

OCTOBER 18, 2016 COMBINED SHAREHOLDERS' MEETING

NOTICE OF MEETING

THE SHAREHOLDERS OF
BUREAU VERITAS ARE CALLED
TO ATTEND A COMBINED
SHAREHOLDERS' MEETING ON

TUESDAY, OCTOBER 18, 2016 AT 3 P.M.

AT XXII : 22 RUE D'AUMALE
75009 PARIS - FRANCE



**BUREAU
VERITAS**

This document is a free translation with no legal value of the original Notice of Meeting which is in French language and is provided for information purposes only. In all matters of interpretation of the information contained herein, the original French version shall take precedence over this translation.

CONTENTS

1. Agenda	4
2. How to participate in the Shareholders' Meeting?	5
3. Governance.....	11
4. Summary of the situation of the Company and the Group	13
5. Explanatory comments on the draft resolutions	24
6. Draft resolutions.....	32
7. Document and information request form.....	41

PRELIMINARY RECOMMENDATIONS

The Shareholders' Meeting of Bureau Veritas, a French Limited Liability Company (*Société Anonyme*) with a share capital of EUR 53,040,000, whose registered office is located at 67/71, boulevard du Château – 92200 Neuilly-sur-Seine, registered with the Nanterre Trade and Companies Register under number 775 690 621 (hereinafter referred to as the "Company"), to be held on October 18, 2016 will start at 3:00 p.m. sharp. The reception desk for shareholders' registration will open at 2:00 p.m.

To facilitate the smooth running of the Shareholders' Meeting, we would request that you:

- arrive in advance, with your admission card, in order to sign the attendance sheet (this card will be provided to you in accordance with the instructions indicated below);
- only enter the room with the Shareholders' Meeting folder given to you when signing the attendance sheet;
- comply with the instructions given during the Shareholders' Meeting regarding voting procedures.

N.B.: This "Notice of meeting" booklet includes documents and information that must be attached to any proxy or postal voting form (hereinafter referred to as the "single form"), pursuant in particular to the provisions of articles R. 225-76, R. 225-78 and R. 225-81 of the French Commercial Code. Instructions on how to obtain the single form are given in section 2 of this booklet, "How to participate in the Shareholders' Meeting?/How to vote at the Shareholders' Meeting?/How to obtain the single form?".

1

Agenda

Resolutions to be submitted to the Extraordinary Shareholders' Meeting

- Reports of the Board of Directors;
- Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Marine & Offshore activity to its subsidiary BUREAU VERITAS MARINE & OFFSHORE – REGISTRE INTERNATIONAL DE CLASSIFICATION DE NAVIRES ET DE PLATEFORMES OFFSHORE SAS (**1st resolution**);
- Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the GSIT (Government Services & International Trade) activity to its subsidiary BUREAU VERITAS GSIT SAS (**2nd resolution**);
- Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Inspection and Technical Services activity, for services provided in France and including In-Service Inspection & Verification, Health/Safety and Environment and Asset Management on existing constructions, to its subsidiary BUREAU VERITAS EXPLOITATION SAS (**3rd resolution**);
- Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Construction activity, for services provided in France and including Technical Control, Asset Management on new constructions and Coordination of Safety and Health Procedures, to its subsidiary BUREAU VERITAS CONSTRUCTION SAS (**4th resolution**);
- Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the France Support Services activity, for support services in France, to its subsidiary BUREAU VERITAS SERVICES FRANCE SAS (**5th resolution**);
- Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Group Support Services activity, for support services provided in France for the Group worldwide, to its subsidiary BUREAU VERITAS SERVICES SAS (**6th resolution**);

Resolutions to be submitted to the Ordinary Shareholders' Meeting

- Report of the Board of Directors;
- Appointment of Stéphanie Besnier as Director (**7th resolution**);
- Appointment of Claude Ehlinger as Director (**8th resolution**);
- Increase of the total amount for Directors' fees (**9th resolution**);
- Powers for legal formalities (**10th resolution**).

How to participate in the Shareholders' Meeting?

Conditions to satisfy in order to participate in the Shareholders' Meeting

All shareholders, irrespective of the number of shares they own, may participate in the Shareholders' Meeting in person or:

- be represented, by giving proxy to the Chairman of the Shareholders' Meeting, another shareholder, his/her spouse, the person with whom he/she has entered into a civil partnership or any other individual or legal entity of his/her choice in accordance with the provisions of article L. 225-106 of the French Commercial Code, or give proxy without indicating a representative. For any proxy given by a shareholder without indicating a representative, votes will be cast in favor of the resolutions presented or approved by the Board of Directors and against the adoption of any other resolutions; or
- vote by mail or electronically.

However, in all cases, and whatever method of participation or representation chosen, the right to participate in the Shareholders' Meeting is subject to the registration of your shares, in your name or in the name of the financial agent registered for your account, by the second business day prior to the Shareholders' Meeting at 00:00 a.m., Paris time, i.e. by **Friday, October 14, 2016 at 00:00 a.m. Paris time**, in accordance with the provisions of article R. 225-85 of the French Commercial Code, it being specified that:

- **if you hold registered shares (pure or administered registration):** you do not have to carry out any legal formality to establish the registration of your shares. It is sufficient for you to register your shares in your name, in the Company's share registration accounts held by its agents (BNP Paribas Securities Services or CACEIS Corporate Trust, where relevant), **by the second business day prior to the Shareholders' Meeting at 00:00 a.m. Paris time**, i.e. by **Friday, October 14, 2016 at 00:00 a.m. Paris time**;
- **if you hold bearer shares:** you must request the financial agent who manages your bearer share account to issue a certificate of ownership justifying the registration of your shares, in your name or in the name of the financial agent registered for your account, **by the second business day prior to the Shareholders' Meeting at 00:00 a.m. Paris time**, i.e. by **Friday, October 14, 2016, at 00:00 a.m. Paris time**.

Only shareholders with evidence proof of ownership of their shares may take part in the Shareholders' Meeting.

How to vote at the Shareholders' Meeting?

To exercise your right to vote at the Shareholders' Meeting, you can either:

- **attend the Shareholders' Meeting in person;**
- **give proxy to the Chairman of the Shareholders' Meeting;**
- **give proxy to another shareholder, your spouse, the person with whom you have entered into a civil partnership, or any other individual or legal entity of your choice in accordance with article L. 225-106 of the French Commercial Code;**
- **give proxy without indicating a representative (in which case votes will be cast in favor of the resolutions presented or approved by the Board of Directors and against the adoption of any other resolutions);**
- **vote by mail or electronically.**

N.B.: Any shareholder who has voted by post or electronically, sent a proxy or requested an admission card may not choose another method of voting, but may transfer all or part of his/her shares.

For any transfer of ownership of your shares occurring before the second business day preceding the Shareholders' Meeting at 00:00 a.m. Paris time (i.e. on **Friday, October 14, 2016 at 00:00 a.m.** Paris time), the Company shall invalidate or amend as relevant postal votes, proxies, admission cards and certificates of ownership accordingly. To this end, with respect to holders of bearer shares, the financial intermediary shall notify the transfer of ownership to the Company or, where appropriate, its agent BNP Paribas Securities Services or CACEIS Corporate Trust, where relevant, and shall provide the necessary information.

After the second business day prior to the meeting at 00:00 a.m., Paris time (i.e. on **Friday, October 14, 2016, at 00:00 a.m.** Paris time), the financial intermediary may not notify the transfer of ownership, regardless of the means used nor shall the Company or its agent consider it (BNP Paribas Securities Services or CACEIS Corporate Trust, where relevant) notwithstanding any agreement to the contrary.

Important dates for participating in the Shareholders' Meeting on Tuesday, October 18, 2016:

Friday, October 14, 2016 at 00:00 that is Thursday, October 13, 2016 at midnight

Only shareholders who hold bearer or registered shares on this date may vote during the Shareholders' Meeting.



VOTE BY POST

**Saturday, October 15, 2016, at midnight
(Paris time)**

Company deadline
for receiving documents

OR



VOTE BY INTERNET

**Monday, October 17, 2016 at 3:00 p.m.
(Paris time)**

Deadline for voting on the website

If you decide to vote by internet, you must not return your single form and vice versa.



SENDING YOUR INSTRUCTIONS WITH THE SINGLE FORM

You have the option of requesting an admission card, voting by post or giving proxy by using the single form (see below, on pages 9 and 10, the terms and conditions for obtaining this single form and its template).

1 – Request an admission card

You hold registered shares

- tick box **A** on the single form (see the single form template on page 10);
- date and sign at the bottom of the single form;
- fill in your surname, first name and address at the bottom of the single form or check them if they are already provided;
- using the postage-paid envelope supplied with the "Notice of meeting" booklet, you may return the single form to BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin cedex, France.

To ensure that you receive your admission card in due time, the application form should be returned no later than **Friday, October 14, 2016**, so as to avoid any postal delays.

If you do not have time to request your admission card or if you have not received it by the day of the Shareholders' Meeting, your status as registered shareholder will nevertheless allow you to participate in the Shareholders' Meeting upon presentation of an identity document at the reception desk.

You hold bearer shares

- tick **box A** on the single form (see the instructions on how to obtain the single form and an example of the single form template on pages 9 and 10);
- date and sign at the bottom of the single form;
- fill in your surname, first name and address at the bottom of the single form;
- return the single form to your financial intermediary, who will send it, together with a certificate of ownership, to BNP Paribas Securities Services at the address indicated above.

To ensure that you receive your admission card in due time, the application form should be returned, no later than **Friday, October 14, 2016**, so as to avoid any postal delays.

If you do not have time to request your admission card or if you have not received it by the date of the Shareholders' Meeting, you may participate in the Shareholders' Meeting upon presentation of an identity document and a certificate of ownership issued by the financial intermediary who is in charge of your bearer share account proving the registration of your shares two business days prior to the Shareholders' Meeting at 00:00 a.m. Paris time (i.e. on **Friday, October 14, 2016, at 00:00 a.m.** Paris time).

N.B.: Under no circumstances should requests for admission cards be returned directly to the Company.

2 – Give proxy to another shareholder, your spouse, the person with whom you have entered into a civil partnership, or any other individual or legal entity of your choice in accordance with article L. 225-106 of the French Commercial Code

- Tick **box B** on the single form and the box "*I hereby appoint...*";
- Indicate the identity and address of your representative;
- Date and sign at the bottom of the single form.

3 – Give proxy to the Chairman of the Shareholders' Meeting

- Tick **box B** on the single form;
- Date and sign at the bottom of the single form.

4 – Give proxy without indicating a representative

- Date and sign at the bottom of the single form.

For proxy forms that do not contain the name of an authorized representative, the Chairman of the Shareholders' Meeting shall register a vote on your behalf in favor of the resolutions presented or approved by the Board of Directors and against any other resolutions.

5 – Vote by post

- Tick **box B** on the single form and the box "*I vote by post*";
- To vote on each resolution, you must fill in the appropriate box depending on your choice, as indicated on the single form:
 - **voting against or abstaining:** if you wish to vote against a resolution or abstain (abstention being equivalent to a vote against), you should fill in the box corresponding to the relevant resolution,
 - **voting for:** you do not fill in any box if you are voting in favor of each resolution;
- Date and sign at the bottom of the single form.

N.B.: Whatever your choice is you must complete the single form (see the example of the single form template on page 10) and return it, using the postage-paid envelope supplied with the "Notice of meeting" booklet, to BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin – 9, rue du Débarcadère - 93761 Pantin cedex, France if you hold registered shares or to your financial intermediary if you hold bearer shares.



ELECTRONIC TRANSMISSION OF YOUR INSTRUCTIONS

Bureau Veritas offers you the opportunity to convey your instructions by Internet, prior to the Shareholders' Meeting, on the VOTACCESS platform that will be available from **Wednesday, September 28, 2016 to Monday, October 17, 2016 at 3:00 p.m. (Paris time)**.

This platform provides the same options as the single form. You can therefore:

- | | |
|--|--|
| <ul style="list-style-type: none">• request an admission card;• vote on the resolutions;• give proxy to the Chairman of the Shareholders' Meeting; | <ul style="list-style-type: none">• give proxy to any person of your choice;• revoke and appoint a new proxy. |
|--|--|

To prevent the blocking of the VOTACCESS platform, shareholders are advised not to wait until the day before the meeting to provide their instructions.

The option of providing instructions via the internet before the meeting will end on the day before the meeting, i.e. on **Monday, October 17, 2016 at 3:00 p.m. (Paris time)**.

Request an admission card, appoint or revoke a proxy or vote

You hold registered shares

The holder of registered shares should log on to the VOTACCESS website, which is accessible via the Planetshares website at the following address: <https://planetshares.bnpparibas.com>.

- If you hold **pure registered** shares custodied by BNP Paribas Securities Services, you should log on to the Planetshares website using the user identification number and password, which allows you to check your account.
- If you hold **administered registered** shares, in order to access the secure dedicated website of the meeting, you should log on to the Planetshares website using the user identification, which appears at the top right of the single form sent to you. Using the user identification, you may obtain the password by post or by email.
- Employee shareholders whose **pure registered share accounts are custodied by CACEIS** may access the secure dedicated meeting site by logging on to the Planetshares My Proxy website (<https://gisproxy.bnpparibas.com/bureauveritas.pg>) using the user identification, appearing at the top right of the single form sent to them and an identification criterion corresponding to the CACEIS account number. The shareholder must then follow the instructions appearing on the screen to obtain his/her password and then access the secure dedicated meeting site (VOTACCESS).

If the shareholder no longer has his or her username and/or password, he/she may also contact the phone number 0 826 109 119.

After logging in, the holder of registered shares must follow the instructions appearing on the screen to access the following VOTACCESS website to request an admission card, appoint or revoke a proxy, or vote.

You hold bearer shares

The holder of bearer shares should find out whether his/her financial intermediary is connected to the VOTACCESS website, and, as the case may be, whether this access is subject to special terms of use. **The holder of bearer shares whose financial intermediary does not connect to the VOTACCESS website will be unable to request an admission card or vote electronically.**

- The shareholder whose financial intermediary is connected to the VOTEACCESS website should identify himself/herself on the Internet portal of his/her financial intermediary with his/her usual access codes. He/She should then click on the icon which appears on the row corresponding to his/her Bureau Veritas shares and follow the instructions appearing on the screen to access the VOTACCESS website and request an admission card, appoint or revoke a proxy, or vote.
- The shareholder whose financial intermediary is not connected to the VOTACCESS website will be unable to request an admission card or vote electronically; however he/she will be able to **appoint or revoke a proxy** by sending an email to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com. This email must contain the following information: name of the company concerned, date of the meeting, surname, first name, address and share account details of the client, as well as the surname, first name and, if possible, address of the proxy.

