2009

ANNUAL REPORT
REGISTRATION DOCUMENT

In an international environment that coninued to be very challenging throughout 2009, our Group delivered results that were more than satisfactory. Though marginally down from the prior year, business overall remained steady. And while the event industry market itself significantly contracted as major customers revised their budgets downwards, we remained resilient in the face of economic turbulence while continuing to prepare for the period aheadThis has included maintaining tight control over our capital resources to retain our ability to invest and take advantage of strategic opportunities.

We have in consequence pursued our cost reduction measures and reduced our net financial debt by €83 million through the sale of real estate assets in Budapest and Turin. The margin of maneuver provided by the resulting cash inflow has enabled us to pursue our projects for development, notably by targeting countries with strong growth potential such as Turkey. International markets have also experienced remarkable expansion and in will for the first time 2010 account for more than 50% of our revenue.

This trend in large part reflects our established track record in servicing major sports and cultural events. This is illustrated by our contribution to the 2010 FIFA World Cup South Africa™ for which we were awarded the largest contract ever granted to a sole provider in this area for the provision of installations for the 10 sites hosting the competition. This latter success is a result of the groundwork we have laid in South Africa with our partner Oasys, and confirms our leadership position in the segment of sports events as well as our ability to build long-lasting and profitable alliances.

2009 was also marked by the operational launch of premium event venues: the Brussels Convention Centre, Palais de la Mutualité, World Forum Convention Centre of The Hague and Amiens Mégacité. Exemplifying our development in France, a new site will be added to this portfolio, accompanied by a highly innovative renovation project: the Palais Brongniart, the former location of the Paris stock exchange, for which we have brought together different actors to contribute to an innovative entrepreneurial project based on the values of economic and social responsibility. Much more than a traditional venue management venture, the mission of this undertaking will be to create a new hub of activity with a stronger human dimension promoting the values of the economic entrepreneurship and the different stakeholders.

Finally, we have further reinforced the specific strengths of our business model by developing our integrated offering so that, more than ever, we remain able to propose comprehensive creative solutions based on a high degree of responsiveness and maintaining close relations with our customers.

Through these projects and the achievements, our performance in 2009 was distinguished by its energy and an unwavering determination to maintain our forward momentum. These results are not only the product of budgetary measures and strategic choices. They are reflect the quality of our teams that have confirmed their ability meet the challenges of their missions with audacity and determination. Courageous, inventive and with a strong team spirit, the Group's men and women have confirmed they are capable of managing projects in a manner that fully integrates economic constraints without at all compromising the high standards of quality expected by our customers.

Prospects for 2010 and beyond, with the major events of the Olympic Games and World Cups ahead, provide reasons for confidence and an incentive for continued entrepreneurship. As a responsible corporate citizen, GL events will pursue its development strategy by leveraging its core strengths: a pioneering spirit that has distinguished it since its creation, a clear business focus and ethical values indispensable for a major market player, all factors capable of contributing to sustainable growth.

Olivier Ginon
Chairman

01

GL events

As the leading fully integrated international provider of event solutions and services, GL events offers specialised expertise for every area of the event industry throughout the world. The Group operates in the three major segments of the event industry market: the organisation of trade fairs, conventions and events, the management of venues on behalf of local and regional administrations, and services for events.

Through its integrated offering that covers all event industry specialisations and its presence through 91 offices in France and international markets, GL events assists companies, institutions, and event organisers at every stage of the process from the definition of their event strategies to final implementation in the field.

GL events' 3,248 employees originate from a wide range of nationalities and different horizons whose expertise covers every phase and specialised need for staging an event. And in keeping with its historical values, it has developed an ambitious Corporate Social Responsibility policy and contributes to advances in its industry.

In 2009, the Group had revenue of €581.4 million.

GL EVENTS OPERATES IN THE THREE MAJOR EVENT INDUSTRY MARKET SEGMENTS:

- Trade fairs and exhibitions for professionals and the general public
- Congresses, conventions, seminars and incentive events
- Corporate, institutional, cultural or sports events

GL EVENTS' ORGANISION IS FOCUSSED ON THREE CORE BUSINESSES:

• Event organisation

GL events is the organiser of more than 250 proprietary trade shows for a diversified range of sectors that include the food industry, the automobile sector, home and interior design and watchmaking and healthcare. The Group also assist corporations and institutions in designing and producing every type of event. Finally, its extensive network of venues allows it to generate further value by replicating events as well as provide support to its customers for itinerant events on all five continents.

• Venue management

GL events has developed a unique network of venues managed in large part under concession agreements or long-term public-private partnerships. At 2000 year-end, the Group's portfolio included 34 venues: convention centres, exhibition halls, concert halls and reception areas. An international network that provides a particularly attractive range of venues for customers constantly looking for new business tourism destinations and enables GL events to service its major accounts in most of their strategic regions.

• Services for event organisers

With more than 36 specialised areas of expertise represented, the event services division offers a very large range of skill sets that permit GL events to equip and install every type of event throughout the world from design to completion: structures, general installations, lighting, furniture, decorations, audiovisual equipment, IT management, hospitality services, etc. GL events' extensive network of local offices combined with a significant inventory of assets, ensures its position as a provider of choice for major international events.

In a particularly difficult economic climate, what is your assessment of 2009 for the event sector and for GL events?
The event industry was significantly affected by by the economic crisis with declines ranging from 10% to 20% according to the segment. Cuts in communications budgets inevitably had an adverse impact on our markets. In this context, GL events maintained a high level of activity with revenue of €581.4 million, a marginal decline from the prior year. In such an environment, this in consequence represented an excellent performance, reflecting the considerable efforts made by commercial and operating teams. Our Group's excellent resilience has confirmed the pertinence of its business model based on providing an integrated offering covering the three major event industry segments: services to organisers, venue management and the organisation of events combined with the expanding presence in international markets of all its businesses.

What are the reasons for this resilience at the Group level as well as in the different business lines?
Certain specific and well-defined segments, notably the automobile and manufacturing sectors as well as selected markets in Europe, reflecting the economic conditions of these countries, adversely affected our businesses in 2009. Conversely, certain growth sectors such as the food industry and the environment, showed robust gains as did countries in phases of rapid development such as South America or Africa, two strategic regions with attractive growth potential for the years ahead. An analysis of performance by specific business lines first highlights increasing synergies between our businesses, further demonstrating the effectiveness of our integrated model, particularly during more challenging economic cycles. Services performed well, particularly in international markets with FIFA Confederations Cup™ and the Africa Cup of Nations, but also in our historical markets with installations for major events such as *Première Vision* or the *Salon International de la Haute Horlogerie*.

Furthermore, the Services division has returned to operating profitability, a strategic priority for 2009 as well as a Group commitment. Revenue for Venue and Event Management remained steady overall, representing an excellent performance in a recessionary market. Four new sites were added to our network of venues in 2009. We also made noteworthy contributions to such events as the SIRHA International Hotel Catering & Food Trade Exhibition, the CFIA packaging and technologies trade fair, the trade fair for renewable energies and the biennial international book fair of Rio de Janeiro in addition to high profile corporate events for major accounts such as Eiffage and L'Oréal or the Opening Ceremony of the Francophone Games held in Beruit. This division accounted for more than half of consolidated sales in 2009.

What are GL events' priorities for 2010?
2010 should be a period of sustained growth for GL events, with remarkable prospects for major international events such as FIFA World Cup South Africa™ , the Shanghai World Expo or the Commonwealth Games in India. Venue management should register growth driven by full-year operating contributions from new sites such as the Brussels Convention Centre, The World Forum Convention Centre of The Hague, the Amiens Mégacité Exhibition and Convention Centre and Hôtel Salomon de Rothschild, the Palais de la Mutualité and Palais Brongniart in Paris, to which will be added new sites, under development. Finally, we also intend to pursue further integration of our business lines and teams, and expand our Corporate Social Responsibility strategy, a key condition for the sustainable growth of our Group in a market in constant transformation: fostering the personal development of our employees, reducing the environmental impact of our activities and contributing to the vitality of the regions where we operate, all constitute organisational components of our growth strategy.

Olivier Roux
Vice Charman

JANUARY 2009

Five-yearly convention of the Eiffage Group
From January to April, Package Organisation managed the five-yearly convention of the European construction and civil engineering group, Eiffage. Organised in the form of a tour of seven French cities, this event provided an opportunity to welcome more than 30,000 employees staged like a real televised show. This included a TV news broadcast platform, a talk show and a one-man show by the renowned French comic, Nicolas Canteloup.

17th edition of the Print'Or exhibition
France's leading international exhibition for the jewellery, clock and watchmaking industry, Print'Or proposed for its 17th edition, an exhaustive display in favour of retail jewellers. For the staging of this event, 4,250 visitors (3% from abroad), benefited from the GL events range of expertise: general installation, furniture, pre-equipped stands, a press lounge, floral decorations…

SIRHA: a major international catering and food trade exhibition
2,098 exhibitors, 6,000 chefs from 120 countries, 141,380 visitors, 600 innovations presented… A few figures that confirm Sirha's unique stature as a major catering and food industry event. For the 25th consecutive year, GL events staged, organised and equipped the entire trade fair, a major rendezvous for trendsetting developments in the catering and food industry sector.

MARCH 2009

Kairouan in the high-tech spotlight
In 2009, the Tunisian city Kairouan was selected as the "Capital of the Islamic Culture". To celebrate this event, a show was produced by the Group through its subsidiary GL events Algérie. Organised at the El Moussala Square, behind the Okba mosque minaret, spectators were dazzled by a one-hour performance blending sound and light. As a backdrop to six choreographed scenes on themes ranging from the history of the city to poetry, via science and knowledge, a *trompe l'œil* was projected on a façade measuring 60m in length and 6m in height, as well as on to the 20m high minaret.

