance carried forward" corresponding to unpaid dividends
(shares held by the company itself) thus totalling €8,727,416.00
in the following manner:
A sum of €2,400,000.00
shall be distributed to the shareholders as dividends,
it being specified that in case of cancellation of shares by the Managing Board on authorisation from the Extraordinary General Meeting or if, during the payment, the Company holds some of its own shares, corresponding to earnings unpaid dividends on these shares will be allocated to the "Balance brought forward" account.
- The remaining balance of €6,327,416.00
shall be transferred to the ordinary reserve.
The dividend returned on each share shall thus be set at €2,00

This dividend, from which social deductions of 12.3% will be taken (CSG, CRDS, social deduction of 2.2% and additional contribution to this deduction), will be paid by the company CACEIS Corporate Trust - 14 rue Rouget de Lisle - 92130 ISSY LES MOULINEAUX as of today.

This dividend is eligible for an abatement provided for in §2 of Article 158-3 of the General Tax Code for shareholders fiscally domiciled in France, who meet the requirements of Article 10, I and III to XVII of the Finance Act 2008 No. 2007-1822 24th December 2007.

In accordance with the provisions of this Act, those shareholders whose dividends are eligible for the allowance referred to above can opt for taxation of such income in a flat levy of 19% discharge.

This option must be taken up with the CACEIS Corporate Trust when the dividends are cashed at the latest. This is irrevocable and cannot be exercised retrospectively.

The General Assembly acknowledges that the dividends distributed for each share for the last three financial years have been as follows:

Financial Years	Income eligible for the deduction		Income non-eligible for the deduction
	Dividends	Other distributed income	
2006-2007	€480,000	/	/
2007-2008	€960,000	/	/
2008-2009	€1,920,000	/	/

FOURTH RESOLUTION

(Directors' fees allocated to members of the Supervisory Board)

The General Assembly fixes the sum of forty thousand (40,000) Euros as the annual overall sum allocated to the Member's Fees of the Supervisory Board.

This decision, applicable to the running financial year, will be maintained until otherwise decided.

FIFTH RESOLUTION

(Authorisation given to the Supervisory Board to allow the Company to trade its own shares)

Having considered the report of the Managing Board, the special report of the Managing Board referred to in Article L.225-209 paragraph 2 of the Commercial Code and the description of the share buyback program in accordance with Article 241-2 of the General Regulations of the AMF (French Securities Commission) presented by the Managing Board; the General Assembly, authorises the Managing Board to purchase shares of the company, within the limit of 10% of the capital, by all means including the acquisition of blocks of shares and with the exception of the use of derivatives so as to, in order of decreasing priority:

- Stabilise the market price of the company share through a liquidity contract with an investment services provider working independently and managed in accordance with the AMAFI Charter of Ethics of 23rd September 2008 and approved by the AMF on 1st October 2008.
- Deliver shares for payment or exchange in connection with acquisitions and / or cancellation of shares, the shares thus being acquired under a mandate given to an investment services provider acting independently in accordance with the AMAFI Charter of Ethics of 23rd September 2008 approved by the AMF on 1st October 2008.

It fixes :
- at seven million two hundred thousand euros (€7,200,000) the maximum amount of funds that may be used for shares buyback
- at €100 the maximum purchase price of those shares

The shares thus acquired may be retained, transferred or sold. They could also be cancelled in the case of adoption of the sixth resolution submitted at the present meeting.

It acknowledges that shareholders will be informed at next Ordinairy Annual General Meeting, of the precise allocation of the shares acquired in accordance with the objectives decided.

The present authorisation is granted to the Managing Board for a term of eighteen months from the date of this meeting; it cancels and replaces that given by the Ordinary General Meeting of 25th March 2010.

The General Meeting authorises the Managing Board to delegate to its Chairman those powers which were conferred to him under this resolution, in order to pass all exchange orders, conclude all agreements and carry out all formalities or statements for all agencies.

Furthermore, it confers all power to the Managing Board to inform the Workers' Council, in accordance with Article L.225-209 paragraph one of the Commercial Code.

Extraordinary General Meeting

SIXTH RESOLUTION

(Permission granted to the Managing Board to reduce the share capital by cancellation of shares).

After hearing the report of the Managing Board, the report of the Supervisory Board and the special report of the External Auditor, and supposing the adoption of the fifth resolution by this Assembly, the general assembly resolves:

- in accordance with Article L.225-209 of the Commercial Code, to authorise the Managing Board to cancel the shares acquired by the company and / or which it may later acquire with the authorisation granted under the fifth resolution above, or any future authorisation, given by the Ordinary General Meeting of shareholders in the context of Article L.225-209 of the Commercial Code, and within the limit of 10% of the shares in compliance with all other statutory or regulatory requirements
- to authorise the Managing Board to correlatively reduce the social capital and to attribute the difference between the value of the cancelled shares and their nominal value on premiums and reserves available

The General Assembly gives full powers to the Managing Board, to proceed once or more times in these reductions of capital, determine the manner and observe the implementation, make any correlative amendments to the Memorandum and Articles of Association, delegate all powers to its President to carry out all formalities, procedures and statements with all agencies and, in general, do whatever is necessary.

This authorisation is valid for a period of eighteen months.