The shareholder must request the financial intermediary holding custody of his/her shares account to send a written confirmation to BNP Paribas Securities Services – CTS Assemblées Générales – Les Grands Moulins de Pantin - 9, rue du Débarcadère – 93761 Pantin cedex, France.

N.B.: Appointing a proxy electronically (Article R. 225-79 of the French Commercial Code)

The appointed proxy shall not have the power to substitute another person.

Only electronic notices of appointment or revocation of a proxy, completed and received no later than the day before the Shareholders' Meeting at 3:00 p.m. (Paris time), i.e. no later than **Monday, October 17, 2016 at 3:00 p.m. (Paris time)** shall be taken into account.

Furthermore, only notifications of appointment or revocation of proxies may be sent to the above email address; no requests or notifications regarding another subject shall be taken into account and/or processed.

THE SINGLE FORM

How to obtain it?

You hold registered shares

Your single form is included in the "Notice of meeting" booklet that you have received. Therefore you do not have to do anything to obtain it.

You hold bearer shares

You may obtain the single form, as of the date of the Shareholders' Meeting being convened, from your financial intermediary, who must make a written request to BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin cedex, France, it being noted that for this request to be taken into account, it must be accompanied by a certificate of attendance proving your status as a Company shareholder.

N.B.: Please note that for this request to be taken into account, it must be received by BNP Paribas Securities Services no later than six days prior to the Shareholders' Meeting, i.e. no later than **Wednesday, October 12, 2016**.

To whom should it be returned?

You hold registered shares

You may return the single form, using the postage-paid envelope supplied with the "Notice of meeting" booklet, to BNP Paribas Securities Services - CTS Assemblées Générales - Les Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin cedex, France.

You hold bearer shares

You may return the single form to your financial intermediary who will directly confirm your shareholder status with BNP Paribas Securities Services by producing a certificate of ownership.

When should you return it?

To be taken into account, your single form must be returned to BNP Paribas Securities Services duly filled in and signed, no later than **Saturday, October 15, 2016**.

For more information, please do not hesitate to:

- Visit our website: <http://finance.bureauveritas.com>.

How to fill in the single form?

If you wish to attend personally to the Shareholders' Meeting: please tick box **A** in order to receive your admission card.

If you are unable to attend the Shareholders' Meeting and wish to vote by mail or to be represented by proxy: please tick box **B**.

IMPORTANT: avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, HONORER COMME CECI LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, TICK IN THE BOX(ES) - LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM

Je désire assister à cette assemblée et demander une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

BUREAU VERITAS
Société Anonyme au capital de 53 040 000 €
Siège social: 67/71 boulevard du Châtelet
92200 NANTERRE-LES-SEINE
775 000 821 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE
Convoquée le 18 octobre 2016, à 15 heures
à Le XXII, 22 rue d'Aumale, 75009 PARIS

COMBINED ORDINARY AND EXTRAORDINARY SHAREHOLDER'S MEETING
To be held on October 18th, 2016, at 3:00 pm
at Le XXII, 22 rue d'Aumale, 75009 PARIS

CADRE RESERVE À LA SOCIÉTÉ / For Company's use only

Identifiant / Account

Nombre d'actions / Number of shares

Nombre de voix / Number of voting rights

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

JE VOTE PAR CORRESPONDANCE // I VOTE BY POST
Cf. au verso n°voix (2) - See reverse (2)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en notifiant comme OUI la case correspondante et pour lesquels je vote NON ou je m'abstiens.

I vote YES for all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a tick in the box - like this ■, for which I vote NO or I abstain.

1	2	3	4	5	6	7	8	9	OUI / Yes	Non / No	Abstention / Abstain	Autre / Other
10	11	12	13	14	15	16	17	18	A			F
19	20	21	22	23	24	25			B			G
26	27	28	29	30	31	32	33	34	C			H
35	36	37	38	39	40	41	42	43	D			J
44	45								E			K

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
cf. au verso n°voix (3)

I HEREBY GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

JE DONNE POUVOIR À : cf. au verso n°voix (4)

I HEREBY GIVE PROXY TO : see reverse (4)

Mme ou Mlle, Réseau Social / Ms, Mrs or Miss, Corporate Name

4. / se / Address

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)
Cf. au verso n°voix (1) - See reverse (1)

Whatever your choice is, please date and sign here

Date & Signature

If not already indicated, please insert your name, first name and address.

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / If amendments or new resolutions are proposed during the meeting

- Je donne pouvoir au Président de l'AG, de voter en mon nom. / I give proxy to the Chairman of the general meeting to vote on my behalf.
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (abstention is equivalent to a vote against).
- Je donne procuration (cf. au verso n°voix 4) à M., Mme ou Mlle, Réseau Social. / I give proxy to (see reverse (4)) Ms, Mrs or Miss, Corporate Name to vote on my behalf.

Pour être prise en considération, toute formule doit parvenir au plus tard :
In order to be considered, the completed form must be received at the latest

sur 1^{er} novembre / on 1st november
15 octobre 2016 / October 15th, 2016

11 / to GMP PARIBAS SECURITIES SERVICES, CTS Assemblée, Grande Mosquée de Paris - 93761 PANTIN Cedex.

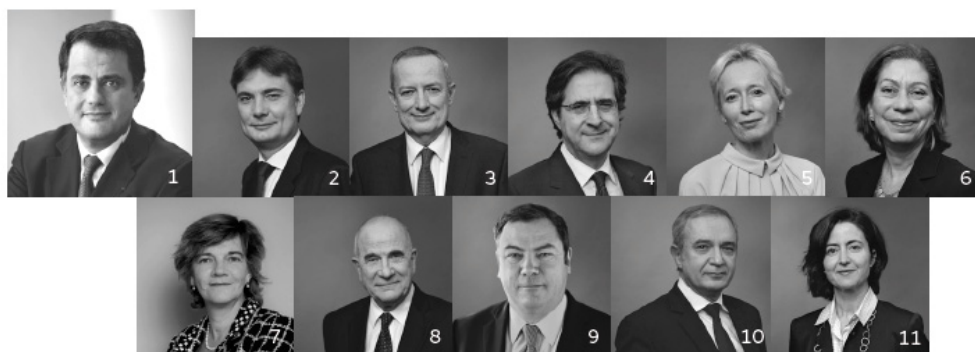
If you wish to vote by post: please tick here and follow the instructions.

If you wish to give proxy to the Chairman of the Shareholders' Meeting: please follow the instructions.

If you wish to give proxy to an authorized person who will attend the Shareholders' Meeting: please tick here and indicate the contact details of that person.

Governance

Composition of the Board of Directors ⁽¹⁾



- | | | | |
|---|--|--|--|
| <p>1. Frédéric Lemoine
Chairman of the Board of Directors
51 years old, a French national
Chairman of the Management Board
of Wendel</p> <p>2. Stéphane Bacquaert
45 years old, a French national
Manager of Wendel Africa</p> <p>3. Patrick Buffet⁽²⁾
62 years old, a French national
Chairman of Eramet</p> | <p>4. Aldo Cardoso⁽²⁾
60 years old, a French national
Director of companies</p> <p>5. Nicoletta Gladrossi⁽²⁾
50 years old, an Italian national
Senior Advisor, Energy Bain
Capital Partners</p> <p>6. Ieda Gomes Yell⁽²⁾
60 years old, a British national
Consultant, Researcher</p> | <p>7. Siân Herbert-Jones⁽²⁾
56 years old, a British national
Director of companies</p> <p>8. Pierre Hessler⁽²⁾
72 years old, a French national
Consultant, Researcher</p> <p>9. Pascal Lebard⁽²⁾
54 years old, a French national
Chairman and Chief Executive
Officer of Sequana</p> | <p>10. Jean-Michel Ropert
49 years old, a French national
Consultant</p> <p>11. Lucia Sinapi-Thomas
52 years old, a French national
Executive Director Business
Platforms at Capgemini</p> |
|---|--|--|--|

(1) As of September 27, 2016.

(2) Independent Director.



For more information on the composition and the functioning of the Board of Directors, please refer to (i) Chapter 3 of the 2015 Registration Document, updated as at December 31, 2015, which is available on the Company's website (<http://finance.bureauveritas.com>) and on the website of the *Autorité des marchés financiers* (www.amf-france.org) and (ii) the Company's website (<http://finance.bureauveritas.com>), section Finance / Governance / Board.

Composition of the Board committees

	Frédéric Lemoine	Stéphane Bacquaert	Patrick Buffet	Aldo Cardoso	Nicoletta Gladrossi	Ieda Gomes Yell	Siân Herbert-Jones	Pierre Hessler	Pascal Lebard	Jean-Michel Ropert	Lucia Sinapi-Thomas
Committees of the Board of Directors											
Audit & Risk Committee				●		●				●	●
Nomination & Compensation Committee				●	●		●	●	●		
Strategic Committee	●	●	●			●		●			

● Chairman
● Member

Information on Directors whose appointment is submitted for approval to the shareholders' Meeting

<p>Stéphanie Besnier <i>Director</i> 39 years old a French national</p>	<p>The appointment of Stéphanie Besnier as Director is submitted to the approval of the Shareholders' Meeting.</p>	<p>Current position</p> <ul style="list-style-type: none"> Senior Director of Wendel
	<p>Biography</p> <p>At Wendel since 2007, Stéphanie Besnier started his career at the Ministry of Finances in 2003; she worked at the Treasury Department in international service, and at the agency of the State Participations (<i>Agence des Participations de l'État</i>) in charge of support shipping and rail companies. Stéphanie Besnier is a former student of Polytechnique, engineer of the Corps des Ponts et Chaussées and graduated from the Paris School of Economics (<i>École d'Économie de Paris</i>).</p>	<p>Other Positions</p> <ul style="list-style-type: none"> Director of IHS
<p>Claude Ehlinger <i>Director</i> 54 years old a Luxembourg national</p>	<p>The appointment of Claude Ehlinger as Director is submitted to the approval of the Shareholders' Meeting.</p>	<p>Current position</p> <ul style="list-style-type: none"> CEO of Oranje-Nassau, and member of the Investment Committee of Wendel as from October 1, 2016
	<p>Biography</p> <p>Claude Ehlinger will join Wendel on October 1st as CEO of Oranje-Nassau Développement, Managing Director and Member of the Investment Committee. Claude Ehlinger was previously deputy CEO of Louis Dreyfus Company that he joined in 2007 as Group CFO. He was appointed interim CEO of Louis Dreyfus Company from June 2014 to October 2015. Claude Ehlinger started his career in 1985 at Thomson Group before joining Finacor as Managing Director in 1987. From 1999 to 2003, he was CFO of CCMX, then Regional Controller of Cap Gemini. He joined Eutelsat in June 2004 as Group CFO until July 2007. He is a graduate of the French business school HEC.</p>	<p>Other Position</p> <ul style="list-style-type: none"> N/A

If the 7th and 8th resolutions are approved, the Board of directors will be composed of 13 members, including 7 independent members, and will continue to comply with the proportion of independent directors recommended by the AFEP-MEDEF Code.

Summary of the situation of the Company and the Group

1 First-half 2016 highlights

1.1 2016 growth initiatives gaining traction

2016 is a pivotal year for the execution of the strategy presented end October 2015, and which is based on:

- Eight Growth initiatives: Building & Infrastructure, Opex in Oil & Gas, Power & Utilities and Chemicals, Adjacent segments for Retail / Mining, Agri-Food, Automotive, Smartworld, Certification global contracts and Marine & Offshore;
- A focus on two countries: the USA and China;
- Four main levers: Human Resources, Account Management, Excellence@BV and Digitalization.

In the first half (" H1 ") 2016, the activities under the Eight Growth Initiatives contributed 2.2pts to the Group organic growth. The Marine & Offshore, Agri-Food, Building & Infrastructure, Automotive, Certification, are all ramping-up well, while other initiatives are in an early phase of development. Acquisitions carried out since the beginning of the year are all supporting the growth initiatives.

The other activities had a negative 2.8pts contribution to the Group organic growth. This is mostly the reflection of declining commodities markets, including a negative 1.5pts impact from Oil & Gas CAPEX-related activities. The latter activities, which represent 6% of Group revenue, declined by 19% in H1 2016.

1.2 New Sales and Marketing organization already supporting growth initiatives

The Group is progressing well on the set-up and deployment of its new Marketing & Sales organization, which is at the heart of the Group's strategy to penetrate new attractive market segments and accelerate its overall diversification.

Global Market leaders are now in place in 80% of the markets that Bureau Veritas considers as strategic. They are supported by a network of 30+ regional market leaders. In addition, 90% of Global Key Accounts are now directly under the responsibility of a Key Account Manager.

Both Market Leaders and Key Account Managers, are helping to increase client's intimacy, launch offers that are better tailored to their needs and increasing cross-selling opportunities. This strategy has already started to bear fruit, with early commercial successes:

- **Growth initiative: opex** - A good illustration is the several large opex contracts won with a major Gas Company, where BV is gradually increasing its share of wallet both geographically (Latin America, Europe) and in terms of services (integral services for gas distribution network, statutory technical inspection and gas meters). Revenue with this customer has been multiplied by 3 since 2015, for a client that BV was not servicing before;
- **Growth initiative: Mining adjacent services** - Bureau Veritas is a long-lasting partner of large mining companies such as BHP Billiton, historically focusing on Metals & Minerals Testing and QA/QC services for Capex projects. By opting for an integrated Marketing & Sales approach, BV has now also positioned itself as a partner for industrial opex Services, controlling the integrity of assets and equipment for the *Minera Escondida* copper mine in Chile;
- **Country of focus: China** - Bureau Veritas is accompanying one key Chinese EPC contractor in the Power sector in its overseas development in South Asia. Work will include process construction supervision for convertor stations & auxiliary projects as well as transmission lines.

1.3 Six acquisitions completed, all supporting the growth initiatives

In H1 2016, the Group completed six acquisitions, representing around €105 million in annualized revenues, or 2.3% of Group FY 2015 revenue.