JUNE 2009

1st first worldwide symposium of L'Oréal in Paris
To celebrate its 100th anniversary, *L'Oréal Professionnel* organised its first world symposium in Paris with the help of the event specialist agency, Market Place. With the name "Inspiration Paris", this event brought together nearly 4,000 professionals of the hairdressing industry from more than 70 countries. After being welcomed at an opening ceremony held in the Tuileries Garden, participants were then provided with six Master Shows organised over a two-day period. The event was brought to a close with a gala dinner and evening festivities at the Grand Palais.

FIFA Confederations Cup^{TM} : GL events rises to the challenge
GL events Oasys Consortium is the product of a partnership between GL events and the South African company, Oasys Innovations. This new entity was awarded by the FIFA^{TM} World Cup 2010 2010 Organising Committee the seven main contracts for the provision of temporary installations for the FIFA^{TM} Confederations Cup. A few figures illustrate the scope of the challenge in covering an extensive territory ranging from Johannesburg to Pretoria and from Rustenburg to Bloemfontein: 26,787 m² of temporary structures, more than 10,000m of cabling, 25 studios for TV and broadcasters to be fitted, 10,800 m² of surface painted…

SEPTEMBER 2009

French literature on centre stage
The Rio de Janeiro International Book fair held every two years is consistently a highly successful event. The level of patronage by the public, sales volume and media coverage regularly surpass the expectations of the organisers of this flagship event for the book trade in Brazil. In 2009, 800,000 visitors explored the 15,000 m2 of the Riocentro exhibition space. And with this edition coinciding with the "Year of France" in Brazil, French literature was accorded a special place of honour.

Dinner in the sky in Paris
"Dinner in the sky" was set in the Tuileries Gardens for 25 people thirty metres above ground. In the presence of 10 of France's leading chefs, 22 guests were transported to a dinner served on a platform held up by a crane. GL events contributed to this event by providing the indispensable equipment required by each chef.

The "Jeux de la Francophonie" showcased in Beirut
Produced by Market Place, the opening ceremony of the 6th *Jeux de la Francophonie* (Francophone Games) held in Beirut were rebroadcast in 70 countries around the world. Written and produced by Daniel Charpentier, this show featured 1,300 performers in Beirut's largest stadium. The stage consisted in large part of an enormous projection screen laid on the ground. Dancers, musicians, singers and projected images were combined to form compositions designed as dreamlike journeys across the cities and regions of Lebanon.

GL events inaugurates the Brussels meeting place, Square
GL events continues to expand its offering of venues for staging events both in France and international destinations. Located in Brussels, the political heart of Europe, the "Square" opened its doors on 20 September 2009 at 8:09 p.m. On the top floor, the "Panoramic Hall" of this convention centre for which GL events was awarded a 27 year management concession, is clearly worth the detour. Signed by internationally acclaimed designer Arne Quinze, it offers a breathtaking 360° panoramic view of Brussels.

OCTOBER 2009

GL events expands into the Netherlands
With the signature of the management concession for the World Forum Convention Centre of The Hague, GL events has further expanded its presence on the worldwide event scene. Located in the heart of the international District of The Hague, the political capital of the Netherlands and a high-level destination for international relations, this venue includes the country's largest auditorium: seating for 2,100, 20 meeting rooms, a restaurant, a capacity for hosting more than 5,000 people with total space of 40,000 m².

Group awarded the management concession for Palais de la Mutualité
The Mutualité Française awarded GL events the management concession for the landmark Palais de la Mutualité. Foncière Polygone, the real estate company that holds the 35-year emphyteutic lease, will undertake renovations representing an investment of nearly €20 million. Entrusted to architect Jean-Michel Wilmotte, their objective will be to bring the Palais de la Mutualité in line with security standards and functionality requirements of modern event venues.

Equita'lyon: stage of the Equestrian World Cup
For its 15th edition, Equita'lyon hosted two stages of the Equestrian World Cup for jumping and dressage. In conjunction with this first time event, the equestrian symphonic work "Carmencita" with the participation of Julia Migenes, the Lyon Symphony Orchestra and a choir of 150 singers directed by Philippe Fournier was performed for 6,000 spectators.

NOVEMBER 2009

Race to Dubaï : a new golf event
The Race to Dubaï is a new competition in the PGA European Tour. The world's top players will compete to win an exceptional prize. For this unique sports event held at the Jumeirah Golf Estates, teams of GL events Owen Brown were called upon to install more than 5,000 m^2 of tents. To provide a facility to accommodate the press covering this event, the new line of temporary structures, Absolute, was selected.

DECEMBER 2009

Heavent 2009: GL events presents its "think green" programme
For the 2009 edition of the Heavent event industry trade fair, GL events decided to showcase a stand dedicated to sustainable development. Entirely eco-designed and bearing the colours of the Group, it was presented with an intentionally unconventional display given its underlying message of being… green. This stand was built using less material, reflecting a streamlined dematerialised architectural concept (cubes designed solely by means of frames) and communication (digital media, e-invitations).

GL events at the East Asian Games
GL events Hong Kong Limited provided installation, construction and disassembly services for the 5th East Asian Games, organised in Hong Kong. In contributing to this event, the high level of experience and flexibility in meeting the needs of the different participants were particularly noted.

CORE VALUES

- Respect for customers, suppliers, employees and shareholders;
- Corporate responsibility as a partner with local and regional governments;
- A spirit of initiative fuelling growth expansion and fostering a corporate culture of judicious risk-taking;
- Imagination to develop innovative solutions to set GL events apart from the competition.

Sustainable development has in recent years become a major priority for the company and its stakeholders. Committed to a culture of responsibility constituting the cornerstome of its strategy as a corporate citizen governing relations with employees, society and the environment, in 2009 GL events set up a "Sustainable Development Mission" that reports directly to the Chairman and the Executive Committee of the Group. With a truly cross-functional approach, this mission will be supported by a dedicated team whose efforts will be backed by a network of correspondents representing all event specialisations and Group offices.

FOCUSING ON PEOPLE

With a workforce of 3,248 employees, representing a rich and wide variety of professional and cultural backgrounds, GL events has adopted an ambitious human resources strategy with two key priorities. First, successfully attract, motivate and retain talent. In other words, give all employees, notably through training, an opportunity to evolve in the company and develop their expertise and skills. Secondly, fight against all forms of discrimination: age, gender, religion… and promote the integration of population segments in difficulty (young jobseekers without schooling, the long-term unemployed…) by becoming members of its teams. The goal of social progress however does not only concern Group employees. It also applies to the suppliers and partners with whom GL events seeks to shares its vision and values to promote and improve the application of the principles of ethical conduct in its business activities. CSR is also deployed outside the scope of the company's business operations and includes very important a social dimension. GL events is a partner of local governments and stakeholders and a natural contributor to the regions where it operates.

With 91 offices in France and worldwide, the Group is committed to playing an active role as a responsible corporate citizen by supporting events, projects or organisations that contribute to and provide a showcase for local communities. GL events provides financial support to many projects in favor of social solidarity, the environment, sports or culture. In 2009 for example the Group supported the Charles Hedrich project for a journey bridging the North and South Poles using only natural energy. It is also a supporter of the not-for-profit association *Sport dans la Ville*, that promotes social integration through sports and contributes, through the efforts of local subsidiaries to many CSR projects, particularly in the fields of healthcare and social initiatives. The Lyon Festival of Lights, on 8 December and the Lyon Contemporary Art Biennial were just a few of the events that GL events supported in 2009, by contributing its resources and expertise to ensure the success of these events.

A PROACTIVE ENVIRONMENTAL PROGRAMME

How to reconcile the ephemeral nature of an event with the need for the sustainable management of natural resources? This requirement of corporate responsibility has for a long time been a key priority of GL events. Many initiatives have been developed in recent years within the Group in the environmental area: from training to eco-design, organising environmentally responsible events, carbon audits, transportation optimisation plans, recycling waste at sites, etc. A multitude of experiences that starting in 2009 the Group has decided to multiply and organise as part of a global approach. In an effort to meet the challenges raised by the problem of global warming and declining natural resources, GL events has adopted an ambitious programme to reduce the environmental impact of its activities. Objective: better address environmental concerns in all event specialisations to anticipate regulatory trends, effectively meet market expectations and strengthen GL events' overall position in the event industry.

Think Green, an ambitious programme, a shared approach

The purpose of this programme, under the banner "Think Green is to demonstrate that it is first and foremost through intelligence, and more specifically study, innovation, sharing experience and the initiatives of the different parties that the industry will successfully advance. To provide it increased visibility and name recognition, this programme has been branded with the adoption of a strong and simple graphic design, with white graphics set against a red circle, linking it with the company's own corporate identity.

By developing this environmental action programme, GL events' objectives are threefold:
• Limit the environmental impact of events that are staged, organised and equipped;
• Promoting CSR construction, renovation and the operation of event venues in coordination with public customers;
• Promote awareness and provide training to Group employees on good practices in sustainable development within the company.

Intervening upstream in the lifecycle of an event

With its position as a global provider, GL events has opportunities but also the responsibility to intervene across the entire lifecycle of an event. With this objective, the Think Green programme is broken down into components covering all event industry specialisations of the company:

Designing and organising events, designing stands and event venues: training designers and event project heads in eco-design and the organisation of eco-events within the framework of "GL events Campus";

• Manufacturing and purchasing products and materials for events: implementing a responsible purchasing approach, organising supplier days focusing on sustainable development, developing offers for alternative products through an ambitious R&D strategy;

• Logistics and the transport of goods and people to events: action programmes dealing with logistics platforms (optimisation of distances and loads, measures to reduce the occurrence of trucks returning empty), eco-driving training programmes;

• Venues and reception services: managing buildings and services for associated events provide catering services adapted to Group's venues (organic menus, seasonal products and local suppliers), progressively implement energy audits, eco-maintenance programmes for technical supervisory staff;

• Reuse and management of waste: disassembly, maintenance and reuse of materials: developing selective waste sorting at our venues, awareness-raising campaigns for employees promoting environmentally responsible behavior.