SEVENTH RESOLUTION

(Increase of capital by taking out from reserves)

The General Assembly, having considered the report of the Managing Board and the comments of the Supervisory Board, subject to the prior reduction of the capital of the Company by € 8,944 through the cancellation of 4,472 shares with a nominal value of €2 each decided by the Managing Board, under the authorisation granted by the Mixed General Assembly of 25th March 2010 decides

- to increase the capital of the Company by € 8,944 by incorporating the sum of € 8,944 taken from the "other reserves" account
- accordingly, that the social capital amounting to € 2,391,056, divided into 1,195,528 shares of a nominal value of € 2 (after the capital reduction of € 8,944 mentioned above) will be increased to the sum of € 2.400,000
- that this capital increase will be achieved by raising the nominal value of the share, currently set at € 2 Euros, which will be increased to € 2.0075
- that the company capital, amounting to € 2,400,000, will from now on be divided into 1,195,528 shares of a nominal value of € 2.0075 each

EIGHTH RESOLUTION

(Amendments to the Memorandum & articles of Association, deletion of reference to the nominal share value in the Memorandum & Articles of Association)

As a consequence of the capital increase referred to in the previous resolution, the General Assembly has decided:

- subject to prior adoption by the Managing Board of Article 7 paragraph 8 entitled "Contributions" as written below:
  "8 / After decisions dated 25th March 2011, the Managing Board, as authorised by the Mixed General Meeting of 25th March 2010, decided to reduce the social capital by € 8,944 by cancelling 4,472 shares with a nominal value of € 2 each, so reducing the social capital from the sum of € 2,400,000 to the sum of € 2,391,056."

- *to add a paragraph 9 to the aforementioned Article 7, which shall read as follows:*
  "9 / After the decisions of the Mixed General Meeting of shareholders on 25th March 2011, the social capital was increased by a sum of € 8,944 to bring the sum of € 2,391,056 to the sum of € 2,400,000 by incorporating a sum of € 8,944 taken out of the "remaining reserves" and raising of the nominal value of the 1,195,528 existing ordinary shares from € 2 to € 2.0075."

Moreover, the General Assembly, having considered the report of the Managing Board and the Supervisory Board's comments, noting that the nominal share value set at 2.0075 euros in fractional shares,

- decided to delete the mention of the nominal share value in the Company's Memorandum and Articles of Association

- decided, therefore, that Article 8, entitled "Social Capital" of the Memorandum and Articles of Association is amended as follows:

<u>Former version:</u>

« The capital is set at two million four hundred thousand (2,400,000) Euros.

It consists of one million two hundred thousand (1,200,000) shares of a nominal value of two (2) euros each, fully paid. »

New version :

« The capital is set at two million four hundred thousand (2,400,000) Euros, divided into one million one hundred ninety-five thousand five hundred and twenty eight (1,195,528) shares all of the same category and same nominal value, fully paid. »

NINETH RESOLUTION

(Capital increase reserved for employees)

The General Assembly, having considered the report of the Managing Board and the special report of the Auditor, while noting that the participation of employees of the Company and related companies within the meaning of Article L. 225-180 of the Commercial Code represents less than 3% of capital, and acting under the provisions of Articles L.225-129-6 paragraph 2 and L.225-138-1 of the Commercial Code and Articles L.3332-18 to L.3332-24 of the Labour Code :

- delegates to the Managing Board for a period of twenty-six months, the authority to decide to increase the social capital at one or more times, and on its sole decision by issuing shares to be subscribed to in cash reserved for employees who are members of a company savings plan established on the initiative of the company

- sets the maximum limit of capital increase possible to the sum of €72,000

- decides that the subscription price of shares to be issued by the Managing Board under this authorisation will be determined in accordance with the provisions of Articles L.3332-18 to L.3332-24 of the Labour Code

- decides to cancel to the benefit of employees referred to above, the preferential right to subscribe to shares which will be issued

- decides that the Managing Board shall have all powers to :
    - finalise all the terms of social capital increase operation(s)
    - establish a business savings plan under the conditions provided for in Articles L.3332-1 to L.3332-8 of the Labour Code
    - record the completion of capital increase(s) and make the corresponding changes to the Memorandum and Articles of Association
    - generally doing whatever is useful and necessary in the execution of this authorisation

- decides that this authorisation supersedes any prior delegation of similar nature

TENTH RESOLUTION

(Powers for formalities)

The General Meeting gives full powers to the bearer of copies or certified extracts of the minutes of proceedings of this meeting in order to accomplish all formalities, as required.

FEES OF THE STATUTORY AUDITOR AND MEMBERS OF ITS NETWORK

Statutory Auditor : GRANT THORNTON
42 avenue Georges Pompidou - 69003 Lyon

Represented by Mr François CAYRON
Fees of the statutory auditor and network members paid by the company.

Financial years covered: 2008/2009 and 2009/2010

	Amounts 30/09/10	Amounts 30/09/09	% 30/09/10	% 30/09/09
Audit :				
• Audit of accounts, certification, examination of individual accounts	87,000	85,000	100 %	100 %
• Secondary missions	-	-		
Subtotal	87,000	85,000	100 %	100 %
Other services :				
• Legal, tax, employment	-	-		
• Information technology	-	-		
• Internal audit	-	-		
• Miscellaneous (to be specified if >10% of audit fee)	-	-		
Subtotal	-	-		
TOTAL	87,000	85,000	100 %	100 %

Photos : P. Lemagny, CCR, Edyta Tolwinska - Magazine Présences

Maquette et Impression : COQUAND Imprimeur - Fontaine