B&I

Chongqing Liansheng (80% ownership) is a Chinese company focusing on building and infrastructure construction, including public transportation, industrial and utilities projects, high-end real estate. Its revenue for 2015 was €30 million.

HCD (UK) offers building control approved inspector services, fire safety engineering, regulation consultancy and engineering services. Its revenue for 2015 was €10 million.

Agri-Food

DTS (51% ownership) is the leading provider of Agri-food testing in Australia, focusing on tracing and guaranteeing the quality of food and agricultural products from field to fork. Its revenue for 2015 was €35 million.

Automotive

VEO (65% ownership) is an automotive conformity assessment body based in China. This acquisition, which complements the Group's existing capabilities in China, positions Bureau Veritas as a true one-stop solution in Automotive, both for domestic and export markets. Its revenues for 2015 were €8.5 million.

Marine & Offshore

TMC is a leading international consultancy with a strong expertise on a wide range of marine issues, including marine salvage. Its revenues for 2015 were €8.5 million.

OPEX for Petrochemicals market

Summit is a US company specializing in fugitive emissions inspection services, boasting excellent relationships with key industry leaders in the petrochemicals industry. Its revenues for 2015 were €13 million.

2 Change in activity and results

<i>(€ millions)</i>	First-half 2016	First-half 2015	Change
Revenue	2,221.4	2,318.7	-4.2%
Purchases and external charges	(640.3)	(652.6)	
Personnel costs	(1,162.4)	(1,209.7)	
Other expenses	(115.2)	(120.8)	
Operating profit	303.5	335.6	-9.5%
Share of profit of equity-accounted companies	0.4	0.3	
Operating profit after share of profit of equity-accounted companies	303.9	335.9	-9.5%
Net financial expense	(43.4)	(47.6)	
Profit before income tax	260.5	288.3	-9.6%
Income tax expense	(93.6)	(106.1)	
Net profit	166.9	182.2	-8.4%
Non-controlling interests	7.3	7.1	
Attributable net profit	159.6	175.1	-8.9%

2.1 Revenue

Revenue in H1 2016 totaled €2,221.4 million, a 4.2% decrease compared with H1 2015, but a 0.7% increase on a constant currency basis.

- Organic growth was -0.6% in H1, with stable trends in Q2 vs. Q1

The slow start to the year reflects organic declines in commodities-related activities. The Industry (-9.8% organic growth) and Commodities (+1.3%) businesses were impacted -as expected- by low levels of activity in Oil & Gas Capex and upstream Minerals. The slowdown in countries reliant on commodities also had an impact on GSIT (-4.2%), as did the unfavorable contract phasing.

Growth in the Construction (+0.4%) business was subdued, attributable to a slowdown in Latin America and Asia, while effects of the French market cyclical recovery are yet to be felt.

Performances are gradually improving in Consumer Products (+2.3%) led by all product categories except Hardlines. The Marine business was robust (+3%) with growth in both New Construction and In-Service, despite the headwind in offshore for the latter.

The performance was good in resilient parts of the business, such as Certification (+5.4%), IVS (+5.2%), and the trade-related activities within Commodities. All these businesses are benefiting from commercial initiatives, as well as the early strategy to diversify either geographically or in terms of service offerings.

By geography, activities in Europe, Middle East, Africa (46% of revenue) are up 2.8% organically in H1 2016, with a strong performance of sub-regions where Bureau Veritas has still a limited presence (Eastern, Northern & Southern Europe), driven by the Group commercial initiatives and the improvement in the economic environment. Business in Asia Pacific (30% of revenue; 1.9% organic growth) is regaining ground, thanks to accelerating growth in Asia. Pacific remains weak, due to the country's exposure to declining commodities markets. Activities in the Americas (24% of revenue) are declining sharply by -8.7%, reflecting the high level of exposure to the Oil & Gas industry (and notably the capex-related works).

- Acquisition growth was 1.3%, combining the contribution of acquisitions made in 2016, which are supporting 5 of the 8 Group Growth Initiatives, as well the contribution of prior-year acquisitions.
- Currency fluctuations had a negative impact of 4.9%, mainly due to depreciation of emerging countries' currencies against the euro.

2.2 Operating profit

Operating profit totaled €303.5 million, down 9.5% from €335.6 million in first-half 2015 (down 4.5% on a constant currency basis).

2.3 Adjusted operating profit

Adjusted operating profit is defined as operating profit before income and expenses relative to acquisitions and other non-recurring items.

<i>(€ millions)</i>	First-half 2016	First-half 2015	Change
Operating profit	303.5	335.6	-9.5%
Amortization of intangible assets resulting from acquisitions	32.0	34.3	
Other acquisition-related expenses	3.5	0.4	
Restructuring costs	11.5	-	
Adjusted operating profit	350.5	370.3	-5.3%

Other operating expenses totaled €47.0 million, compared to €34.7 million in first-half 2015, and comprised:

- €32.0 million in amortization of intangible assets, down from €34.3 million in first-half 2015;
- €11.5 million in restructuring costs, relating chiefly to the Americas (North America and Latin America) and to Australia for the Industry and Commodities businesses;
- €3.5 million in acquisition-related expenses (€0.4 million in first-half 2015).

Adjusted operating profit was €350.5 million, down 5.3% compared with first-half 2015 and up 0.5% at constant exchange rates.

The adjusted operating margin was 15.8% in first-half 2016, a decrease of 0.2 percentage points on first-half 2015. Stripping out the currency impact, the operating margin was broadly stable compared to first-half 2015.

In first-half 2016, the main impacts on the operating margin concerned businesses exposed to the oil & gas sector, offset by the Group's operational excellence initiatives under the *Excellence@BV* program.

The most dynamic businesses enjoyed profitable growth, with In-Service Inspection & Verification and Certification activities reporting profitability gains. In contrast, GSIT saw its margin narrow sharply, squeezed by the drop in volumes and costs related to the launch of new contracts. The business mix accounts for the slight fall in the margin for Marine & Offshore and Consumer Goods, while the country mix explains the lower margin for Construction. The Commodities business benefited from restructuring measures carried out by the Group in 2015.

2.4 Net financial expense

<i>(€ millions)</i>	First-half 2016	First-half 2015
Finance costs, gross	(43.5)	(41.8)
Income from cash and cash equivalents	1.2	2.5
Finance costs, net	(42.3)	(39.3)
Foreign exchanges gains (losses)	1.3	(3.7)
Interest cost on pension plans	(1.5)	(2.1)
Other	(0.9)	(2.5)
Net financial expense	(43.4)	(47.6)

Net financial expense, which totaled €42.3 million in first-half 2016, rose €3.0 million compared to the same period in 2015 (€39.3 million). This increase results from the rise in debt in order to fund acquisitions; the average interest rate on debt was down very slightly.

Bureau Veritas posted foreign exchange gains of €1.3 million in the first half of 2016 (versus foreign exchange losses of €3.7 million in first-half 2015), chiefly reflecting the appreciation of US dollar-denominated assets held by certain subsidiaries in emerging countries.

2.5 Income tax expense

Income tax expense on consolidated earnings stood at €93.6 million in first-half 2016, compared with €106.1 million in first-half 2015. The effective tax rate (ETR), corresponding to income tax expense divided by pre-tax profit, was 35.9% in first-half 2016 compared with 36.8% in first-half 2015. The adjusted effective tax rate stood at 34.6%, reflecting the effective tax rate adjusted for the tax effect of non-recurring items.

The period-on-period decrease is mainly attributable to the lower statutory tax rate in France and to the decline in losses with no tax impact.

2.6 Attributable net profit

Net profit attributable to owners of the Company was €159.6 million in first-half 2016.

Earnings per share came in at €0.37, down 8.8% on the first-half 2015 figure of €0.40.

2.7 Attributable adjusted net profit

Attributable adjusted net profit is defined as attributable net profit adjusted for other operating expenses after tax.

<i>(€ millions)</i>	First-half 2016	First-half 2015
Attributable net profit	159.6	175.1
EPS ^(a) <i>(in euros per share)</i>	0.37	0.40
Other operating expenses	47.0	34.7
Tax effect on other operating expenses	(12.7)	(9.5)
Attributable adjusted net profit	193.9	200.3
Adjusted EPS^(a) <i>(in euros per share)</i>	0.44	0.46

(a) *Earnings per share: calculated based on the weighted average number of shares: 437,112,819 shares in first-half 2016 and 437,529,823 shares in first-half 2015*

Attributable adjusted net profit amounted to €193.9 million in first-half 2016. Adjusted net earnings per share came out at €0.44, a decrease of 3.1% as reported compared to first-half 2015, and an increase of 3.9% on a constant-currency basis.

2.8 Results by business

Change in revenue by business for the first half of the year

(€ millions)	2016	2015 ⁽²⁾	Growth			
			Total	Organic	Scope	Forex
Marine & Offshore	203.7	202.2	0.7%	3.0%	1.3%	-3.6%
Industry	448.7	542.1	-17.2%	-9.8%	0.1%	-7.5%
IVS	293.3	287.2	2.1%	5.2%	-	-3.1%
Construction	283.2	271.6	4.3%	0.4%	6.9%	-3.0%
Certification	172.5	170.8	1.0%	5.4%	-	-4.4%
Commodities ⁽¹⁾	399.4	417.7	-4.4%	1.3%	0.8%	-6.5%
Consumer Products ⁽¹⁾	300.3	295.0	1.8%	2.3%	2.4%	-2.9%
GSIT	120.3	132.1	-8.9%	-4.2%	-	-4.7%
Total first-half	2,221.4	2,318.7	-4.2%	-0.6%	1.3%	-4.9%

IVS: In-Service Inspection & Verification

GSIT: Government Services & International Trade

Change in adjusted operating profit by business for the first half of the year

(€ millions)	Adjusted operating profit			Adjusted operating margin		
	2016	2015 ⁽²⁾	Change	2016	2015	Change (%)
Marine & Offshore	54.5	54.7	-0.4%	26.8%	27.1%	-0.3
Industry	59.2	75.9	-22.0%	13.2%	14.0%	-0.8
IVS	34.2	31.0	10.3%	11.7%	10.8%	+0.9
Construction	37.9	38.4	-1.3%	13.4%	14.1%	-0.7
Certification	29.2	28.4	2.8%	16.9%	16.6%	+0.3
Commodities ⁽¹⁾	49.6	48.1	3.1%	12.4%	11.5%	+0.9
Consumer Products ⁽¹⁾	72.6	73.5	-1.2%	24.2%	24.9%	-0.7
GSIT	13.3	20.3	-34.5%	11.1%	15.4%	-4.3
Total first-half	350.5	370.3	-5.3%	15.8%	16.0%	-0.2

(1) These figures take into account the reclassification of the food testing segment from Consumer Products to the Commodities business, as described in note 6 of Chapter 2 – Condensed Half-Year Consolidated Financial Statements.

(2) Certain industrial activities were also reallocated to different businesses in first-half 2016. To provide a meaningful comparison, data for first-half 2015 has been adjusted to reflect this new presentation.

Marine & Offshore

The business posted positive organic growth of 3.0% in first-half 2016, with mixed trends across the two segments. In new construction (42% of revenue), a peak in equipment certification in the second quarter due to project delays and completions more than offset a slowdown in new builds. New orders in the first half of 2016 amounted to 1.3 million gross tons, down sharply on the prior-year period amid a depressed market environment.

In-service (58% of revenue) posted very moderate growth, with core in-service ships activities offsetting the decline of risk assessment for offshore activities. At June 30, 2016, the fleet classed by Bureau Veritas comprised 11,382 ships, and represented 112.4 million gross tons (up 4.9% compared to first-half 2015).

In March, Bureau Veritas announced a strategic partnership with Dassault Systèmes to digitalize the services provided to ship owners and offshore operators, enabling labor and other cost savings. This differentiating offer is an illustration of the ongoing digital transformation at Bureau Veritas.

In May, the Company completed the acquisition of TMC, a leading international consultancy with a strong expertise on a wide range of marine issues, including marine salvage. TMC generated revenue of €8.5 million in 2015.

The margin deteriorated slightly in first-half 2016 to 26.8% (versus 27.1% in the prior-year period), reflecting some currency headwinds and the lower growth environment compared to the first half of 2015.

For the remainder of 2016, based on the low level of the order book, the Group expects a decrease in new construction activities by year-end. In-service should remain more resilient and mitigate the expected continued offshore drag. In this challenging market environment, the Group will focus on cost control in order to safeguard margins.

Industry

Organic growth in Industry was down by a sharp 9.8% in first-half 2016, due to the significant fall in revenue of oil & gas CAPEX-related activities, with double-digit declines in the Americas and in Australia. Other regions such as Asia and the Middle East were more resilient, owing to their country and sector diversification. OPEX services in the power market and Asia were notable pockets of growth.

The acquisition of Summit, a US company specializing in fugitive emissions inspection services, will help increase Bureau Veritas' penetration of OPEX services in the petrochemicals industry.

The adjusted operating margin for first-half 2016 was 13.2%, compared with 14.0% in the prior-year period, owing to oil & gas market pressure. However, this was mitigated to some extent by effective cost-containment measures taken over the last quarters.

For the remainder of 2016, the Group expects revenue to decline on an organic basis as oil & gas CAPEX-related activities are not expected to resume by year-end. The Group will focus on diversifying its industry exposure through expansion in strategic markets such as chemicals and process, and increasing market share with existing customers by better addressing their needs in OPEX services.

In-service inspection & verification (IVS)

Organic growth was a robust 5.2% in the first six months of 2016 across all major geographies. Europe (70% of revenue) grew, driven by work related to the EU Energy Efficiency Directive and strong commercial momentum, with organic growth accelerating in the two major countries outside France, namely Spain and the UK. North America rebounded, again thanks to strong commercial momentum, and Canada posted positive growth, albeit from a low base. Business advanced strongly in Asia and the Middle East.

The operating margin in first-half 2016 came out at 11.7%, compared with 10.8% for the first half of 2015. Lean management was a strong driver, especially in Europe, and North America was helped by the turnaround in Canada.

For the remainder of 2016, the Group will continue to implement its roadmap – within the broader Building & Infrastructure initiative – by entering new geographies (Latin America), densifying the network (Asia) and developing voluntary inspections across the board. The Group will also continue to roll out tools aimed at increasing productivity in its network, with the aim of sustaining profitable growth.

Construction

The Construction business reported organic growth of 0.4%, with improving trends in Europe more than offsetting a revenue decline in China, owing to a slowdown in oil & gas activities. In the Latin America region, expansion in Chile fully offset the decline in Brazil.