Because sustainable development represents a major collective priority, GL events has associated its customers, suppliers and partners in its CSR approach and participates in work in its industry notably through the sustainable development commission of the FSCEF, the French Federation of the trade fair, exhibition and convention industry.

The integration of all the event industry specialisations gives GL events a particular responsibility but also an opportunity through its ability to intervene both upstream and downstream in the cycle of events.

GL EVENTS CAMPUS

A new resource for GL events employees who share the Group values, GL events Campus was launched early 2009. This corporate campus will assist the Group meet a number of challenges:

• Foster employee motivation and participation;
• Promote a common culture and team spirit;
• Foster integration within the Group and the creation of lasting networks;
• Design and organise training programs adapted to needs and;,
• Optimise benefits generated by training, organise internal knowledge sharing through specifically identified and trained instructors. To meet these multiple objectives, as a new training organisation, GL events Campus' mission is to implement the France BU administrative processes within the allocated financial resources by optimising budgets and effectively managing purchasing and grants.

In 2009, within the framework of GL events Campus, the Group inaugurated the "Welcome Convention" for new staff. During a two-day period, management presented GL events' different activities and operating units to 100 participants to provide them with background about the commercial environment and Group challenges. An occasion to take ownership of the company values and ethics, as well as to create a network. Through GL events Campus, the Group also enabled nearly 1,500 employees to receive training representing 35,000 hours of training provided.

AN AMBITIOUS HUMAN RESOURCES POLICY

GL events' human resources policy associates economic performance with improvements in employment terms and conditions. Focusing the energies of the men and women that comprise the Group around core values that constitute its key strengths (commitment, enthusiasm, innovation or local service) represents its priority.

GL events' human resources policy includes eight main components:
- Measures to attract and retain talent;
- Associating compensation with performances in each business line;
- A safety and accident prevention policy at all worksites;
- Ensuring reliable sourcing by subcontractors;
- A commitment to a diversified workforce and equal opportunity employment;
- Constructive exchanges between employees and management;
- A strong commitment to internal communications efforts;
- A forward-looking training policy to anticipate changes in the Group's business activities and job needs.

Attracting and retaining expertise and talent

At 31 December 2009, the Group had an average workforce of 3,500, excluding hostesses and intermittent workers. The Group's human resources policy has multiple goals: GL events must attract expertise required to support its expansion but that has to be accompanied by an ambitious training policy to promote the development of professional and management skills. The Group must also promote a common corporate culture and the internal transmission of its well-established expertise so that today’s talent successfully contributes to ensuring a solid foundation for the future. To successfully execute the large international projects of GL events, the Human Resources department seeks to form teams providing a rich mix of human qualities. To assemble the necessary talent, it must consequently draw upon the Group's internal resources but also outside expertise. It never hesitates to assemble teams comprised of members with different experiences and cultures for a given event. One such example would be the FIFA™ 2010 Confederations Cup with a team representing 20 different nationalities.

To meet these different challenges, new procedures have been adapted: a common annual review adopting the same format for all GL events employees, a system to identify employees with high potential as well as a job mobility charter regarding opportunities at the Group level.

In addition to training to maintain and develop skills of individual employees, every year the Human Resources Department organises cross-functional workshops for sales and engineering staff. In 2009, with GL events Campus, the Group launched a new initiative.

GL events has always placed a premium on a responsibility, service, creativity and teamwork. Through the "New Talents" programme, graduates of prestigious schools are provided with an opportunity to participate in the growth of GL events through commercial development, project management, engineering, finance, marketing or purchasing functions.

Compensation and Group performance

Total compensation is linked to Group performance. The Group's general compensation policy recognises individual performance while taking into account the level of responsibility and skills applied and of course the ability to effectively fulfil the function. In addition to the base salary, a policy of variable compensation is applied to establishing incentives linked both to overall Group and individual performances. Profit sharing agreements are in place at most French subsidiaries that reinforce the employees' direct stake in the overall performance of GL events.

Safety and accident prevention

Employee safety is a major Group priority. It is for this reason that one of its most important responsibilities is ensuring the physical safety of its employees. The system applied in which all stakeholders within the Group participate is based on three major principles:

• Each person is responsible for his or her attitude and behavior in terms of occupational safety. Every person intervening in any manner whatsoever at a worksite under GL events' responsibility must adopt an exemplary, vigilant and proactive approach;

• All occupational risks are clearly identified. In the accident prevention action plans, the corresponding risks are identified and results are regularly monitored in relation to anticipated performances;

• All incidents and accidents are analyzed both by drawing upon internal expertise and also, when necessary, by outside specialists.

Subcontracting and control procedures

GL events ensures reliability of sourcing from subcontractors. In 2009, the Group in effect adopted a process covering both employment regulations and job safety. The majority of trade fairs (435 in 2009) were audited by a dedicated team to ensure that processes were effectively applied

Promoting diversity and equal opportunity employment

As its operations become increasingly international, GL events considers diversity a competitive advantage. Fighting discrimination of every type and ensuring equal opportunities for all employees represent key priorities of GL events' human resources policy.

Fostering dialogue between employees and management

GL events is strongly committed to fostering productive and ongoing dialogue in order to adapt to change by achieving an optimal balance between a harmonious working environment and economic performance.

Trade associations

GL events is an active supporter of trade associations and serves on the labour committee of the French Federation of Fairs, Trade Shows, and Conventions. The French apprenticeship tax is allocated to three types of establishments pursuant to a company-wide policy. These include those providing (i) specialised training in our specific business lines; (ii) general training that meet our recruitment priorities and (iii) training to handicapped persons. In addition, GL events' support department managers are members of the trade associations representing their fields (e.g., AFTE, DFCG, AFDC, and *Lyon Place Financière & Tertiaire*).

Internal Communications

GL events attaches particular importance on corporate communications in favour of employees, the shareholders or the staff of newly acquired companies. An array of materials (a new employee handbook, company newsletters, Intranet) and employee encounters (seminars, training sessions) exist to facilitate the integration of new employees and promote information sharing among different divisions and departments.

02

Businesses

GL EVENTS AN INTEGRATED BUSINESS MODEL

The event market of today covers three major types of events:
• Trade fairs and exhibitions that include regional or international fairs for the general public or special sectors as well as B-to-C and B-to-B trade shows for all sectors;.
• Congresses and conventions destined for diverse groups with a shared purpose or interests. The first may cover events for scientific, economic, non-profit, political groups and subjects. The second may include business conventions, international forums as well as corporate events (seminars, incentives, general meetings, public relations, unveilings and product launches);
• "Large events" covering sports, summits and political meetings.

GL events' business model is based on providing a complementary mix of expertise covering:

- Event oranisation
- Venue management
- Services for events

This integrated offering enables GL events to position itself as a global player providing solutions for all types of events from the simplest to the most complicated requiring proven know-how and dependability in all steps of the event planning process. As a partner and adviser to its customers, GL events' is today the leading fully integrated global provider of event solutions and services.

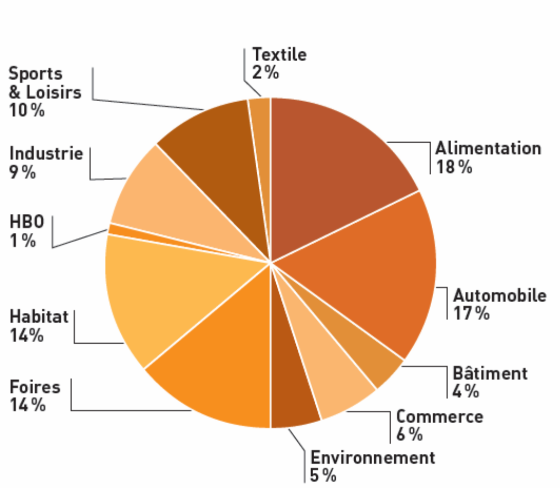
EVENT ORGANISER: GIVING MEANING TO AN EVENT

A strategy concentrated on three areas
The growth strategy is based on the development of an integrated offering providing a complete range of solutions and services for the staging of successful events for businesses and the general public: trade shows and exhibitions, fairs, congresses, etc:
• Creating and replicating proprietary events worldwide and notably in venues managed by the Group;
• Developing its offering of corporate events for large international accounts;
• Increasing its position in the segment of conventions, congresses and incentive events.
In this way, the Group gives meaning to events by drawing upon its expertise across the entire event cycle covering: covering the design and specifications, general coordination, event communications, etc. Its comprehensive range of expertise enables the Group to provide added value when proposing solutions to customers.

A portfolio of 250 proprietary trade shows
In terms of prestige events, GL events currently has a portfolio of nearly 250 B-to-B and B-to C trade shows showcasing a dozen sectors of activity: food industry, sports and leisure, healthcare, home and interior design, retail, watchmaking, fashion, etc. This strategy of balanced segmentation is combined with geographical diversification reflected by the development of GL events with coverage spanning from Asia to Latin America as well as Europe.

Major trade fairs in 2009
SIRHA (France)
Lyon International Fair (France)
Industrie Paris (France)
Salon Automobile Lyon (France)
Prêt-à-porter Paris (France)
Tuttinfiera (Italy)
Auto et Moto d'époque (Italy)
Toulouse International Fair (France)
Bike Expo Show (Italy)
Construma (Hungary)
Les rendez-vous de la construction durable et de l'énergie propre (France)
BNV (Hungary)
Fiera Campionaria (Italy)
Casa Su Misura (Italie)
Toulouse Automobile Show (France)
My Special Car Show (Italy)
Utazas (Hungary)
Budapest Motor Kiallitas (Hungary)
Piscine – Aqualie - Wellgreen (France)
Bologna Motor Show (Italy)
Biennial International Book Fair (Brazil)

Salons : une représentation équilibrée des secteurs d'activité



Corporate events

GL events assists companies define and implement an event communications strategy to bring brands and their public together (whether B-to-B-or B-to-C) for optimal effect: conventions, product launches, inaugurations, commemorating events or anniversaries... Specific fields of expertise developed by specialised event communications agencies have progressively joined the Group over the years.
Market Place and Alice Evénements thus chose to leverage their strategic capacity by adding the expertise of an extended network providing a complementary range of know-how in skills, services and event venues.

Conventions, congresses and incentive events

GL events organises for learned societies, public institutions, professional associations or organisations intervening in a broad range of activities, congresses, conventions, incentive events and seminars, providing these groups with shared interests an opportunity to exchange their views combined with the benefits of the latest communications technologies.
The expertise of a Professional Conference or Congress Organiser (PCO) is today largely recognised and developed, in particular by Package Organisation, in France and in international markets.

VENUE MANAGEMENT: A GROWING NETWORK OF SITES

Venue management represents a key competitive strength of the Group by providing the basis for sustained development and recurrent business for all its operating activities through long-term concessions. GL events that operates 34 sites representing a total of more than 1 million m², manages four major types of event venues: exhibition halls, convention centres, concert halls and reception areas. Through this diversified portfolio of venues, the Group is able to meet the needs of all event organisers in the market.

These sites are generally managed under long-term public-private partnership type concessions (*délégations de service public*). These types of concessions have in effect inaugurated a new form of public-private partnership. GL events' role in this type of partnership is not simply to ensure the development, management, maintenance and promotion of the venue. The priorities set by the local or regional authority that owns the venue within this framework encompasses notions of public interest and service focusing on the achievement of specific objectives:

- Generating economic benefits and induced job growth;
- Managing and developing socioeconomic, cultural and sports events of cities or regions;
- Transforming infrastructures into showcases of economic and cultural vitality as well as major venues for staging events;
- Transforming infrastructures into showcases of economic and cultural vitality as well as major venues for staging events.

Providing a natural fit with GL events' offering, this activity underscores commitments and investments made possible by the Group's solid financial position. As a result, the Group has a solid and well-established network to support its business. Each site constitutes an important local operation in its own right, while working on a cross-functional basis with other Group venues around the world.

GL events strives to respect and support the local culture and economy of all the communities where it operates and maintain existing partnerships. The diversity of GL events' worldwide network offers event organisers real alternatives both in terms of size and attractive destinations for hosting their event. The Group has been successful in diversifying its customer portfolio (congresses, event agencies, seminars and conventions, etc.) by adapting the infrastructures to specific requirements. By focusing on developing an integrated offering (covering event organisation and services) GL events venues contribute to revenue growth and guarantee the success of an event.

A GLOBAL OFFERING FOR NATIONAL AND INTERNATIONAL EVENTS

Its ability to understand the complexity of an event highlights the expertise of GL events teams. To meet the needs of organisers of large worldwide events the Group increasingly offers not just a technical solution but rather a comprehensive package covering safety, compliance with standards, deadline and cost requirements, an exclusive design concept, the management of subcontractors and financial reporting. In this way, the Group can leverage its significant track record of experience as a contributor to major worldwide sports events and close relations with international bodies.

A unique global offering

As a partner and advisor to event organisers, the company stands apart from its competitors in what remains a highly fragmented market. GL events has proven expertise in virtually every step of the event planning process, from design to logistics and deadline management.

Services for trade fairs, conventions and events

- General installations: full event area preparation, including layout and installation of networks, structures, traffic flow, AV equipment, etc.;
- Venue design: creation, layout, furniture, and decorations based on the area's intended use (reception, lounges, meeting rooms, forums, restaurants, VIP rooms, etc.);
- Signage: floor plans, direction indicators, space markers, event programmes, safety warnings, etc.;
- Stands: traditional, collapsible, and modular;
- Temporary structures: tents and outdoor structures (with one or more levels) for events of all sizes;
- Furniture: furniture rental, display cases and accessories. 300,000 items in stock representing an exhaustive catalogue of more than 1,000 products;
- Grandstands and bleachers: temporary, permanent, indoor and outdoor, of all sizes (systematically checked by an independent certifier before being delivered to customers);
- Audiovisual equipment: video projectors, TV screen sets, installation and configuration of computers plasma displays, videowalls, etc.;
- Sound and simultaneous interpretation services: equipment for recording, amplification, mixing, playback, etc.;
- Lighting: traditional, scenic, and customised for stands and special rooms (press, VIP, food service, etc.), as well as electric wiring;
- Climate control: for permanent and temporary structures;.
- Hospitality services: bilingual or trilingual hostesses;
- Prefabricated temporary structures: GL events is the leading company in Europe for temporary structures. It has developed a range of aluminium frame products with PVC coatings with resistance to wind and snow comparable to permanent buildings.

2009 EVENT ORGANISATION IN 2009

The event organisation activity is gaining momentum

With more than 8 million visitors hosted and 4,000 events serviced and equipped by not less than 35 specialised event industry business lines, the Group demonstrated again in 2009 the merits of this strategy,

GL events continues to pursue its development as a provider of solutions and services for the successful organisation of events. The segment of corporate events organised by companies for their staff or customers has in particular acquired an increased dimension. Among the most prestigious events in the corporate segment were those for companies such as Eiffage, L'Oréal or Guerlain. This success reflects the expertise of our teams as well a growing track record and name recognition with major customers. In late 2009, GL events significantly reinforced its position in this sector with the acquisition of Alice Evénements, specialised in the organisation of corporate and B-to-C events with a portfolio of major accounts that include IBM, Total or SNCF.

Launch of GL events Exhibitions

To reinforce the level of support and service provided to businesses and professional associations and accelerate its development, in 2009 GL events grouped all its trade fair activities in France within a specialised entity "GL events Exhibitions". Concentrating in this way the strengths of all Group companies with expertise in organising B-to-B and B-to-C trade fairs (Agor, Sepelcom, Expo Indus, Norexpo and Performance) under a common banner will make it possible to deliver even higher quality services to both exhibitors and visitors.

VENUE MANAGEMENT IN 2009

Strong development international markets

On 31 December 2009, GL events was present in eight of the 20 leading event destination countries (including 5 of the top 7) and in 5 top 20 cities worldwide for hosting events (with 3 in the top 6). The Group's portfolio of 34 venues includes four types: exhibition halls, convention centres, concert halls and multi-purpose facilities, reception areas.
This venue management offering is distinguished by three key characteristics:

- Its international dimension;
- An extensive network of premium sites;
- A solid track record of success.

Noteworthy achievements in 2009 by GL events have strengthened these three cornerstones of its strategy:

- In Istanbul, "The Seed" convention centre has strengthened the Group's network of international destinations by the addition of a highly symbolic venue at the crossroads of Europe and Asia;
- Square, the Brussels meeting centre, strategically located at the political heart of Europe;
- In The Hague, the World Forum Convention Centre is a high level destination for events dealing with international relations and law;
- In Paris, the Group's portfolio has been further strengthened by the addition of two exceptional venues: the Hôtel Salomon de Rothschild and the Palais de la Mutualité;
- In Amiens, the Mégacité Exhibition and Convention Centre has strengthened the Group's regional coverage.

Venues managed by GL events

The Palais de la Mutualitéof Paris, the Amiens Mégacité Exhibition and Convention Centre and the *World Forum Congress Centre of The Hague*,(Netherlands), acquired by the Group in 2009, provide a natural fit to a network that now includes 34 venues with 14 in premium international destinations.

France:
Paris - Convention Centre – Mutualité
Paris – Event and Exhibition Centre – Parc Floral
Paris – Exclusive Venue – Hôtel Salomon de Rotschild
Lyon - Convention Centre - Centre de Congrès de Lyon
Lyon - Convention and Exhibition Centre - Eurexpo
Lyon - Reception Venue - Château de St-Priest
Nice - Convention and Exhibition Centre - Acropolis
St-Etienne - Convention Centre
St-Etienne - Reception Venue - Le Grand Cercle
St-Etienne - Reception Venue - La Verrière Fauriel
Toulouse - Convention Centre - Centre de Congrès Pierre Baudis
Toulouse - Exhibition Centre - Toulouse Expo
Clermont-Ferrand - Exhibition Centre - Grande Halle d'Auvergne
Clermont-Ferrand - Concert Hall - Zénith d'Auvergne
Clermont-Ferrand - Exhibition and Convention Centre - Polydome
Metz - Exhibition Centre - Metz Expo Evénements
Roanne - Event and Exhibition Centre - Le Scarabée
Vannes - Exhibition Centre - Le Chorus
Troyes - Exhibition Centre - Troyes Expo
Amiens – Exhibition and Convention Centre – Mégacité

International:
Rio de Janeiro (Brazil) - Convention and Exhibition Centre - Riocentro
Rio de Janeiro (Brazil) - Multifunctional Indoor Facility - HSBC Arena
Curitiba (Brazil) - Convention Centre - Estação Embratel Convention Center
Turin (Italie) - Convention and Exhibition Centre - Lingotto Italy
Turin (Italy) - Multifunctional Exhibition and Sports Facility - Oval
Padua (Italy) - Exhibition Centre - PadovaFiere
Barcelona (Spain) - Convention Centre -
Centre de Convention International de Barcelone (CCIB)
Budapest (Hungary) - Exhibition Centre - Hungexpo
London (England) - Exhibition and Event Centre - Battersea Evolution
Brussels (Belgium) - Convention Centre - SQUARE Brussels Meeting Centre
The Hague (Netherlands) - Convention Centre - World Forum
Istanbul (Turkey) - Event Venue - The Seed
New York (US) - Reception Venue - La.Venue
Shanghai (China) - Exhibition Centre - Pudong

SERVICES FOR EVENTS IN 2009

A unique ability for rapid deployment

In 2009, GL events once again displayed its full range of expertise through contributions to many international cultural, sports or professional events. The considerable and highly effective logistics capabilities of the Group represents a major competitive advantage for meeting the many challenges for successfully staging such events.