The major country – France – was still supported by services related to existing assets and OPEX services, but other markets are improving across Europe.

Bureau Veritas has completed two strategic acquisitions since January, opening up new target regions in China (Chongqing Liansheng) and the UK (HCD).

The operating margin for the first half of 2016 came out at 13.4%, compared with 14.1% for the first six months of 2015, reflecting a less supportive country mix.

In the second half of 2016, market trends are pointing to an improvement in France toward the end of the year. Business should continue to be positively impacted by new transportation infrastructure projects in South Asia and continued expansion in Latin America, as part of the growth initiative in Building & Infrastructure.

Certification

In the first half of 2016, the Certification division posted solid 5.4% growth, with the expansion accelerating in the second quarter on the back of improved activity levels in Europe, with a recovery in Spain and very strong levels of activity in both Italy and Germany. Other major regions were also very dynamic, with commercial initiatives paying off in the Americas, the Middle East and South Asia, all posting double-digit growth. Growth in the first half of 2016 was fueled by agri-food, supplier audits and the broader brand protection theme.

The operating margin improved to 16.9% versus 16.6% one year earlier, mainly driven by an increase in business volumes and Lean initiatives.

In the second half of 2016, growth should continue to benefit from the Group focus on key accounts, as well as the development of sector schemes and supply chain services in strategic markets (agri-food, automotive and aeronautics). Other schemes related to the EU Energy Efficiency Directive, sustainability and the digitalization will also be long-term growth drivers for the business. Process re-engineering and digitalization should pave the way for some margin improvement.

Commodities

The Commodities business reported 1.3% organic growth in first-half 2016, as growth in trade-related activities and agri-food mitigated the decline in upstream activities.

- The Oil & Petrochemicals segment (O&P, 50% of revenue) was up 4.1% on an organic basis, outperforming the market, with growth supported by new services (jet fuel, LPG) and new facilities.
- The Metals & Minerals segment (M&M, 33% of revenue) contracted by 7.4% on an organic basis. Upstream-related services suffered a double-digit decline due to volume reductions, pricing pressure and a less favorable mix, while trade-related activities were up, led by the non-coal-related activities.
- The Agri-Food segment (17% of revenue) enjoyed double-digit growth of 15.0%. Bureau Veritas announced the acquisition of a majority stake in DTS, the leading provider of agri-food testing in Australia, specialized in tracing and guaranteeing the quality of food and agricultural products from field to fork.

The operating margin improved to 12.4% in first-half 2016 from 11.5% one year earlier, thanks to restructuring measures, Lean Management initiatives and a mix impact.

For the second half of 2016, the outlook remains upbeat for the Oil & Petrochemicals and Agri-Food segments, with moderating growth in the latter attributable to the high comparison basis. Metals & Minerals activities are expected to report slightly improving trends in the upstream segment, attributable to a more favorable comparison base.

Consumer Products

The Consumer Products business reported organic growth of 2.3%, reflecting the impact of two key accounts which held back the growth of the Hardlines and Electrical & Electronics/Mobile segments. Growth in China was driven by Automotive, Textiles and Toys testing. Europe was also strong.

Through the integration of NCC, Bureau Veritas is building a global service offering for local players in Argentina and Brazil, while helping its global Smartworld clients to access these two markets. The May 2016 acquisition of a majority stake in VEO, an automotive conformity assessment body based in China, will complement the Group existing capabilities in that country and position Bureau Veritas as a true one-stop solution in Automotive, both for domestic and export markets.

The operating margin contracted slightly to 24.2% in first-half 2016 from 24.9% in the first six months of 2015, due to a mix effect and an unfavorable foreign exchange impact.

In the second half of 2016, growth is expected to gradually recover as the overall performance benefits notably from a more favorable comparison base, contract wins and advances in the Chinese domestic market (Retail, Auto).

Government Services & International Trade (GSIT)

GSIT contracted by 4.2% during the period on an organic basis, with the contribution of new contracts not offsetting the drop in volumes due to contract completions and reduced business in countries reliant on commodities.

Government contracts (34% of revenue) retreated, due to the end of the Ghana contract and lower levels of activity for mining companies and the still modest contribution of new "single window" contracts.

Verification of Conformity contracts (26% of revenue) grew excluding Iraq, with a strong performance by contracts in Eastern Africa.

Diversification in Automotive and International trade (40% of revenue) saw improving trends, with strong second-quarter growth supported by services around the automotive supply chain.

The operating margin was down to 11.1% from 15.4% in first-half 2015, impacted by the foreign exchange effect and the unfavorable phasing of contracts as mature contracts were replaced by newer solutions that require a ramp-up phase.

Business in the second half of 2016 is expected to gradually recover, thanks to the diversification of Automotive activities, volume increases for the new single windows, and easing comparison bases by year-end.

3 Cash flows and sources of financing

3.1 Cash flows

Group cash flows

(€ millions)	First-half 2016	First-half 2015
Profit before income tax	260.5	288.3
Elimination of cash flows from financing and investing activities	51.1	34.5
Provisions and other non-cash items	6.2	14.7
Depreciation, amortization and impairment	90.8	95.0
Movements in working capital attributable to operations	(145.0)	(109.9)
Income tax paid	(102.4)	(106.2)
Net cash generated from operating activities	161.2	216.4
Acquisitions of subsidiaries	(134.6)	(64.7)
Purchases of property, plant and equipment and intangible assets	(66.8)	(86.4)
Proceeds from sales of property, plant and equipment and intangible assets	9.5	1.4
Purchases of non-current financial assets	(5.5)	(6.2)
Proceeds from sales of non-current financial assets	6.7	3.5
Change in loans and advances granted	7.2	8.3
Net cash used in investing activities	(183.5)	(144.1)
Capital increase	0.8	4.4
Purchases/sales of treasury shares	(20.3)	(23.2)
Dividends paid	(234.6)	(214.4)
Increase in borrowings and other debt	42.9	232.9
Repayment of borrowings and other debt	(13.8)	(68.8)
Interest paid	(60.2)	(57.8)
Repayment of amounts owed to shareholders	(1.0)	
Net cash used in financing activities	(286.0)	(126.9)
Impact of currency translation differences	(4.9)	5.6
Net decrease in cash and cash equivalents	(313.2)	(49.0)
Net cash and cash equivalents at beginning of period	510.8	210.3
Net cash and cash equivalents at end of period	197.6	161.3
o/w cash and cash equivalents	212.7	198.2
o/w bank overdrafts	(15.1)	(36.9)

Net cash generated from operating activities

Net cash generated from operating activities (operating cash flow) amounted to €161.2 million in the first half of 2016. After stripping out the impact of the change in working capital, the Group's cash flow generation during the period remained robust, in line with the change in operating profit. The change in working capital was more accentuated than usual due chiefly to timing changes for the disbursement of indirect taxes.

At June 30, 2016, working capital stood at €579.0 million, or 12.6% of revenue over the past 12 months including acquired entities, compared with €555.0 million at June 30, 2015 (12.2%). The increase in working capital was mainly attributable to acquisitions.

(€ millions)	First-half 2016	First-half 2015
Net cash generated from operating activities	161.2	216.4
Purchases of property, plant and equipment and intangible assets, net of disposals	(57.3)	(85.0)
Interest paid	(60.2)	(57.8)
Free cash flow	43.7	73.6

Free-cash flow (cash flow available after tax, interest expense and capital expenditure) amounted to €43.7 million in the first half of 2016, compared with €73.6 million in the first six months of 2015.

Purchase of property, plant and equipment and intangible assets

The Group's inspection and certification activities are generally non capital-intensive, whereas its laboratory testing and analysis activities require investment. These investments concern the Consumer Products and Commodities businesses and certain customs-based scanner inspection activities (GSIT business).

The Group's total capital expenditure (net of disposals) in property, plant and equipment and intangible assets was €57.3 million in first-half 2016, down from €85 million in the first half of 2015. The Group recognized €9.5 million in disposal gains during the period, chiefly owing to the sale of facilities in Latin America. Once this impact is factored out, the capex-to-revenue ratio came out at around 3%.

Interest paid

Interest payments rose slightly to €60.2 million due to the increase in net debt as compared to June 30, 2015.

Acquisitions

A brief description of the main acquisitions carried out in the first half of the year is set out in section 1. First-half 2016 Highlights.

(€ millions)	First-half 2016	First-half 2015
Purchase price of acquisitions	(131.8)	(52.3)
Cash and cash equivalents of acquired companies	9.9	1.0
Contingent price consideration payable in respect of acquisitions in the period	12.1	1.8
Purchase price paid in relation to acquisitions in prior periods	(20.9)	(13.8)
Impact of acquisitions on cash and cash equivalents	(130.7)	(63.3)
Acquisition costs	(3.9)	(1.3)
Acquisitions of subsidiaries	(134.6)	(64.7)

Net cash used in investing activities

Corporate actions (capital increases/reductions and share buybacks)

In first-half 2016, to cover stock option and performance share plans, the Company carried out share buybacks net of capital increases in the amount of €19.5 million.

Dividends paid

In first-half 2016, the "Dividends paid" item mainly comprised dividends paid to owners in respect of the 2015 financial year in the amount of €234.6 million (dividend per share of €0.51).

Borrowings and debt

Borrowings and debt increased slightly by €1.3 million at June 30, 2016 compared with December 31, 2015.

3.2 Financing

Sources of Group financing

At June 30, 2016, the Group's gross financial debt totaled €2,391.2 million, comprising:

- Non-bank financing:
 - 2008 US Private Placements (€315.8 million);
 - 2010 US Private Placements (€184.1 million);
 - 2011 & 2014 US Private Placement (€180.2 million);
 - 2013 & 2014 US Private Placement (€135.1 million);
 - various tranches of the Schuldschein "SSD" notes (€301 million);
 - 2012 and 2014 bond issues (€1 billion);
 - commercial paper issuance (€40 million).
- Bank financing:
 - 2012 Syndicated Loan (undrawn);
 - 2015 USD bank financing carried by Bureau Veritas Holdings, Inc (€180.2 million);
 - other bank debt (€17.6 million);
 - bank overdrafts (€15.1 million).
- accrued interest and borrowing costs (€22.1 million).

The change in the Group's gross debt is shown below:

<i>(€ millions)</i>	June 30, 2016	Dec. 31, 2015
Bank borrowings due after one year	1,761.1	2,311.0
Bank borrowings due within one year	615.0	66.8
Bank overdrafts	15.1	12.1
Gross debt	2,391.2	2,389.9

The table below shows the change in cash and cash equivalents and net debt:

<i>(€ millions)</i>	June 30, 2016	Dec. 31, 2015
Marketable securities	13.6	323.9
Cash at bank and on hand	199.1	199.0
Cash and cash equivalents	212.7	522.9
Gross debt	2,391.2	2,389.9
Net debt	2,178.5	1,867.0

Adjusted net debt (net debt after currency hedging instruments as defined in the calculation of banking covenants) amounted to €2,184.0 million as of June 30, 2016, compared to €1,862.7 million as of December 31, 2015.

At June 30, 2016, most of the cash at bank and on hand item is considered to represent available cash. At that date, immediately unavailable cash represented only 7% of the cash at bank and on hand item and concerns only two countries: Iran and Venezuela.

4 Events after the end of the reporting period

PROPOSED CHANGE IN THE LEGAL ORGANISATION OF BUREAU VERITAS S.A.

The proposed change in the legal organisation of the Company, purpose of the present Shareholders' Meeting, is presented below on pages 24 to 25.

SUCCESSFULLY RAISES EUR 700 MILLION THROUGH A 7-YEAR AND 10-YEAR NON RATED NEW BOND ISSUE

On August 31, 2016, Bureau Veritas has undertaken the placement of a EUR 700 million non-rated bond issue. The new issue was successfully placed with two components: EUR 500 million with a 7-year tenor and EUR 200 million with a 10-year tenor, with coupons of respectively 1.25% and 2%

With this issuance, Bureau Veritas seizes attractive market conditions to:

- anticipate the refinancing of its EUR 500 million bond maturing in May 2017 and allow the financing of its external growth, in line with the Group 2020 strategic plan;
- lengthen and spread the maturity of its debt with notably a 10-year EUR 200 million component rarely achieved for a non-rated public bond issuance.

5

Explanatory comments on the draft resolutions

NB: This document is intended to facilitate the shareholders' understanding of the resolutions to be submitted to a vote at the Shareholders' Meeting. Under no circumstances does it replace the resolutions proposed to the said Shareholders' Meeting, as provided on pages 32 to 40 below.

I. Presentation of the proposed change in the legal organisation of the Company

Purpose of the contributions

For historical reasons tied to the rapid development of the Bureau Veritas group (the "**Group**"), in particular through external growth, the Company combines a number of operational business lines.

To satisfy certain regulatory constraints with regards to conflicts of interest, make managerial improvements, and increase the visibility of its activities, the Company is planning to spin off the following activities into fully-owned subsidiaries of the Group (the "**Project**"):

- Marine & Offshore to BUREAU VERITAS MARINE & OFFSHORE – REGISTRE INTERNATIONAL DE CLASSIFICATION DE NAVIRES ET DE PLATEFORMES OFFSHORE SAS;
- GSIT (Government Services and International Trade) to BUREAU VERITAS GSIT SAS;
- Inspection and Technical Services, for services provided in France and including In-Service Inspection & Verification, Health/Safety and Environment and Asset Management on existing constructions, to BUREAU VERITAS EXPLOITATION SAS;
- Construction, for services provided in France and including Technical Control, Asset Management on new constructions, and Coordination of Safety and Health Procedures, to BUREAU VERITAS CONSTRUCTION SAS;
- France Support Services, for support services in France, to BUREAU VERITAS SERVICES FRANCE SAS; and
- Group Support Services, for support services provided in France for the Group worldwide, to BUREAU VERITAS SERVICES SAS.

The Project would allow the Company to refocus on its role as a holding company for its activities in France. The Project would only consist in an internal legal reorganisation of the Group's French activities. It would not imply any headcount reduction and any effect on the accounting consolidation perimeter of the Group. The beneficiary companies would be wholly-owned by the Group upon Project completion.

Procedure

After approving the Project in its principle on January 25, 2016, the Company's Board of Directors decided to approve the Project and the six draft asset contribution agreements setting out the terms and conditions for the contributions at its meeting held on July 27, 2016. The draft agreements were signed by the Company and the beneficiary companies and made public in accordance with the applicable regulatory provisions. They are available at the Company's registered office.