Maintaining sufficient supplies of materials through automated inventory management systems, strategically located warehouses and a highly responsive and easy-to-deploy truck fleet constitute the cornerstones of the Group's logistic capabilities. In addition to the Alpine World Ski Championships at Val d'Isère or the Africa Cup of Nations, GL events also achieved noteworthy success at the SIRHA (Catering and Food Trade Exhibition), a leading event in its industry, by providing general installations, signage, audiovisual equipment and the installations for the reception areas for VIPs and the general public as well as the Bocuse d'Or area. GL events' teams also contributed to providing services for the FIA Formula One Grand Prix of Barcelona and Monaco, the Cannes Films Festival, the Le Bourget International Paris Air Show, Djazagro agrofood industry trade fair of Algiers or the Nuits Sonores and Nuits de Fourvière festivals in Lyon…

Such events always represent major logistical challenges for the Group that must on each occasion be capable of deploying the full range of its teams' expertise across five continents.

This Group's unique ability in this area was highlighted by a top prize for its own performance at the Confederations Cup held in South Africa. GL events Oasys Consortium received the Gold Award in the Event Overlay & Facilities category at the Sport Event Management Awards. This award was granted for the quality of its service based on five criteria: successful management of the entire project, rigorous compliance with tight deadlines, meeting the challenges of distance, partnering with the local economy through value-added initiatives and synergies achieved with other partners including sponsors and host cities.

The services business is not limited to large-scale events and covers the full spectrum of needs for occasions of all sizes. In 2009, the Group provided services to more than 4,000 events worldwide.

THE GL EVENTS NETWORK: A GLOBAL PRESENCE

34 event venues

- In France: Lyon, Paris, Saint-Étienne, Roanne, Clermont-Ferrand, Nice, Toulouse, Vannes, Metz, Troyes, Amiens;
- In Europe: Barcelona, Brussels, Budapest, London, Padua, Turin, The Hague;.
- **Outside Europe**: Rio de Janeiro, Curitiba, Shanghai, New York and Istanbul.

The added value provided from this extensive network of venues provides GL events Group customers with a means to multiply the impact of their event communications throughout the world.

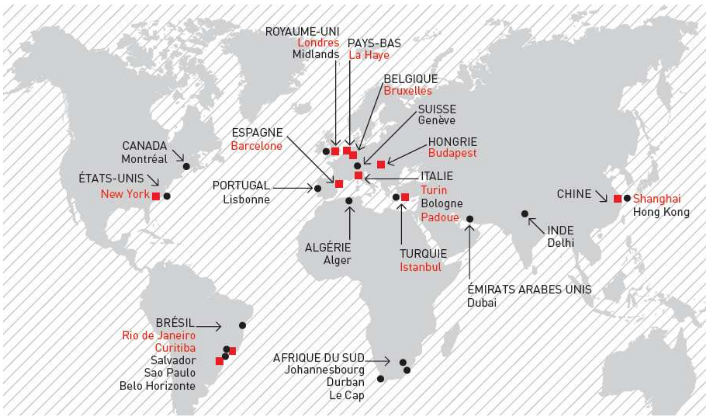
91 offices worldwide

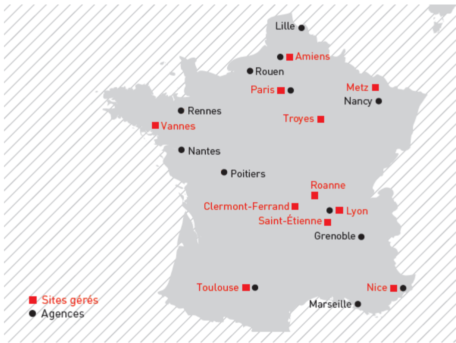
GL events' offices provide customers access to its full offering of services. These offices are supported by four large logistics platforms in France located in Lyon, southern and northern Paris and Nantes.

The event organisation business is supported by two dedicated offices:

- Lyon, in the Cité Internationale;
- Paris, avenue de New York.

These offices reinforce synergies and contribute to coordinated approaches to projects and the development of concerted responses to major calls for tenders.





OUTLOOK FOR STRONG GROWTH

The Group will be a significant contributor to major worldwide events in 2010, including notably the FIFA World Cup South Africa™ with a historical contract for €40 million and additional revenue anticipated from contracts by Oasys Innovation in this same country. GL events will also be present at the 2010 Shanghai World Expo (contracts for approximately €6 million) and the 2010 Commonwealth Games of Delhi (a €7 million contract already signed plus other events currently under negotiation). In 2010, the Group expects to accelerate its development in Venue Management and Events with the inauguration of the Hôtel Salomon de Rothschild, significant growth momentum for the Brussels Convention Centre and full-year contributions from recently awarded management concessions for venues such as The World Forum Congress Centre of The Hague, the Amiens Mégacité Exhibition and Convention Centre and the Palais de la Mutualité in Paris. On this basis, the Group anticipates strong growth in revenue from international operations in 2010.

GL events is determined to strengthen its network of venues of premium event industry destinations, with a very favourable calendar for calls for tenders. The City of Paris' Special Commission thus selected GL events' management concession proposal for the Palais Brongniart, the former location of the Paris stock exchange, based on a truly innovative project (projected revenue of €360 million over 30 years).

03

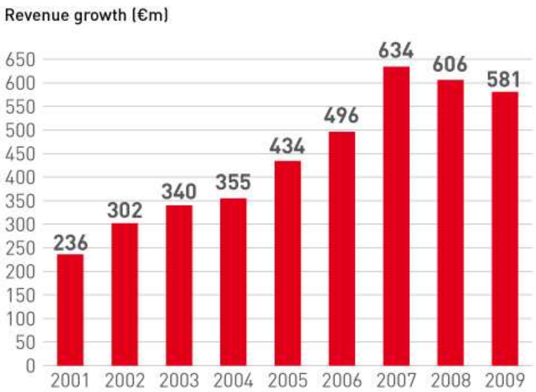
The Company

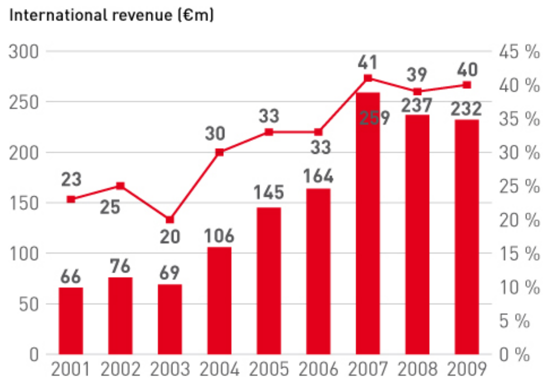
A RESILIENT PERFORMANCE IN A WORLDWIDE MARKET IMPACTED BY DOWNTURNS IN CERTAIN SECTORS

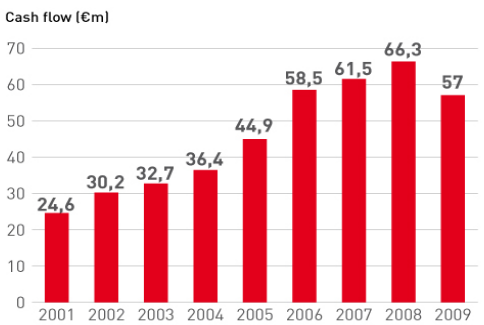
In an event industry market significantly impacted by the economic crisis with declines ranging from 10% to 20% according to the segment, the Group had annual sales of €581.4. Its expanding presence in markets with strong growth potential limited the effects of the global downturn in certain sectors. In this way, GL events delivered remarkable performances in South America and Africa, two strategic regions for the years ahead.

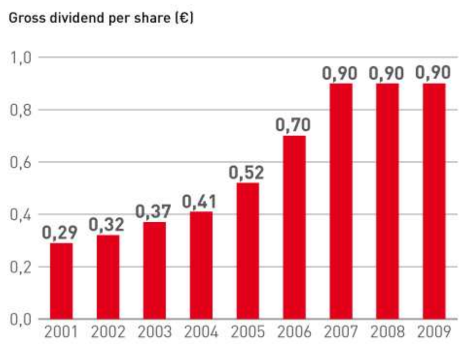
Venue Management and Events had revenue of €324.9 million, down 2.4% (-4.8% like-for-like*). These businesses account for 56% of total consolidated revenue. GL events' position in strong growth segments or products resulted in very positive contributions from key trade fairs such as the SIRHA International Hotel Catering & Food Trade Exhibition, the CFIA packaging and technologies trade fair or the trade fair for renewable energies.

Services had revenue of €256.4 million, declining 5.9 % (-10.2% like-for-like). This level of activity reflected the successful efforts and commitment of the Group's commercial teams, particularly in international markets. The Group had operating profit of €45.5 million with an operating margin of 7.8 % and net income attributable to equity holders of the parent company of €25.2 million. With gearing of 0.56% for shareholders equity of €330 million, the Group also benefited from working capital funds (negative WCR) of approximately €64 million. On this basis, the Group has a particularly sound financial position in the event industry that will enable it come through the crisis even stronger than before.









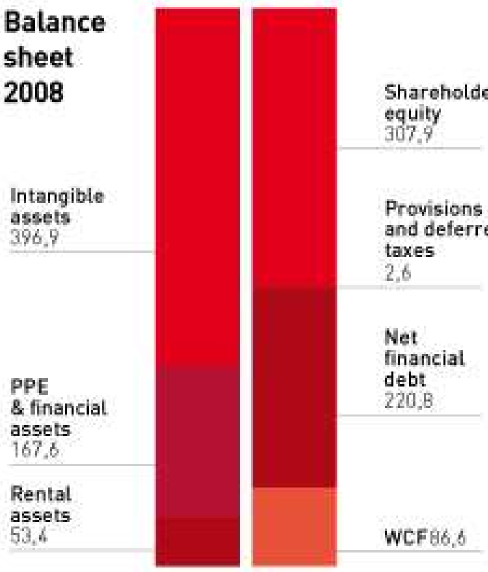
Income statement highlights

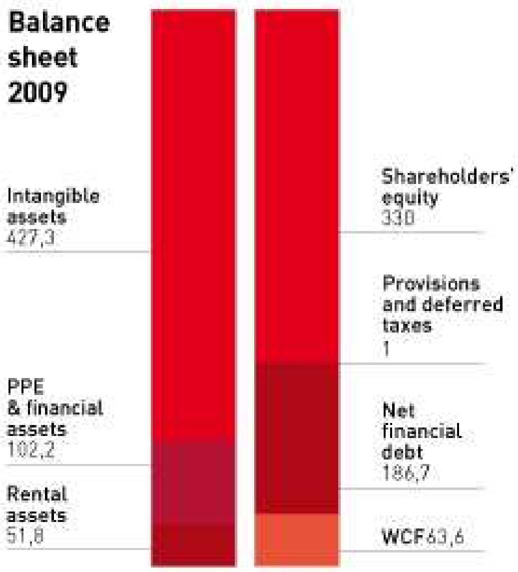
€ millions	2009	2008	Variation
Revenue	**581,4**	**605,7**	**-4%**
Operating profit	45,5	53,1	-14,4%
Net financial expense	-11,9	-17,6	–
Tax	-6,6	-6,9	–
Net income of fully consolidated subsidiaries	**27**	**28,7**	**-5,8%**
Income from equity-accounted investments	0,7	1,2	–
Minority interests	2,4	1,2	–
Net income	**25,2**	**28,7**	**-12,2%**
Net margin	4,3%	4,7%	–

Balance sheet highlights

Increase in the Net Source of Funds (WCF or negative WCR) reflecting the specific characteristics of the venue and event management businesses

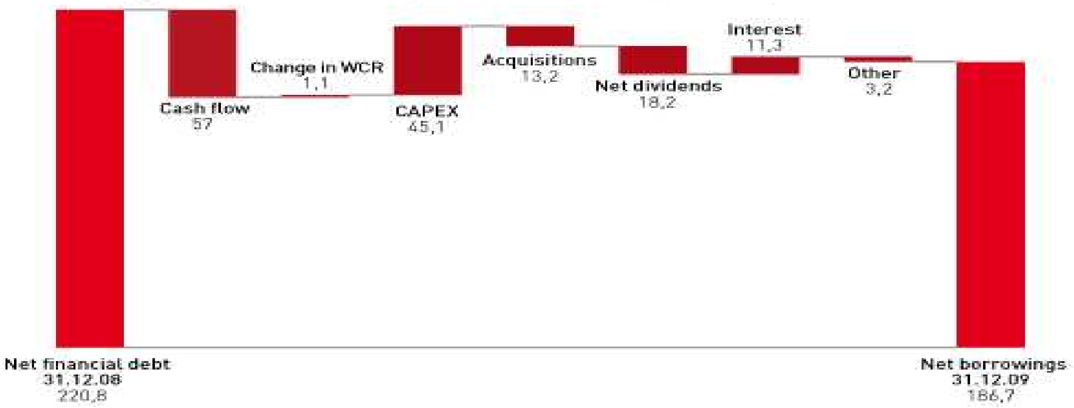
Gearing of 0.56: financial leverage creating value, backed by high-quality long-term assets.
Return on Equity: 11,6%





Cash flow highlights

A strategic acceleration of the event organisation business with the acquisitions of Agor and Promotor International



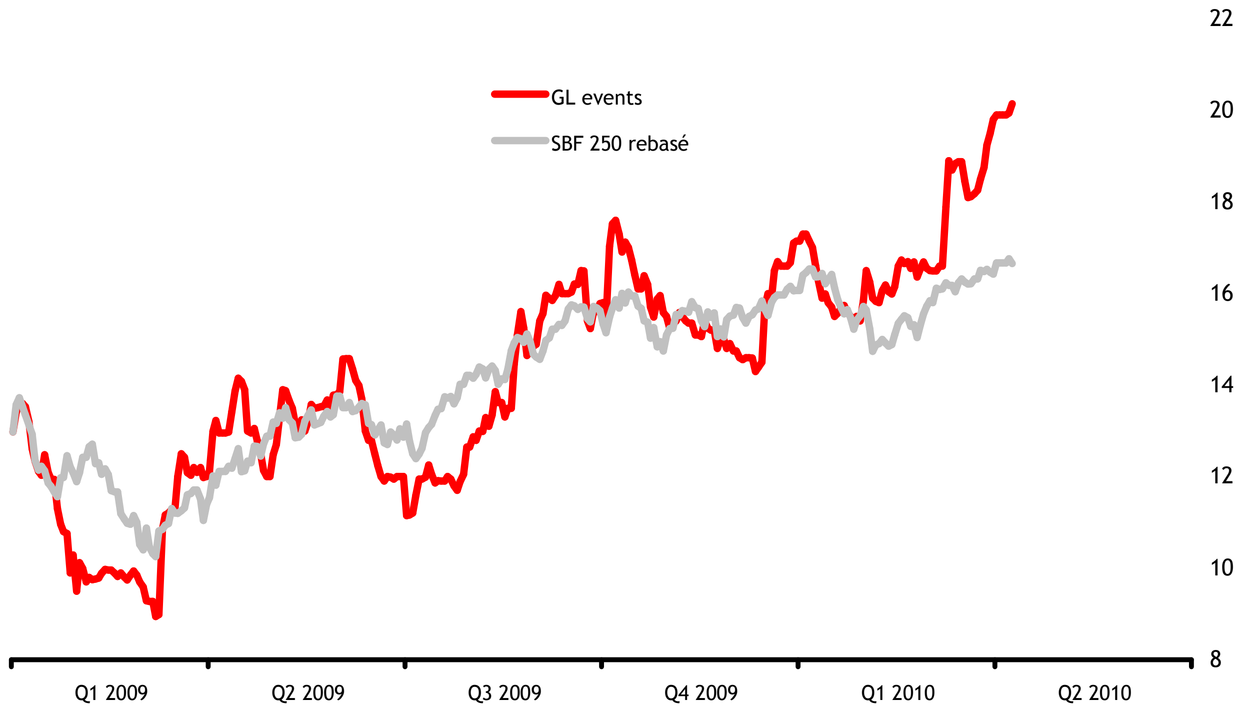
MARKET

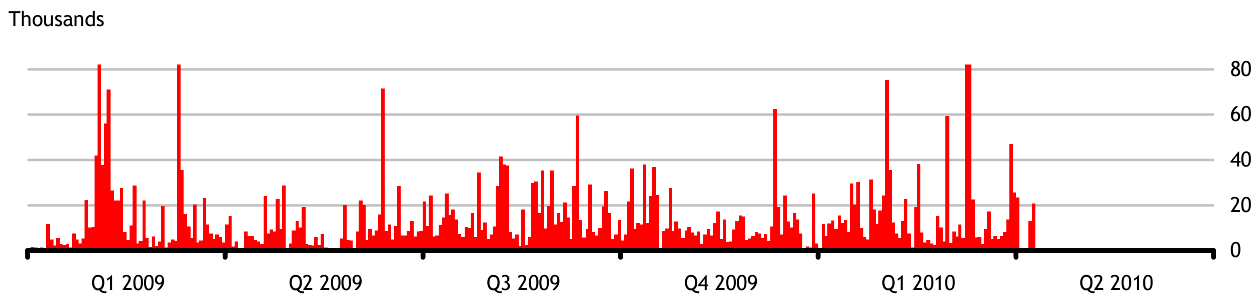
Eurolist compartiment B
ISIN Code — FR 0000066672
Bloomberg Code — GLOFP
REUTERS Code — GLTN.PA
FTSE Code — 581

Since its initial public offering, GL events has applied a communications strategy committed to promoting strong investor relations. The following information can be found on the company's website in a special section dedicated to shareholders (www. gl-events.com, under "Group Financial Information"):
- Recent and past press releases;
- A calendar of financial publications;
- A shareholders' guide;
- Downloadable annual reports and financial publications;
- Key figures;
- Recordings of management interviews.

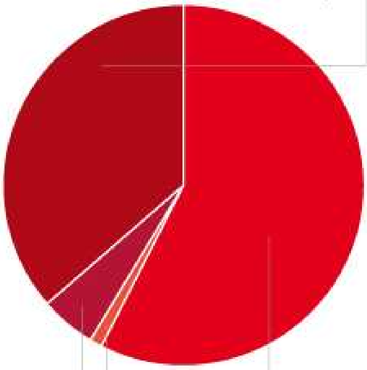
Email : infos.finance@gl-events.com

SHARE PRICE DATA





Shareholder ownership structure



Dividends

Dividends paid for the last five fiscal years and the dividend payment to be proposed at the next General Meeting are presented below:

Fiscal year ended	Gross dividend per share (€)
31 December 2004	0,41
31 December 2005	0,52
31 December 2006	0,70
31 December 2007	0,90
31 December 2008	0,90
31 December 2009 (proposed)	0,90

GL events share trading activity

The following table presents trading activity for the GL events share over the last 18 months:

Month	Closing price in Euros (monthly average)	Trading volume (in thousands of shares)	Monthly trading volume (in thousands of euros)	High (in €)	Low (in €)
2008					
September	18,36	307	5 694	20,06	17,00
October	15,20	312	4 687	18,50	13,05
November	12,50	359	4 157	14,24	9,31
December	12,48	184	2 213	13,70	11,20
2009					
January	12,16	93	1 048	13,60	9,56
February	9,85	522	5 156	10,99	9,47
March	11,01	274	3 141	12,50	8,84
April	13,05	207	2 640	14,15	12,00
May	13,38	115	1 539	13,90	12,48
June	13,03	289	3 777	14,58	11,90
July	11,26	616	7 088	12,25	11,15
August	13,71	369	5 061	15,60	12,65
September	15,80	374	5 915	16,50	14,85
October	16,51	408	6 818	17,60	15,40
November	15,30	191	2 921	15,95	14,80
December	15,47	264	4 000	17,14	14,30
2010					
January	16,21	275	4 412	17,30	15,50
February	16,23	356	5 784	16,70	15,40

2010 INVESTOR CALENDAR -- FINANCIAL PUBLICATIONS

30 April 2010 Cité Centre de Congrès Lyon (9:30 a.m.) Extraordinary and Ordinary General Meeting
29 July 2010 Paris (5:30 p.m.) Analysts, fund managers, journalists – Presentation of 2010 first-half results
30 July 2010 Press release — 2010 first-half sales and earnings
19 October 2010 Press release — 2010 third-quarter sales

Copies of the GL events' annual report may be obtained on request or downloaded in electronic form from the company's website. Previous press releases and annual reports (since the company was listed) are also available on the company's website.