Pursuant to articles L. 236-10, L. 236-16, L.236-22 and R. 236-6 of the French Commercial Code, Mr Olivier Marion and Mr Laurent Arrouasse were appointed as spin-off auditors for each of the asset contributions by order of the President of the Nanterre Commercial Court. For each of the asset contributions presented to this Shareholders' Meeting, they have prepared a report on the value of the contributions and a report on the terms of the transaction. These reports have been filed with the Nanterre Commercial Court registrar and have been made available to you within the legal time frame as have the other documents as required by regulations.

The principles governing this change in the legal organisation of the Group were explained to the Company's employee representatives and to all affected employees. The Company Works Council issued an opinion on the Project on May 31, 2016. It has been made available to you at the Company's registered office within the legal time frame.

In accordance with article L.236-18 of the French Commercial Code, the aforementioned asset contributions will also be presented to the holders of Bonds issued by the Company.

Presentation of the common features of the asset contributions

Before presenting the draft resolutions and specific characteristics of each contribution, please find below a review of the common features of all six proposed asset contributions.

Applicable legal rules

The asset contributions will be governed by the legal regime for spin-offs set out in articles L. 236-16 to L. 236-21 of the French Commercial Code, pursuant to the option provided for in article L. 236-22 of the French Commercial Code.

The assets and liabilities transferred by the Company for each activity will be transferred to each beneficiary company as they exist on December 31, 2016 at 11:59 pm, subject to satisfaction of the following conditions precedent before that date:

- expiry of the deadline for creditor's opposition;
- approval of the contributions and the six draft asset contribution agreements at the Shareholders' Meeting of Company;
- approval of the contribution, the draft contribution agreement, and the resulting share capital increase by the sole shareholder of each of the beneficiary companies; and
- for the contribution of In-Service Inspection and Technical Services and Construction, completion of the share capital reduction of Bureau Veritas Exploitation SAS and Bureau Veritas Construction SAS through reduction of the share par value, so as to fully pay up the share capital arising from each contribution.

The contributions will entail a transfer of all assets and liabilities for each activity, with the exception of any assets or liabilities that may be listed in each draft asset contribution agreement.

The contributions will take deferred effect for accounting and tax purposes and the relevant effective date for such purposes will be December 31, 2016.

There will be no joint and several liabilities between the Company and each of the beneficiary companies, in particular as regards the liabilities of each contributed activity. Each beneficiary company will be solely responsible for the liabilities transferred by the Company in the contribution, beginning from the Project completion date.

Valuation method for contributions and financial statements used to set Project conditions

The contributions will be transferred for their book value in accordance with Regulation 2014-03 of June 5, 2014 on the general accounting plan established by the *Autorité des Normes Comptables* [accounting standards authority]. The book value assessed for assets and liabilities in each contribution appears in the draft resolutions presented below in part II.

The financial statements used to determine the conditions for each contribution are the financial statements for the year ended December 31, 2015 for the Company (as adopted by the Board of Directors on February 24, 2016, and certified by the Statutory Auditors and approved by the shareholders' meeting held on May 17, 2016) and the relevant beneficiary companies.

In addition, since the reporting date of the most recent annual financial statements for the Company, Bureau Veritas Exploitation SAS, Bureau Veritas Construction SAS, Bureau Veritas Services France SAS and Bureau Veritas Services SAS is more than six months prior to the signature date of the draft asset contribution agreements, and since Bureau Veritas Marine & Offshore - Registre International Classification de Navires et de Plateformes Offshore SAS and Bureau Veritas GSIT SAS have not yet established any annual financial statements, the Company and the beneficiary companies will make the following available to the shareholders pursuant to article L.236-3, 4° of the French Commercial Code: (i) for the Company, the 2016 half-year financial report and (ii), for the beneficiary companies, interim accounting statements as at July 31, 2016.

Adjustment to contributed net asset value

For each contribution, if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total remains equal to the estimated net asset amount. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016.

If the contributed net asset value is higher than the estimated net asset value as at the effective date, the difference will be recorded as a contribution premium, as the Company has no additional rights in the share capital of the beneficiary companies. The amounts will be recorded in the liabilities column of the beneficiary companies' balance sheet and to which the rights of existing and new shareholders in the beneficiary companies will apply.

II. Presentation of the draft resolutions

For the Extraordinary Shareholders' Meeting

Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Marine & Offshore activity to its subsidiary BUREAU VERITAS MARINE & OFFSHORE – REGISTRE INTERNATIONAL DE CLASSIFICATION DE NAVIRES ET DE PLATEFORMES OFFSHORE SAS

First resolution

The Board of Directors of the Company proposes the approval of the following documents and information for the purposes of the completion of the asset contribution between the Company and its subsidiary BUREAU VERITAS MARINE & OFFSHORE – REGISTRE INTERNATIONAL DE CLASSIFICATION DE NAVIRES ET DE PLATEFORMES OFFSHORE SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 821 131 844 ("**BUREAU VERITAS MARINE & OFFSHORE**").

The draft asset contribution agreement stipulates that the Company transfers all assets, rights and obligations together with all liabilities of the Marine & Offshore activity (subject to exclusions stated in said agreement) to BUREAU VERITAS MARINE & OFFSHORE.

The draft asset contribution agreement, based on the book values from the Company's financial statements as at December 31, 2015, sets out (i) contributed assets of EUR 63,348,675 and (ii) assumed liabilities of EUR 53,348,675, i.e. an estimated net asset value of EUR 10,000,000. This estimated net asset value will be adjusted in accordance with the mechanism set out above. Consequently, if the contributed net asset value is lower than the estimated net asset value, the Company will make an additional cash transfer to BUREAU VERITAS MARINE & OFFSHORE up to the amount of the difference. If the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium in the BUREAU VERITAS MARINE & OFFSHORE financial statements.

The draft asset contribution agreement stipulates that 10,000,000 new BUREAU VERITAS MARINE & OFFSHORE fully paid shares with a par value of EUR 1 will be issued and allocated to the Company in remuneration of the contribution it has made.

Determination of the remuneration for the contribution and calculation of the exchange ratio have been made according to the net book value of the contribution and securities of BUREAU VERITAS MARINE & OFFSHORE due to the full ownership of its share capital by the Company before and after completion of the contribution.

The completion date for the contribution would be December 31, 2016 at 11:59 pm, it being specified that in case of failure to satisfy the conditions precedent set out above prior to said date, the asset contribution agreement would be null and void.

The contribution will take deferred effect for accounting and tax purposes and the relevant date for such purposes will be December 31, 2016.

Consequently, the Board of Directors proposes the approval of the asset contribution of the Marine & Offshore activity, its remuneration and evaluation, its date of completion and its effective date and the granting of all powers to the Board of Directors, with the power to subdelegate its authority for the purpose of (i) recording the satisfaction of the conditions precedent and, consequently, (ii) recording the completion of the asset contribution, (iii) determining the contributed net asset value in order to proceed with an additional cash transfer to BUREAU VERITAS MARINE & OFFSHORE if the contributed net asset value is lower than the estimated net asset value; or carrying out the necessary steps and formalities to record a contribution premium in BUREAU VERITAS MARINE & OFFSHORE financial statements if the contributed net asset value is higher than the estimated net asset value, (iv) reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS MARINE & OFFSHORE.

Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the GSIT (Government Services & International Trade) activity to its subsidiary BUREAU VERITAS GSIT SAS

Second resolution

The Board of Directors of the Company proposes the approval of the following documents and information for the purposes of the completion of the asset contribution between the Company and its subsidiary BUREAU VERITAS GSIT SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 821 013 455 ("**GSIT**").

The draft asset contribution agreement stipulates that the Company transfers all assets, rights and obligations together with all liabilities of the GSIT (*Government Services & International Trade*) activity (subject to exclusions stated in said agreement) to BUREAU VERITAS GSIT.

The draft asset contribution agreement, based on the book values from the Company's financial statements as at December 31, 2015, sets out (i) contributed assets of EUR 23,149,504 and (ii) assumed liabilities of EUR 13,149,504, i.e. an estimated net asset value of EUR 10,000,000. This estimated net asset value will be adjusted in accordance with the mechanism set out above. Consequently, if the contributed net asset value is lower than the estimated net asset value, the Company will make an additional cash transfer to BUREAU VERITAS GSIT up to the amount of the difference. If the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium in the BUREAU VERITAS GSIT financial statements.

The draft asset contribution agreement stipulates that 10,000,000 new BUREAU VERITAS GSIT fully paid shares with a par value of EUR 1 will be issued and allocated to the Company in remuneration of the contribution it has made.

Determination of the remuneration for the contribution and calculation of the exchange ratio have been made according to the net book value of the contribution and securities of BUREAU VERITAS GSIT due to the full ownership of its share capital by the Company before and after completion of the contribution.

The completion date for the contribution would be December 31, 2016 at 11:59 pm, it being specified that in case of failure to satisfy the conditions precedent set out above prior to said date, the asset contribution agreement would be null and void.

The contribution will take deferred effect for accounting and tax purposes and the relevant date for such purposes will be December 31, 2016.

Consequently, the Board of Directors proposes the approval of the asset contribution of the GSIT activity, its remuneration and evaluation, its date of completion and its effective date and the granting of all powers to the Board of Directors, with the power to subdelegate its authority for the purpose of (i) recording the satisfaction of the conditions precedent and, consequently, (ii) recording the completion of the asset contribution, (iii) determining the contributed net asset value in order to proceed with an additional cash transfer to BUREAU VERITAS GSIT if the contributed net asset value is lower than the estimated net asset value; or carrying out the necessary steps and formalities to record a contribution premium in BUREAU VERITAS GSIT financial statements if the contributed net asset value is higher than the estimated net asset value, (iv) reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS GSIT.

Approval of the Company's proposed asset contribution (apport partiel d'actif) governed by the legal regime for spin-offs (scissions) of the Inspection and Technical Services activity, for services provided in France and including In-Service Inspection & Verification, Health/Safety and Environment and Asset Management on existing constructions, to its subsidiary BUREAU VERITAS EXPLOITATION SAS

Third resolution

The Board of Directors of the Company proposes the approval of the following documents and information for the purposes of the completion of the asset contribution between the Company and its subsidiary BUREAU VERITAS EXPLOITATION SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 66 rue de Villiers, 92300 Levallois-Perret and registered with the Nanterre companies register under number 790 184 675 ("**BUREAU VERITAS EXPLOITATION**").

The draft asset contribution agreement stipulates that the Company transfers all assets, rights and obligations together with all liabilities of the Inspection and Technical Services activity (for services provided in France and including In-Service Inspection & Verification, Health/Safety and Environment and Asset Management on existing constructions) (subject to exclusions stated in said agreement) to BUREAU VERITAS EXPLOITATION.

The draft asset contribution agreement, based on the book values from the Company's financial statements as at December 31, 2015, sets out (i) contributed assets of EUR 215,797,488 and (ii) assumed liabilities of EUR 175,797,488, i.e. an estimated net asset value of EUR 40,000,000. This estimated net asset value will be adjusted in accordance with the mechanism set out above. Consequently, if the contributed net asset value is lower than the estimated net asset value, the Company will make an additional cash transfer to BUREAU VERITAS EXPLOITATION up to the amount of the difference. If the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium in the BUREAU VERITAS EXPLOITATION financial statements.

The draft asset contribution agreement stipulates that 726,300,000 new BUREAU VERITAS EXPLOITATION fully paid shares with a par value of EUR 0.05 will be issued after a reduction in the shares' par value so as to fully pay up the share capital arising from each contribution, and allocated to the Company in remuneration of the contribution it has made.

The remuneration for the contribution has been determined according to the real value of the contribution and securities of BUREAU VERITAS EXPLOITATION. The real value of the contribution, i.e. EUR 726,300,000, has been determined from a multi-criteria approach detailed in Appendix 5 of the draft asset contribution agreement. The securities of BUREAU VERITAS EXPLOITATION have been valued by reference to the amount of equity as at the completion date of the contribution considering that BUREAU VERITAS EXPLOITATION has had no activity since its incorporation, i.e. at EUR 1 per share.

The difference between the estimated net asset value to be contributed, i.e. EUR 40,000,000, and the amount of the share capital increase of BUREAU VERITAS EXPLOITATION remunerating the contribution, i.e. EUR 36,315,000, will be recorded as a contribution premium of EUR 3,685,000 and in the liabilities column of the balance sheet of BUREAU VERITAS EXPLOITATION and to which the rights of existing and new shareholders will apply.

The completion date for the contribution would be December 31, 2016 at 11:59 pm, it being specified that in case of failure to satisfy the conditions precedent set out above prior to said date, the asset contribution agreement would be null and void.

The contribution will take deferred effect for accounting and tax purposes and the relevant date for such purposes will be December 31, 2016.

Consequently, the Board of Directors proposes the approval of the asset contribution of the Inspection and Technical Services activity, its remuneration and evaluation, its date of completion and its effective date and the granting of all powers to the Board of Directors, with the power to subdelegate its authority for the purpose of (i) recording the satisfaction of the conditions precedent and, consequently, (ii) recording the completion of the asset contribution, (iii) determining the contributed net asset value in order to proceed with an additional cash transfer to BUREAU VERITAS EXPLOITATION if the contributed net asset value is lower than the estimated net asset value; or carrying out the necessary steps and formalities to record a contribution premium in BUREAU VERITAS EXPLOITATION financial statements if the contributed net asset value is higher than the estimated net asset value, (iv) reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS EXPLOITATION.

Approval of the Company's proposed asset contribution (apport partiel d'actif) governed by the legal regime for spin-offs (scissions) of the Construction activity, for services provided in France and including Technical Control, Asset Management on new constructions and Coordination of Safety and Health Procedures, to its subsidiary BUREAU VERITAS CONSTRUCTION SAS

Fourth resolution

The Board of Directors of the Company proposes the approval of the following documents and information for the purposes of the completion of the asset contribution between the Company and its subsidiary BUREAU VERITAS CONSTRUCTION SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 790 182 786 ("**BUREAU VERITAS CONSTRUCTION**").

The draft asset contribution agreement stipulates that the Company transfers all assets, rights and obligations together with all liabilities of the Construction activity (for services provided in France and including Technical Control, Asset Management on new constructions and Coordination of Safety and Health Procedures) (subject to exclusions stated in said agreement) to BUREAU VERITAS CONSTRUCTION.

The draft asset contribution agreement, based on the book values from the Company's financial statements as at December 31, 2015, sets out (i) contributed assets of EUR 98,165,462 and (ii) assumed liabilities of EUR 81,165,462, i.e. an estimated net asset value of EUR 17,000,000. This estimated net asset value will be adjusted in accordance with the mechanism set out above. Consequently, if the contributed net asset value is lower than the estimated net asset value, the Company will make an additional cash transfer to BUREAU VERITAS CONSTRUCTION up to the amount of the difference. If the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium in the BUREAU VERITAS CONSTRUCTION financial statements.

The draft asset contribution agreement stipulates that 158,000,000 new BUREAU VERITAS CONSTRUCTION fully paid shares with a par value of EUR 0.10 will be issued after a reduction in the shares' par value so as to fully pay up the share capital arising from each contribution, and allocated to the Company in remuneration of the contribution it has made.

The remuneration for the contribution has been determined according to the real value of the contribution and securities of BUREAU VERITAS CONSTRUCTION. The real value of the contribution, i.e. EUR 158,000,000, has been determined from a multi-criteria approach detailed in Appendix 5 of the draft asset contribution agreement. The securities of BUREAU VERITAS CONSTRUCTION have been valued by reference to the amount of equity as at the completion date of the contribution considering that BUREAU VERITAS CONSTRUCTION has had no activity since its incorporation, i.e. at EUR 1 per share.

The difference between the estimated net asset value to be contributed, i.e. EUR 17,000,000, and the amount of the share capital increase of BUREAU VERITAS CONSTRUCTION remunerating the contribution, i.e. EUR 15,800,000, will be recorded as a contribution premium of EUR 1,200,000 and in the liabilities column of the balance sheet of BUREAU VERITAS CONSTRUCTION and to which the rights of existing and new shareholders will apply.

The completion date for the contribution would be December 31, 2016 at 11:59 pm, it being specified that in case of failure to satisfy the conditions precedent set out above prior to said date, the asset contribution agreement would be null and void.

The contribution will take deferred effect for accounting and tax purposes and the relevant date for such purposes will be December 31, 2016.

Consequently, the Board of Directors proposes the approval of the asset contribution of the Construction activity, its remuneration and evaluation, its date of completion and its effective date and the granting of all powers to the Board of Directors, with the power to subdelegate its authority for the purpose of (i) recording the satisfaction of the conditions precedent and, consequently, (ii) recording the completion of the asset contribution, (iii) determining the contributed net asset value in order to proceed with an additional cash transfer to BUREAU VERITAS CONSTRUCTION if the contributed net asset value is lower than the estimated net asset value; or carrying out the necessary steps and formalities to record a contribution premium in BUREAU VERITAS CONSTRUCTION financial statements if the contributed net asset value is higher than the estimated net asset value, (iv) reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS CONSTRUCTION.

Approval of the Company's proposed asset contribution (apport partiel d'actif) governed by the legal regime for spin-offs (scissions) of the France Support Services activity, for support services in France, to its subsidiary BUREAU VERITAS SERVICES FRANCE SAS

Fifth resolution

The Board of Directors of the Company proposes the approval of the following documents and information for the purposes of the completion of the asset contribution between the Company and its subsidiary BUREAU VERITAS SERVICE FRANCE SAS, a French *société par actions simplifiée* with a share capital of EUR 14,796,756, having its registered office at 66 rue de Villiers, 92300 Levallois-Perret, and registered with the Nanterre companies register under number 320 531 171 ("**BUREAU VERITAS SERVICES FRANCE**").

The draft asset contribution agreement stipulates that the Company transfers all assets, rights and obligations together with all liabilities of the France Support Services activity (for support services in France) (subject to exclusions stated in said agreement) to BUREAU VERITAS SERVICES FRANCE.

The draft asset contribution agreement, based on the book values from the Company's financial statements as at December 31, 2015, sets out (i) contributed assets of EUR 22,060,876 and (ii) assumed liabilities of EUR 17,060,876, i.e. an estimated net asset value of EUR 5,000,000. This estimated net asset value will be adjusted in accordance with the mechanism set out above. Consequently, if the contributed net asset value is lower than the estimated net asset value, the Company will make an additional cash transfer to BUREAU VERITAS SERVICES FRANCE up to the amount of the difference. If the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium in the BUREAU VERITAS SERVICES FRANCE financial statements.

The draft asset contribution agreement stipulates that 3,221,527 new BUREAU VERITAS SERVICES FRANCE fully paid shares with a par value of EUR 0.05 will be issued and allocated to the Company in remuneration of the contribution it has made.

The remuneration for the contribution has been determined according to the real value of the contribution and securities of BUREAU VERITAS SERVICES FRANCE. The real value of the contribution, i.e. EUR 29,800,000, has been determined on the basis of an intrinsic approach detailed in Appendix 5 (A) of the draft asset contribution agreement. Regarding the real value of the securities of BUREAU VERITAS SERVICES FRANCE, insofar as the contribution will occur after the contribution of the securities of BUREAU VERITAS EXPLOITATION and BUREAU VERITAS CONSTRUCTION by BUREAU VERITAS to BUREAU VERITAS SERVICES FRANCE, the real value of the securities of BUREAU VERITAS SERVICES FRANCE, i.e. EUR 1,021,176,000, has been determined on the basis of this preliminary contribution from the methods detailed in Article 5 and Appendix 5 (B) and 5 (C) of the draft asset contribution agreement.

The difference between the estimated net asset value to be contributed, i.e. EUR 5,000,000, and the amount of the share capital increase of BUREAU VERITAS SERVICES FRANCE remunerating the contribution, i.e. EUR 161,076.35, will be recorded as a contribution premium of EUR 4,838,923.65 and in the liabilities column of the balance sheet of BUREAU VERITAS SERVICES FRANCE and to which the rights of existing and new shareholders will apply.

The completion date for the contribution would be December 31, 2016 at 11:59 pm, it being specified that in case of failure to satisfy the conditions precedent set out above prior to said date, the asset contribution agreement would be null and void.

The contribution will take deferred effect for accounting and tax purposes and the relevant date for such purposes will be December 31, 2016.

Consequently, the Board of Directors proposes the approval of the asset contribution of the France Support Services activity, its remuneration and evaluation, its date of completion and its effective date and the granting of all powers to the Board of Directors, with the power to subdelegate its authority for the purpose of (i) recording the satisfaction of the conditions precedent and, consequently, (ii) recording the completion of the asset contribution, (iii) determining the contributed net asset value in order to proceed with an additional cash transfer to BUREAU VERITAS SERVICES FRANCE if the contributed net asset value is lower than the estimated net asset value; or carrying out the necessary steps and formalities to record a contribution premium in BUREAU VERITAS SERVICES FRANCE financial statements if the contributed net asset value is higher than the estimated net asset value, (iv) reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS SERVICES FRANCE.

Approval of the Company's proposed asset contribution (apport partiel d'actif) governed by the legal regime for spin-offs (scissions) of the Group Support Services activity, for support services provided in France for the Group worldwide, to its subsidiary BUREAU VERITAS SERVICES SAS

Sixth resolution

The Board of Directors of the Company proposes the approval of the following documents and information for the purposes of the completion of the asset contribution between the Company and its subsidiary BUREAU VERITAS SERVICE SAS, a French *société par actions simplifiée* with a share capital of EUR 12,628, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine, and registered with the Nanterre companies register under number 318 720 653 ("**BUREAU VERITAS SERVICES**").

The draft asset contribution agreement stipulates that the Company transfers all assets, rights and obligations together with all liabilities of the Group Support Services activity (for support services provided in France for the Group worldwide) (subject to exclusions stated in said agreement) to BUREAU VERITAS SERVICES.

The draft asset contribution agreement, based on the book values from the Company's financial statements as at December 31, 2015, sets out (i) contributed assets of EUR 65,804,925 and (ii) assumed liabilities of EUR 34,204,925, i.e. an estimated net asset value of EUR 31,600,000. This estimated net asset value will be adjusted in accordance with the mechanism set out above. Consequently, if the contributed net asset value is lower than the estimated net asset value, the Company will make an additional cash transfer to BUREAU VERITAS SERVICES up to the amount of the difference. If the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium in the BUREAU VERITAS SERVICES financial statements.

The draft asset contribution agreement stipulates that 17,335 new BUREAU VERITAS SERVICES fully paid shares with a par value of EUR 15.40 will be issued and allocated to the Company in remuneration of the contribution it has made.

The remuneration for the contribution has been determined according to the real value of the contribution and securities of BUREAU VERITAS SERVICES. The real value of the contribution, i.e. EUR 81,200,000, has been determined on the basis of an intrinsic approach detailed in Appendix 5 (A) of the draft asset contribution agreement. The real value of the securities of BUREAU VERITAS SERVICES, i.e. EUR 3,841,000, has been determined on the basis of a revalued net asset method detailed in Article 5 and Appendix 5 (B) of the draft asset contribution agreement.

The difference between the estimated net asset value to be contributed, i.e. EUR 31,600,000, and the amount of the share capital increase of BUREAU VERITAS SERVICES resulting from the contribution, i.e. EUR 266,959, will be recorded as a contribution premium of EUR 31,333,041 and in the liabilities column of the balance sheet of BUREAU VERITAS SERVICES and to which the rights of existing and new shareholders will apply.

The completion date for the contribution would be December 31, 2016 at 11:59 pm, it being specified that in case of failure to satisfy the conditions precedent set out above prior to said date, the asset contribution agreement would be null and void.

The contribution will take deferred effect for accounting and tax purposes and the relevant date for such purposes will be December 31, 2016.

Consequently, the Board of Directors proposes the approval of the asset contribution of the Group Support Services activity, its remuneration and evaluation, its date of completion and its effective date and the granting of all powers to the Board of Directors, with the power to subdelegate its authority for the purpose of (i) recording the satisfaction of the conditions precedent and, consequently, (ii) recording the completion of the asset contribution, (iii) determining the contributed net asset value in order to proceed with an additional cash transfer to BUREAU VERITAS SERVICES if the contributed net asset value is lower than the estimated net asset value; or carrying out the necessary steps and formalities to record a contribution premium in BUREAU VERITAS SERVICES financial statements if the contributed net asset value is higher than the estimated net asset value, (iv) reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS SERVICES.

For the Ordinary Shareholders' Meeting

Appointment of Stéphanie Besnier and Claude Ehlinger as Directors

Seventh and eighth resolutions

Upon proposal of the Nomination and Compensation Committee, the Board of Directors has decided to submit to the Shareholders' Meeting the approval of the appointment of Stéphanie Besnier (seventh resolution) and Claude Ehlinger (eighth resolution) as Directors.

Stéphanie Besnier and Claude Ehlinger will strengthen the staffing of the Board of Directors and bring their recognised technical experience.

You are therefore asked to appoint Stéphanie Besnier and Claude Ehlinger as Directors until the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the financial statements for the financial year ending December 31, 2019.

All information required by applicable regulatory provisions relating to Directors whose appointment is submitted for approval is provided in page 12 above.

Increase in the total amount for Directors' fees

Ninth resolution

Considering the future composition of the Board of Directors submitted to you for a vote, the Board of Directors decided at its meeting held on 27 July 2016, further to the proposal of the Nomination and Compensation Committee, to propose that the Shareholders' Meeting increases the annual amount for Directors' fees, beginning with the 2016 financial year, from EUR 600,000 to EUR 700,000 for the current financial year and each of the following years until any new decision is taken. The current amount for Directors' fees was determined by the Ordinary Shareholders' Meeting held on 22 May 2013.

The proposed increase takes into account the increased number of Directors who would receive such fees if the Shareholders' Meeting accepts the Board's proposed Director appointments (seventh and eighth resolutions proposing two new Director appointments), as well as the work agenda of the Board and its committees.

Powers for legal formalities

Tenth resolution

The tenth resolution grants the necessary powers for legal formalities related to the Shareholders' Meeting.

6

Draft resolutions

Resolutions submitted to the Extraordinary Shareholders' Meeting

First resolution

(Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Marine & Offshore activity to its subsidiary BUREAU VERITAS MARINE & OFFSHORE – REGISTRE INTERNATIONAL DE CLASSIFICATION DE NAVIRES ET DE PLATEFORMES OFFSHORE SAS)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Extraordinary Shareholders' Meetings, further to the review of:

- the opinion of the Works Council dated May 31, 2016;
 - the report of the Board of Directors;
 - the draft asset contribution agreement (*projet de traité d'apport partiel d'actif*), including schedules thereto, drawn up in a private instrument signed on August 24, 2016 between the Company and its subsidiary BUREAU VERITAS MARINE & OFFSHORE – REGISTRE INTERNATIONAL DE CLASSIFICATION DE NAVIRES ET DE PLATEFORMES OFFSHORE SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 821 131 844 ("**BUREAU VERITAS MARINE & OFFSHORE**");
 - the reports dated August 29, 2016 from Mr Olivier Marion and Mr Laurent Arrouasse, spin-off auditors appointed by order of the President of the Nanterre Commercial Court dated April 28, 2016, on (i) the terms of the asset contribution and (ii) the value of the contribution in kind to be made by the Company as asset contribution to BUREAU VERITAS MARINE & OFFSHORE;
 - the annual financial statements and management reports of the Company provided to the Company's shareholders pursuant to applicable laws and regulations;
 - the 2016 half-year financial report of BUREAU VERITAS prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code; and
 - the interim accounting statements of BUREAU VERITAS MARINE & OFFSHORE as at July 31, 2016 prepared in accordance with Article R. 236-3 of the French Commercial Code;
1. hereby approves:
- all provisions of the asset contribution agreement pursuant to which the Company transfers, in accordance with the legal regime for spin-offs, all assets, rights and obligations together with all liabilities of the Marine & Offshore activity (subject to exclusions stated in said agreement) to BUREAU VERITAS MARINE & OFFSHORE. This transaction is subject to the condition precedent that the sole shareholder of BUREAU VERITAS MARINE & OFFSHORE approves the contribution, the valuation and remuneration thereof, and the related share capital increase of BUREAU VERITAS MARINE & OFFSHORE;
 - the evaluation based on the book values from the Company's financial statements as at December 31, 2015 of (i) contributed assets of EUR 63,348,675 and (ii) assumed liabilities of EUR 53,348,675, i.e. an estimated net asset value of EUR 10,000,000, and the adjustment mechanism for this estimated net asset value set out in Article 6.3 of the asset contribution agreement providing:
 - o that after the effective date of the contribution, the value of the transferred assets and liabilities, as at the effective date, will be definitively determined by the Company based on the valuation methods used to determine the net book value of the estimated net asset; and
 - o that:
 - if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total equals the estimated net asset amount of EUR 10,000,000. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016; or

- if the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium, pursuant to applicable law, in the financial statements of BUREAU VERITAS MARINE & OFFSHORE, as the Company has no additional rights in the share capital of BUREAU VERITAS MARINE & OFFSHORE;
 - allocation of 10,000,000 new BUREAU VERITAS MARINE & OFFSHORE shares with a par value of EUR 1 to the Company, in remuneration of the contribution it has made, to be issued as part of a share capital increase by BUREAU VERITAS MARINE & OFFSHORE;
 - the setting of the completion date for the contribution on December 31, 2016 at 11:59 pm, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date; and
 - the setting of the deferred effective date, for accounting and tax purposes, of the contribution on December 31, 2016, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date;
2. as a result of the foregoing, grants all powers to the Board of Directors, with the power to sub-delegate its authority under the conditions provided in accordance with the applicable legal and regulatory provisions, for the purpose of:
- recording the satisfaction of the aforementioned conditions precedent;
 - and consequently, recording the completion of the asset pursuant to the terms of the asset contribution agreement;
 - determining the contributed net asset value in order to proceed with:
 - o an additional cash transfer to BUREAU VERITAS MARINE & OFFSHORE if the contributed net asset value is lower than the estimated net asset value; or
 - o the necessary steps and formalities to record a contribution premium in BUREAU VERITAS MARINE & OFFSHORE'S financial statements if the contributed net asset value is higher than the estimated net asset value;
 - for the avoidance of doubt, reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS MARINE & OFFSHORE.