French/English
English translations of GL events' financial publications are available in electronic form at its website www.gl-events.com (Group>Financial Information) or may be obtained on request from the investor relations department.

Press releases
GL events' press releases are posted on the company's website, www.gl-events.com (under "Group>Financial Information") after 6 p.m. on the evening preceding the date of their publication in the financial press.
They are systematically sent by e-mail, fax or the post to all persons having so requested (faxes are sent the same evening, while documents sent through the post are subject to mail delivery schedules)

ANALYST COVERAGE

- BERENBERG BANK
- CMCIC SECURITIES
- CA CHEUVREUX
- GILBERT DUPONT
- FORTIS
- NATIXIS SECURITIES
- ODDO SECURITIES
- PORTZAMPARC
- SOCIÉTÉ GÉNÉRALE
- EXANE BNP PARIBAS

INVESTOR RELATIONS

Erick Rostagnat
Managing Director Corporate Finance and Administration
Tél. : +33 (0)4 72 31 54 20
Fax : +33 (0)4 72 31 54 95

Website : www.gl-events.com (See "Group>Financial Information")
e-mail : infos.finance@gl-events.com

BOARD OF DIRECTORS

OLIVIER GINON
CHAIRMAN
Appointed by the Annual General Meeting of 24 April 1998, reappointed by the Annual General Meeting of 25 June 2004, for a term ending at the close of the shareholders' meeting to be held in 2010 to approve the financial statements for the fiscal year ending 31 December 2009.

OLIVIER ROUX
DIRECTOR, VICE CHAIRMAN, DEPUTY CHIEF EXECUTIVE OFFICER
Appointed by the Annual General Meeting of 24 April 1998, reappointed by the AGM of 25 June 2004 for a term ending at the close of the AGM to be held in 2010 to approve the financial statements for the fiscal year ending 31 December 2009.

YVES-CLAUDE ABESCAT
DIRECTOR
Appointed by the Combined General Meeting of 16 May 2008 until the close of the Annual General Meeting to be held in 2013 to approve the financial statements for the fiscal year ending 31 December 2012. Independent Director Audit Committee and Compensation and Nomination Committee member.

AQUASOURÇA
DIRECTOR
Represented by Sophie Defforey-Crepet. Appointed by the Combined General Meeting of 20 December 2002, reappointed by the Combined General Meeting of 2008 for a term ending at the close of the AGM to be held in 2014 to approve the financial statements for the fiscal year ending 31 December 2013. Compensation and Nomination Committee member.

PHILIPPE MARCEL
DIRECTOR
Born on 23 November 1953. Appointed by the Annual General Meeting of 11 July 2003, reappointed by the Annual General Meeting of 24 April 2009, for a term ending at the close of the shareholders' meeting to be held in 2015 to approve the financial statements for the fiscal year ending 31 December 2014. Independent Director. Independent director. Compensation and Nomination Committee Chairman

ANDRÉ PERRIER
DIRECTOR
Appointed by the Combined General Meeting of 9 June 2000, reappointed by the Combined General Meeting of 14 May 2006, until the close of the Annual General Meeting to be held in 2012, to approve the financial statements for the fiscal year ending 31 December 2011. Independent Director. Audit Committee Chairman.

NICOLAS DE TAVERNOST
DIRECTOR
Appointed by the Combined General Meeting of 16 May 2008 until the close of the Annual General Meeting to be held in 2014 to approve the financial statements for the fiscal year ending 31 December 2013. Independent Director. Audit Committee member.

GILLES GOUEDARD-COMTE
DIRECTOR
Appointed by the Combined General Meeting of 14 June 1996, reappointed by the Combined General Meeting of 2008, for a term ending at the close of the AGM to be held in 2014 to approve the financial statements for the fiscal year ending 31 December 2013.

DAMIEN BERTRAND
DIRECTOR
Appointed by the Combined General Meeting of 20 June 2002, reappointed by the Combined General Meeting of 2008, for a term ending at the close of the AGM to be held in 2014 to approve the financial statements for the fiscal year ending 31 December 2013.

ERICK ROSTAGNAT
DIRECTOR
Appointed by the Combined General Meeting of 20 June 2002, reappointed by the Combined General Meeting of 2008, for a term ending at the close of the AGM to be held in 2014 to approve the financial statements for the fiscal year ending 31 December 2013.

The Board of Directors has established two special committees: an Audit Committee and a Compensation and Nomination Committee.

EXECUTIVE COMMITTEE

Olivier Ginon – Chairman
Olivier Roux – Vice Chairman
Erick Rostagnat - Managing Director, Corporate Finance and Administration
Jean-Eudes Rabut - Managing Director, Venue Management
Olivier Ferraton - Managing Director, Event Services
Damien Bertrand - Managing Director, Trade Shows
René Pérès - Managing Director, Trade Shows
Olivier Hohn - Managing Director, Structures and Grandstands
Franck Glaizal - Managing Director, Italy, Hungary and Turkey region
Frédéric Regert – Vice President, Finance and Administration
Pascal Montagnon - Vice President, Human Resources
Daniel Chapiro – Vice President, Venue Management Operations & Management Information Systems

GENERAL MANAGEMENT COMMITTEE

This committee addresses current operating issues, and notably projects relating to finance, human resources and IT systems.

EXECUTIVE COMMITTEE

The Executive Committee defines strategies for the Group as a whole as well as individual business lines. It also examines potential acquisitions so as to make recommendations to the Board of Directors and implements the company's business development strategy and internal control policy.

BUSINESS UNIT COMMITTEES

The Business Unit Committees are comprised of the heads of each business unit and oversee the finances and operations of each affiliated company. They also seek to optimise commercial synergies among Group business lines.

INVESTMENT COMMITTEE

The Investment Committee reviews and decides whether to approve any investments that are either above certain set amounts or not included in initial budgets.

MANAGEMENT SEMINARS

To provide an opportunity to review Group developments, key priorities and strategy, management seminars are organised twice a year.

AUDITORS

Cabinet Mazars
Cabinet Maza Simoens
Statutory Auditors

Raphaël Vaison de Fontaube
Olivier Bietrix
Deputy Auditors

HISTORY AND MILESTONES

1978 – 1984

- Sarl Polygone Services is created by Olivier Ginon and three partners (Olivier Roux, Gilles Gouédard-Comte and Jacques Danger)..

1989

- Alliance between Polygone Group (No. 1 in France for the installation of exhibitions and events) and Cré-Rossi (rental of trade show furniture, accessories and surfaces).
- Adoption of the name of Générale Location.

1990 – 1997

- Eight years of growth. Générale Location builds a network of specialists and strengthens its strategy of providing global solutions through acquisitions and creations in the sectors of general installations for exhibitions, equipment leasing, premium stands, signage, fixtures for mass retailers and museums, hospitality services.
- Générale Location launches its international development, opening an office in Dubai.

1998 – 2003

- Six formative years of major transformation. After its initial public offering on the Second Marché of the Paris Stock exchange, Générale Location takes its first steps in the sector of large international events (Football World Cup in France, Heads of State Summit, and Cannes Film Festival, etc.).
- The Group also completes major projects: Olympic Games in Sydney; the European Heads of State Summit (coinciding with the French EU Presidency); and several second millennium events.
- Générale Location becomes GL events. The venue management and event organisation business registers very strong growth and, to pursue its expansion in the event market, the Group launches a rights issue of €15.4 million.

2004

- Acquisition of Market Place, an events communication agency.
- Acquisition of Temp-A-Store in the United Kingdom (temporary structures).
- A share repurchase programme for a maximum of 10% of the share capital.

2005

- The Group reorganises its operations into two major business units: Venue Management and Event Organisation and Services.
- The Company accelerates its international expansion.
- An office is opened in Shanghai.
- GL events buys majority stake in the Padua Exhibition Centre in Italy.
- Acquisition pursuant to the privatisation of Hungexpo, the operating company of the Budapest Exhibition Centre.
- In France, the Group acquires Performance Organisation, a regional public fair organiser and Chorus, the operating company of the Vannes Exhibition Centre.
- The Group launches a rights issue that raises €35.7 million.

2006

- Further acceleration of international expansion notably in venue management accompanied by significant development of the network in France.
- GL events awarded concessions for the Riocentro Convention Centre of Rio de Janeiro and Pudong Expo for the city of Shanghai.
- Renewal in France of the concession for the Lyon Convention Centre, acquisition of a majority stake in Sepelcom, a significant stake in Sepel, the management company of Eurexpo, the Lyon Exhibition Centre.
- The Group is also awarded the management contracts for the Metz Exhibition Centre and the Nice Acropolis Convention Centre.

2007

- Confirmation of the increasing contribution of events to Group revenue (venue management and organisation).
- GL events is awarded concessions in France for the Roanne Scarabée multifunctional hall and in international markets for the Brussels Convention Centre (Square) and for the Curitiba Convention Centre and the Rio de Janeiro Arena in Brazil.
- Acquisition of the Turin Lingotto Fiere exhibition centre, organisation specialists Promotor International and AGOR and a stake in Première Vision.
- Very successful rights issue that raises €77.6 million.

2008

- The Group registers very strong growth in the B-to-B segment with the acquisition of six new industry trade fairs.
- With the installation in Hong Kong for equestrian competitions in connection with the Beijing Olympic Games, the Group confirms its track record of successes with a new worldwide event.
- GL events acquires Traiteur Loriers to accelerate the development of its Food & Beverage strategy.
- GL events is awarded the management concession for the Troyes Convention Centre.