Second resolution

(Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the GSIT (Government Services & International Trade) activity to its subsidiary BUREAU VERITAS GSIT SAS)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Extraordinary Shareholders' Meetings, further to the review of:

- the opinion of the Works Council dated May 31, 2016;
- the report of the Board of Directors;
- the draft asset contribution agreement (*projet de traité d'apport partiel d'actif*), including schedules thereto, drawn up in a private instrument signed on August 24, 2016 between the Company and its subsidiary BUREAU VERITAS GSIT SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 821 013 455 ("**BUREAU VERITAS GSIT**");
- the reports dated August 29, 2016 from Mr Olivier Marion and Mr Laurent Arrouasse, spin-off auditors appointed by order of the President of the Nanterre Commercial Court dated April 28, 2016, on (i) the terms of the asset contribution and (ii) the value of the contribution in kind to be made by the Company as asset contribution to BUREAU VERITAS GSIT;
- the annual financial statements and management reports of the Company provided to the Company's shareholders pursuant to applicable laws and regulations;
- the 2016 half-year financial report of BUREAU VERITAS prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code; and
- the interim accounting statements of BUREAU VERITAS GSIT as at July 31, 2016 prepared in accordance with Article R. 236-3 of the French Commercial Code;

1. hereby approves:

- all provisions of the asset contribution agreement pursuant to which the Company transfers, in accordance with the legal regime for spin-offs, all assets, rights and obligations together with all liabilities of the GSIT (Government Services & International Trade) activity (subject to exclusions stated in said agreement) to BUREAU VERITAS GSIT. This transaction is subject to the condition precedent that the sole shareholder of BUREAU VERITAS GSIT approves the contribution, the valuation and remuneration thereof, and the related share capital increase of BUREAU VERITAS GSIT;
- the evaluation based on the book values from the Company's financial statements as at December 31, 2015 of (i) contributed assets of EUR 23,149,504 and (ii) assumed liabilities of EUR 13,149,504, i.e. an estimated net asset value of EUR 10,000,000, and the adjustment mechanism for this estimated net asset value set out in Article 6.3 of the asset contribution agreement providing:
 - o that after the effective date of the contribution, the value of the transferred assets and liabilities, as at the effective date, will be definitively determined by the Company based on the valuation methods used to determine the net book value of the estimated net asset; and

- o that:
 - if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total equals the estimated net asset amount of EUR 10,000,000. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016; or
 - if the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium, pursuant to applicable law, in the financial statements of BUREAU VERITAS GSIT, as the Company has no additional rights in the share capital of BUREAU VERITAS GSIT;
 - allocation of 10,000,000 new BUREAU VERITAS GSIT shares with a par value of EUR 1 to the Company, in remuneration of the contribution it has made, to be issued as part of a share capital increase by BUREAU VERITAS GSIT;
 - the setting of the completion date for the contribution on December 31, 2016 at 11:59 pm, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date; and
 - the setting of the deferred effective date, for accounting and tax purposes, of the contribution on December 31, 2016, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date;
2. as a result of the foregoing, grants all powers to the Board of Directors, with the power to sub-delegate its authority under the conditions provided in accordance with the applicable legal and regulatory provisions, for the purpose of:
- recording the satisfaction of the aforementioned conditions precedent;
 - and consequently, recording the completion of the asset pursuant to the terms of the asset contribution agreement;
 - determining the contributed net asset value in order to proceed with:
 - o an additional cash transfer to BUREAU VERITAS GSIT if the contributed net asset value is lower than the estimated net asset value; or
 - o the necessary steps and formalities to record a contribution premium in BUREAU VERITAS GSIT's financial statements if the contributed net asset value is higher than the estimated net asset value;
 - for the avoidance of doubt, reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS GSIT.

Third resolution

(Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Inspection and Technical Services activity, for services provided in France and including In-Service Inspection & Verification, Health/Safety and Environment and Asset Management on existing constructions, to its subsidiary BUREAU VERITAS EXPLOITATION SAS)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Extraordinary Shareholders' Meetings, further to the review of:

- the opinion of the Works Council dated May 31, 2016;
 - the report of the Board of Directors;
 - the draft asset contribution agreement (*projet de traité d'apport partiel d'actif*), including schedules thereto, drawn up in a private instrument signed on August 24, 2016 between the Company and its subsidiary BUREAU VERITAS EXPLOITATION SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 66 rue de Villiers, 92300 Levallois-Perret and registered with the Nanterre companies register under number 790 184 675 ("**BUREAU VERITAS EXPLOITATION**");
 - the reports dated August 29, 2016 from Mr Olivier Marion and Mr Laurent Arrouasse, spin-off auditors appointed by order of the President of the Nanterre Commercial Court dated July 12, 2016, on (i) the terms of the asset contribution and (ii) the value of the contribution in kind to be made by the Company as asset contribution to BUREAU VERITAS EXPLOITATION;
 - the annual financial statements and management reports of the Company and BUREAU VERITAS EXPLOITATION provided to the Company's shareholders and BUREAU VERITAS EXPLOITATION's shareholders pursuant to applicable laws and regulations;
 - the 2016 half-year financial report of BUREAU VERITAS prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code; and
 - the interim accounting statements of BUREAU VERITAS EXPLOITATION as at July 31, 2016 prepared in accordance with Article R. 236-3 of the French Commercial Code;
1. hereby approves:
- all provisions of the asset contribution agreement pursuant to which the Company transfers, in accordance with the legal regime for spin-offs, all assets, rights and obligations together with all liabilities of the Inspection and Technical Services activity (for services provided in France and including In-Service Inspection & Verification, Health/Safety and Environment and Asset Management on existing constructions) (subject to exclusions stated in said agreement) to BUREAU VERITAS EXPLOITATION. This transaction is subject to the condition precedent that the sole shareholder of BUREAU VERITAS

EXPLOITATION approves the contribution, the valuation and remuneration thereof, and the related share capital increase of BUREAU VERITAS EXPLOITATION and reduction of BUREAU VERITAS EXPLOITATION share capital as set out in Article 10 of the draft asset contribution agreement;

- the evaluation based on the book values from the Company's financial statements as at December 31, 2015 of (i) contributed assets of EUR 215,797,488 and (ii) assumed liabilities of EUR 175,797,488, i.e. an estimated net asset value of EUR 40,000,000, and the adjustment mechanism for this estimated net asset value set out in Article 6.3 of the asset contribution agreement providing:
 - o that after the effective date of the contribution, the value of the transferred assets and liabilities, as at the effective date, will be definitively determined by the Company based on the valuation methods used to determine the net book value of the estimated net asset; and
 - o that:
 - if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total equals the estimated net asset amount of EUR 40,000,000. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016; or
 - if the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium, pursuant to applicable law, in the financial statements of BUREAU VERITAS EXPLOITATION, as the Company has no additional rights in the share capital of BUREAU VERITAS EXPLOITATION;
 - allocation of 726,300,000 new BUREAU VERITAS EXPLOITATION shares with a par value of EUR 0.05 to the Company, in remuneration of the contribution it has made, to be issued as part of a share capital increase by BUREAU VERITAS EXPLOITATION. The difference between the estimated net asset value, i.e. EUR 40,000,000, and the amount of BUREAU VERITAS EXPLOITATION share capital increase remunerating the contribution, i.e. EUR 36,315,000, will be recorded as a contribution premium of EUR 3,685,000 and in the liabilities column of the balance sheet of BUREAU VERITAS EXPLOITATION and to which the rights of the existing and new shareholders will be applicable;
 - the setting of the completion date for the contribution on December 31, 2016 at 11:59 pm, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date; and
 - the setting of the deferred effective date, for accounting and tax purposes, of the contribution on December 31, 2016, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date;
2. as a result of the foregoing, grants all powers to the Board of Directors, with the power to sub-delegate its authority under the conditions provided in accordance with the applicable legal and regulatory provisions, for the purpose of:
- recording the satisfaction of the aforementioned conditions precedent;
 - and consequently, recording the completion of the asset pursuant to the terms of the asset contribution agreement;
 - determining the contributed net asset value in order to proceed with:
 - o an additional cash transfer to BUREAU VERITAS EXPLOITATION if the contributed net asset value is lower than the estimated net asset value; or
 - o the necessary steps and formalities to record a contribution premium in BUREAU VERITAS EXPLOITATION's financial statements if the contributed net asset value is higher than the estimated net asset value;
 - for the avoidance of doubt, reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS EXPLOITATION.

Fourth resolution

(Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Construction activity, for services provided in France and including Technical Control, Asset Management on new constructions and Coordination of Safety and Health Procedures, to its subsidiary BUREAU VERITAS CONSTRUCTION SAS)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Extraordinary Shareholders' Meetings, further to the review of:

- the opinion of the Works Council dated May 31, 2016;
- the report of the Board of Directors;
- the draft asset contribution agreement (*projet d'apport partiel d'actif*), including schedules thereto, drawn up in a private instrument signed on August 24, 2016 between the Company and its subsidiary BUREAU VERITAS CONSTRUCTION SAS, a French *société par actions simplifiée* with a share capital of EUR 1,000, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 790 182 786 ("**BUREAU VERITAS CONSTRUCTION**");
- the reports dated August 29, 2016 from Mr Olivier Marion and Mr Laurent Arrouasse, spin-off auditors appointed by order of the President of the Nanterre Commercial Court dated July 12, 2016, on (i) the terms of the asset contribution and (ii) the value of the contribution in kind to be made by the Company as asset contribution to BUREAU VERITAS CONSTRUCTION;
- the annual financial statements and management reports of the Company and BUREAU VERITAS CONSTRUCTION provided to the Company's shareholders and BUREAU VERITAS CONSTRUCTION's shareholders pursuant to applicable laws and regulations;
- the 2016 half-year financial report of BUREAU VERITAS prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code; and
- the interim accounting statements of BUREAU VERITAS CONSTRUCTION as at July 31, 2016 prepared in accordance with Article R. 236-3 of the French Commercial Code;

1. hereby approves:

- all provisions of the asset contribution agreement pursuant to which the Company transfers, in accordance with the legal regime for spin-offs, all assets, rights and obligations together with all liabilities of the Construction activity (for services provided in France and including Technical Control, Asset Management on new constructions and Coordination of Safety and Health Procedures) to BUREAU VERITAS CONSTRUCTION. This transaction is subject to the condition precedent that the sole shareholder of BUREAU VERITAS CONSTRUCTION approves the contribution, the valuation and remuneration thereof, and the related share capital increase of BUREAU VERITAS CONSTRUCTION and reduction of BUREAU VERITAS CONSTRUCTION share capital as set out in Article 10 of the draft asset contribution agreement;
- the evaluation based on the book values from the Company's financial statements as at December 31, 2015 of (i) contributed assets of EUR 98,165,462 and (ii) assumed liabilities of EUR 81,165,462, i.e. an estimated net asset value of EUR 17,000,000, and the adjustment mechanism for this estimated net asset value set out in Article 6.3 of the asset contribution agreement providing:
 - o that after the effective date of the contribution, the value of the transferred assets and liabilities, as at the effective date, will be definitively determined by the Company based on the valuation methods used to determine the net book value of the estimated net asset; and
 - o that:
 - if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total equals the estimated net asset amount of EUR 17,000,000. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016; or
 - if the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium, pursuant to applicable law, in the financial statements of BUREAU VERITAS CONSTRUCTION, as the Company has no additional rights in the share capital of BUREAU VERITAS CONSTRUCTION;
- allocation of 158,000,000 new BUREAU VERITAS CONSTRUCTION shares with a par value of EUR 0.10 to the Company, in remuneration of the contribution it has made, to be issued as part of a share capital increase by BUREAU VERITAS CONSTRUCTION. The difference between the estimated net asset value, i.e. EUR 17,000,000, and the amount of BUREAU VERITAS CONSTRUCTION share capital increase remunerating the contribution, i.e. EUR 15,800,000, will be recorded as a contribution premium of EUR 1,200,000 and in the liabilities column of the balance sheet of BUREAU VERITAS CONSTRUCTION and to which the rights of the existing and new shareholders will be applicable;
- the setting of the completion date for the contribution on December 31, 2016 at 11:59 pm, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date; and
- the setting of the deferred effective date, for accounting and tax purposes, of the contribution on December 31, 2016, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date;

2. as a result of the foregoing, grants all powers to the Board of Directors, with the power to sub-delegate its authority under the conditions provided in accordance with the applicable legal and regulatory provisions, for the purpose of:

- recording the satisfaction of the aforementioned conditions precedent;
- and consequently, recording the completion of the asset pursuant to the terms of the asset contribution agreement;

- determining the contributed net asset value in order to proceed with:
 - o an additional cash transfer to BUREAU VERITAS CONSTRUCTION if the contributed net asset value is lower than the estimated net asset value; or
 - o the necessary steps and formalities to record a contribution premium in BUREAU VERITAS CONSTRUCTION's financial statements if the contributed net asset value is higher than the estimated net asset value;
- for the avoidance of doubt, reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS CONSTRUCTION.

Fifth resolution

(Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the France Support Services activity, for support services in France, to its subsidiary BUREAU VERITAS SERVICES FRANCE SAS)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Extraordinary Shareholders' Meetings, further to the review of:

- the opinion of the Works Council dated May 31, 2016;
- the report of the Board of Directors;
- the draft asset contribution agreement (*projet de traité d'apport partiel d'actif*), including schedules thereto, drawn up in a private instrument signed on August 24, 2016 between the Company and its subsidiary BUREAU VERITAS SERVICES FRANCE SAS, a French *société par actions simplifiée* with a share capital of EUR 14,796,756 having its registered office at 66 rue de Villiers, 92300 Levallois-Perret and registered with the Nanterre companies register under number 320 531 171 ("**BUREAU VERITAS SERVICES FRANCE**");
- the reports dated August 29, 2016 from Mr Olivier Marion and Mr Laurent Arrouasse, spin-off auditors appointed by order of the President of the Nanterre Commercial Court dated July 12, 2016, on (i) the terms of the asset contribution and (ii) the value of the contribution in kind to be made by the Company as asset contribution to BUREAU VERITAS SERVICES FRANCE;
- the annual financial statements and management reports of the Company and BUREAU VERITAS SERVICES FRANCE provided to the Company's shareholders and BUREAU VERITAS SERVICES FRANCE's shareholders pursuant to applicable laws and regulations;
- the 2016 half-year financial report of BUREAU VERITAS prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code; and
- the interim accounting statements of BUREAU VERITAS SERVICES FRANCE as at July 31, 2016 prepared in accordance with Article R. 236-3 of the French Commercial Code;

1. hereby approves:

- all provisions of the asset contribution agreement pursuant to which the Company transfers, in accordance with the legal regime for spin-offs, all assets, rights and obligations together with all liabilities of the France Support Services activity (for support services in France) to BUREAU VERITAS SERVICES FRANCE. This transaction is subject to the condition precedent that the sole shareholder of BUREAU VERITAS SERVICES FRANCE approves the contribution, the valuation and remuneration thereof, and the related share capital increase of BUREAU VERITAS SERVICES FRANCE;
- the evaluation based on the book values from the Company's financial statements as at December 31, 2015 of (i) contributed assets of EUR 22,060,876 and (ii) assumed liabilities of EUR 17,060,876, i.e. an estimated net asset value of EUR 5,000,000, and the adjustment mechanism for this estimated net asset value set out in Article 6.3 of the asset contribution agreement providing:
 - o that after the effective date of the contribution, the value of the transferred assets and liabilities, as at the effective date, will be definitively determined by the Company based on the valuation methods used to determine the net book value of the estimated net asset; and
 - o that:
 - if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total equals the estimated net asset amount of EUR 5,000,000. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016; or
 - if the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium, pursuant to applicable law, in the financial statements of BUREAU VERITAS SERVICES FRANCE, as the Company has no additional rights in the share capital of BUREAU VERITAS SERVICES FRANCE;

- allocation of 3.221.527 new BUREAU VERITAS SERVICES FRANCE shares with a par value of EUR 0.05 to the Company, in remuneration of the contribution it has made, to be issued as part of a share capital increase by BUREAU VERITAS SERVICES FRANCE. The difference between the estimated net asset value, i.e. EUR 5,000,000, and the amount of BUREAU VERITAS SERVICES FRANCE share capital increase remunerating the contribution, i.e. EUR 161,076.35, will be recorded as a contribution premium of EUR 4,838,923.65 and in the liabilities column of the balance sheet of BUREAU VERITAS SERVICES FRANCE and to which the rights of the existing and new shareholders will be applicable;
 - the setting of the completion date for the contribution on December 31, 2016 at 11:59 pm, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date; and
 - the setting of the deferred effective date, for accounting and tax purposes, of the contribution on December 31, 2016, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date;
2. as a result of the foregoing, grants all powers to the Board of Directors, with the power to sub-delegate its authority under the conditions provided in accordance with the applicable legal and regulatory provisions, for the purpose of:
- recording the satisfaction of the aforementioned conditions precedent;
 - and consequently, recording the completion of the asset pursuant to the terms of the asset contribution agreement;
 - determining the contributed net asset value in order to proceed with:
 - o an additional cash transfer to BUREAU VERITAS SERVICES FRANCE if the contributed net asset value is lower than the estimated net asset value; or
 - o the necessary steps and formalities to record a contribution premium in BUREAU VERITAS SERVICES FRANCE's financial statements if the contributed net asset value is higher than the estimated net asset value;
 - for the avoidance of doubt, reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS SERVICES FRANCE.

Sixth resolution

(Approval of the Company's proposed asset contribution (*apport partiel d'actif*) governed by the legal regime for spin-offs (*scissions*) of the Group Support Services activity, for support services provided in France for the Group worldwide, to its subsidiary BUREAU VERITAS SERVICES SAS)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Extraordinary Shareholders' Meetings, further to the review of:

- the opinion of the Works Council dated May 31, 2016;
- the report of the Board of Directors;
- the draft asset contribution agreement (*projet de traité d'apport partiel d'actif*), including schedules thereto, drawn up in a private instrument signed on August 24, 2016 between the Company and its subsidiary BUREAU VERITAS SERVICES SAS, a French *société par actions simplifiée* with a share capital of EUR 12,628, having its registered office at 67/71 Boulevard du Château, 92200 Neuilly sur Seine and registered with the Nanterre companies register under number 318 720 653 ("**BUREAU VERITAS SERVICES**");
- the reports dated August 29, 2016 from Mr Olivier Marion and Mr Laurent Arrouasse, spin-off auditors appointed by order of the President of the Nanterre Commercial Court dated July 12, 2016, on (i) the terms of the asset contribution and (ii) the value of the contribution in kind to be made by the Company as asset contribution to BUREAU VERITAS SERVICES;
- the annual financial statements and management reports of the Company and BUREAU VERITAS SERVICES provided to the Company's shareholders and BUREAU VERITAS SERVICES's shareholders pursuant to applicable laws and regulations;
- the 2016 half-year financial report of BUREAU VERITAS prepared in accordance with Article L. 451-1-2 of the French Monetary and Financial Code; and
- the interim accounting statements of BUREAU VERITAS SERVICES as at July 31, 2016 prepared in accordance with Article R. 236-3 of the French Commercial Code;

1. hereby approves:

- all provisions of the asset contribution agreement pursuant to which the Company transfers, in accordance with the legal regime for spin-offs, all assets, rights and obligations together with all liabilities of the France Support Services activity (for support services provided in France for the Group worldwide) to BUREAU VERITAS SERVICES. This transaction is subject to the condition precedent that the sole shareholder of BUREAU VERITAS SERVICES approves the contribution, the valuation and remuneration thereof, and the related share capital increase of BUREAU VERITAS SERVICES;
- the evaluation based on the book values from the Company's financial statements as at December 31, 2015 of (i) contributed assets of EUR 65,804,925 and (ii) assumed liabilities of EUR 34,204,925, i.e. an estimated net asset value of EUR 31,600,000, and the adjustment mechanism for this estimated net asset value set out in Article 6.3 of the asset contribution agreement providing:
 - o that after the effective date of the contribution, the value of the transferred assets and liabilities, as at the effective date, will be definitively determined by the Company based on the valuation methods used to determine the net book value of the estimated net asset; and

- o that:
 - if the contributed net asset value is lower than the estimated net asset value as at the effective date, the Company will make an additional cash transfer to ensure the difference does not impact the amount of the share capital increase remunerating the contribution. The additional sum in cash will be added to the contributed net asset value so that the total equals the estimated net asset amount of EUR 31,600,000. The additional cash transfer will be made by the Company within 15 days of the Board of Directors' adoption of the annual financial statements as at December 31, 2016; or
 - if the contributed net asset value is higher than the estimated net asset value, the difference will be recorded as a contribution premium, pursuant to applicable law, in the financial statements of BUREAU VERITAS SERVICES, as the Company has no additional rights in the share capital of BUREAU VERITAS SERVICES;
 - allocation of 17,335 new BUREAU VERITAS SERVICES shares with a par value of EUR 15.40 to the Company, in remuneration of the contribution it has made, to be issued as part of a share capital increase by BUREAU VERITAS SERVICES. The difference between the estimated net asset value, i.e. EUR 31,600,000, and the amount of BUREAU VERITAS SERVICES share capital increase remunerating the contribution, i.e. EUR 266,959, will be recorded as a contribution premium of EUR 31,333,041 and in the liabilities column of the balance sheet of BUREAU VERITAS SERVICES and to which the rights of the existing and new shareholders will be applicable;
 - the setting of the completion date for the contribution on December 31, 2016 at 11:59 pm, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date; and
 - the setting of the deferred effective date, for accounting and tax purposes, of the contribution on December 31, 2016, provided the conditions precedent set out in Article 3.1 of the asset contribution agreement have been satisfied prior to said date;
2. as a result of the foregoing, grants all powers to the Board of Directors, with the power to sub-delegate its authority under the conditions provided in accordance with the applicable legal and regulatory provisions, for the purpose of:
- recording the satisfaction of the aforementioned conditions precedent;
 - and consequently, recording the completion of the asset pursuant to the terms of the asset contribution agreement;
 - determining the contributed net asset value in order to proceed with:
 - o an additional cash transfer to BUREAU VERITAS SERVICES if the contributed net asset value is lower than the estimated net asset value; or
 - o the necessary steps and formalities to record a contribution premium in BUREAU VERITAS SERVICES's financial statements if the contributed net asset value is higher than the estimated net asset value;
 - for the avoidance of doubt, reiterating the terms of the contribution, having any confirmation or supplemental instruments to the asset contribution agreement, or reaching any findings or conclusions, and engaging in communications or formalities, in particular the declaration of compliance (*déclaration de conformité*) required under the applicable legal provisions, which would be necessary for the completion of the Company's contribution to BUREAU VERITAS SERVICES.

Resolutions submitted to the Ordinary Shareholders' Meeting

Seventh resolution

(Appointment of Stéphanie Besnier as Director)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, further to the review of the report of the Board of Directors, resolves to appoint Stéphanie Besnier, born 10 March 1977 in Ploemeur, a French national, residing at 11A route de la Cascade, 78110 Le Vésinet, as Director of the Company until the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the financial statements for the financial year ending December 31, 2019.

Eighth resolution

(Appointment of Claude Ehlinger as Director)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, further to the review of the report of the Board of Directors, resolves to appoint Claude Ehlinger, born 31 October 1962 in Luxembourg, a Luxembourg national, residing at 48, rue Liotard, 1202 Geneva (Switzerland), as Director of the Company until the end of the Ordinary Shareholders' Meeting convened in 2020 to approve the financial statements for the financial year ending December 31, 2019.

Ninth resolution

(Increase of the total amount for Directors' fees)

The Shareholders' Meeting, deliberating in accordance with the quorum and majority rules applicable to Ordinary Shareholders' Meetings, further to the review of the report of the Board of Directors, sets the total annual amount for Directors' fees, beginning with the 2016 financial year, at EUR 700,000. This amount is allocated to Directors for the current financial year and each of the following financial years until any new decision is taken.

Tenth resolution

(Powers for legal formalities)

The Shareholders' Meeting grants all powers to the bearer of an original, copy, or extract of the minutes to this Shareholders' meeting in order to carry out any registration, filing, or other formalities.

Document and information request form

Combined Shareholders' Meeting of October 18, 2016

Bureau Veritas

Limited Liability company (*Société Anonyme*) with registered capital of EUR 53,040,000

Registered Office: 67/71 boulevard du Château

92200 Neuilly-sur-Seine – France

Nanterre Trade Register 775 690 621

Please return this form

no later than five days (inclusive) prior to the date of the Shareholders' Meeting, i.e. on or before **Tuesday, October 13, 2016**:

- for shareholders with **registered shares**: to BNP Paribas Securities Services – CTS – Assemblées générales, Grands Moulins de Pantin, 9, rue du Débarcadère – 93761 Pantin cedex;
- for holders of **bearer share**: either to the financial intermediary who manages their shares or, enclosing a certificate of ownership issued by their financial agent, directly to BNP Paribas Securities Services at the above address.

To be filled in by shareholders who are individuals:

I, the undersigned

Surname:

First name:

Address:

District, if different from distributing office:

Zip code, distributing office:

To be filled in by shareholders who are legal entities:

I, the undersigned:

Surname:

First name:

acting as Representative of the Company:

having its Registered Office at:

District, if different from distributing office:

Zip code, distributing office:

Holder of:

..... pure registered shares

and/or registered shares administered by

and/or bearer shares recorded in a bank account

request to send, to the above address, the documents and information detailed in articles R. 225-81 and R. 225-83 of the French Commercial Code regarding the Combined Shareholders' Meeting, convened on October 18, 2016 at 3 p.m. ⁽¹⁾.

Place (City): on 2016

Signature:

⁽¹⁾ Pursuant to article R. 225-88 (3) of the French Commercial Code, shareholders with registered shares may, upon request, obtain from the Company the documentation and information referred to in articles R. 225-81 and R. 225-83 of the aforementioned Code for every subsequent Shareholders' Meeting. Should the aforesaid shareholders wish to use this option, it has to be specifically mentioned on this form.

BUREAU VERITAS

Limited Liability company (Société Anonyme) with registered capital of EUR 53,040,000
Nanterre Trade Registrar B 775 690 621
Registered office: 67-71, boulevard du Château
92200 Neuilly-sur-Seine – France
Tel: +33 (0)1 55 24 70 00

Websites

www.bureauveritas.com
www.bureauveritas.fr

Christophe Boulze for the pictures of the Board of Directors



Bureau Veritas – 67/71 boulevard du Château – 92200 Neuilly-sur-Seine
Tél. : + 33 1 55 24 70 00 – Fax : + 33 1 55 24 70 01 – www.bureauveritas.fr

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