2009

- GL events reinforced the development of its worldwide network with premium destinations offering high international visibility, laying solid foundations for sustained growth against the backdrop of an event industry that today, is becoming increasingly global.
- In connection with the FIFA Confederations Cup South Africa 2009 – general repetition of the 2010 FIFA World Cup – GL events is selected as a provider of event overlay & facilities services.
- In the international arena, GL events is awarded a management concession for the World Forum Congress Centre of The Hague.
- In France, GL events was awarded management concessions for the Palais de la Mutualité in Paris and the Mégacité Exhibition and Convention Centre in Amiens.

04

Management discussion and analysis and corporate governance

I | MANAGEMENT DISCUSSION AND ANALYSIS

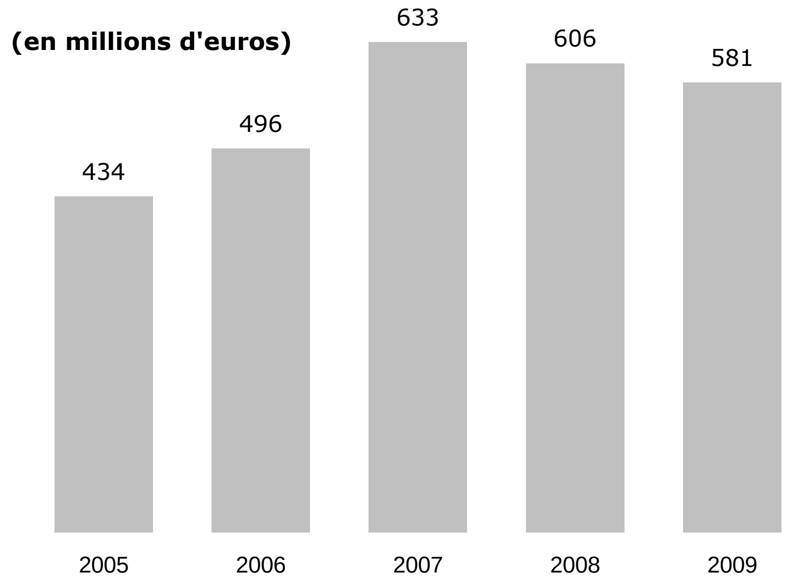
We have called this combined shareholders' meeting as required by the company's bylaws and French law to report to you on the activity of your company for the period ended 31 December 2009, submit the consolidated and parent company financial statements for this period and provide you with information about the company's outlook.

I - PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

In compliance with EC regulation 1606/2002 of 19 July 2002 on international accounting standards, the consolidated financial statements of GL events Group for the period ending 31 December 2009 were prepared on the basis of IAS/IFRS as approved by the European Union as applicable on 31 December 2009 and were subject to no modifications in relation to the prior fiscal year.

A – SITUATION AND ACTIVITY OF THE GROUP IN FISCAL 2009

Revenue



In an event industry market significantly impacted by the economic crisis with declines ranging from 10% to 20% according to the segment, the Group had annual sales of €581.4. Its expanding presence in markets with strong growth potential limited the effects of the global downturn in certain sectors. In this way, GL events delivered remarkable performances in South America and Africa, two strategic regions for the years ahead.

Significant contributions to the FIFA Confederations Cup™ and the Africa Cup of Nations further illustrated its position and expertise in assisting organisers of major sports events

This result reflects remarkable achievements by commercial and operational teams and confirms the strength of the Group's business model based on an integrated offering covering the three major event industry sectors: Services to organisers, Venue Management (Convention Centres, Exhibition Centres, Multipurpose Indoor Facilities for sporting events and concerts, etc.) and Event Organisation.

The impact of the particularly difficult economic climate on activity in Spain and Italy represented revenue of €30 million or 5% of consolidated sales.

Performance by business segments

The Group continued to register gains in trade fairs and exhibitions in regional, national and international events as well as in the different business lines of Venue and Event Management and Event Services.

Performance by geographical segments

(in thousands of euros)	2005		2006		2007		2008		2009	
Foreign subsidiaries	106 030		125 281		208 117		189 483		185 139	
International sales from French companies	38 956		38 551		51 238		47 403		46 561	
International sales	144 986	33%	163 832	33%	259 355	41%	236 886	39%	231 700	40%
French sales	289 170	67%	331 869	67%	374 131	59%	368 815	61%	349 680	60%
Total	434 156		495 701		633 486		605 701		581 380	

GL events is directly present in the following countries:

Europe	Other regions
England	United Arab Emirates
Belgium	China
Portugal	United States
Spain	Canada
Switzerland	Brazil
Italy	Algeria
Hungary	Turkey
Netherlands	South Africa

Sales by division

(in thousands of euros)	**2005**	**2006**	**2007**	**2008**	**2009**
Services	285 085	296 351	318 556	272 595	256 432
Venue and event management	149 071	199 350	314 930	333 106	324 948
Revenue	**434 156**	**495 701**	**633 486**	**605 701**	**581 380**

VENUE AND EVENT MANAGEMENT: SOLID BUSINESS PERFORMANCES, DEVELOPMENT IN GROWTH SECTORS

Event Organisation had sales of €156 million, contracting 2.2% (-8.1% like-for-like*).
Good performances in the tradeshow segment were in part offset by adverse market conditions in certain sectors, and notably the manufacturing and automobile industries. In this environment, despite a downturn in activity, the Bologna Motor Show held from 4 to 8 December 2009 was successful in maintaining its importance and attractiveness for exhibitors and visitors, consolidating its worldwide status over the long-term as a major automobile industry event.
Some of the Group's proprietary trade fairs positioned in sectors characterised by a greater resilience or positive growth trends such as the food industry or green technologies achieved revenue growth, highlighting the Group's ability to promote and successfully stage new events on the international scene.
The organisation of major events such as the Eiffage Group's national convention or the Opening Ceremony of the Francophone Games held in Beirut Lebanon contributed to maintaining revenue at satisfactory levels in 2009.
Venue Management, with the integration of new sites, had annual revenue of €168.9 million, contracting 1.4% like-for-like. In 2009 The Group continued to expand its network of venues under management. Notable additions in the period included concession agreements for prestigious venues such as the Palais de la Mutualité in Paris or the World Forum Congress Centre of The Hague in the Netherlands.
Overall, revenue for Venue and Event Management in 2009 totalled €324.9 million, down 2.4% (-4.8% like-for-like). This division accounts for 56% of total consolidated sales.

EVENTS SERVICES: RESISTS DOWNTURN, POSITIVE TRENDS AHEAD

Services had revenue of €256.4 million, declining 5.9% (-10.2% like-for-like). This level reflected the successful efforts and commitment of the Group's commercial teams, particularly in international markets. As a result, margins for this division are now in back line with Group targets.

B –ANALYSIS OF THE CONSOLIDATED FINANCIAL STATEMENTS

- **Operating profit**

Group operating profit totalled €45.5 million versus €53.1 million in 2008 with an operating margin of 7.8% versus 8.7% in 2008.

By business, contributions to operating profit for the last five years breakdown as follows:

(in thousands of euros)	2005	2006	2007	2008	2009
Services	15,592	16,344	12,409	15,606	18 482
Venue and event management	17,615	24,140	43,839	37,536	26 994
TOTAL	**33,207**	**40,483**	**56,248**	**53,142**	**45 476**

Venue and event management: €26.9 million or 8.3% of consolidated sales:

In 2009, GL events' position in strong growth segments or products resulted in very positive contributions from key trade fairs such as the SIRHA International Hotel Catering & Food Trade Exhibition, the CFIA packaging and technologies trade fair, the trade fair for renewable energies and the biennial international book fair of Rio de Janeiro.

This division had an operating margin of 8.3% despite challenging market-condition related trends adversely affecting revenue levels, particularly in Spain and in the automobile sector.

Services €18.5 million or 7.2% of consolidated sales:

This good resilience was accompanied very positive trends in 2009 in terms of profitability, the strategic priority for 2009, to achieving an operating margin of 7.2%.

Contributions of companies acquired in 2009 broke down as follows:

	From acquisitions in the period	Other subsidiaries	Total
Sales	6 010	575 370	581 380
Operating profit	406	45 070	45 476

- **Net financial expense and current operating income**

Net financial expense for the period totalled €11,932,000 compared with €17,587,000 in 2008. This change reflects primarily the impact of lower interest combined with a reduction in currency losses.

Current operating income:

(in thousands of euros)	2009	2008
Revenue	581,380	605,701
Current operating income	33,544	35,555
%	**5.8%**	**5.9%**

- **Income tax and net income**

(in thousands of euros)	2009	2008
Income of fully consolidated companies before tax	33,544	35 555
Current and deferred tax	6,615	6 866
Effective tax rate	19.7%	19,3%
Net income:	25,236	28 689

The reduced income tax charge in relation to the standard tax rate reflects the lower rates in certain countries and particularly Hungary with a rate of 20% as well as capital gains not subject to income tax.

C - COMPREHENSIVE ANALYSIS OF THE GROUP POSITION CASH AND DEBT

With gearing of 0.56% for shareholders equity of €330 million, the Group also benefited from working capital funds (negative WCR) of approximately €64 million. On this basis, the Group has a particularly sound financial position in the event industry that will enable it come through the crisis even stronger than before.

Cash flow of €63.7 million represented 11% of sales. Operating cash flow totalled €55.9 million after taking into account very limited working capital expenditures. Reflecting the excellent management of capital expenditures, the Group had free cash flow of €24 million.

Information concerning the environment and staff is provided on pages 9-12 of the registration document.

D –INVESTMENT POLICY

The core tangible fixed assets of the Group consist of rental equipment, primarily of the Service companies, valued at €51.8 million (€132 million at cost). This equipment destined for temporary rental in France or other countries according to the program of events cannot in consequence be associated with a specific geographical market.

In respect to investments in progress, no other significant capital expenditures for rental equipment are anticipated other than those representing normal operating investments of the Group.
Commitments in respect to exhibition site investments are described in note 9.4 of the consolidated financial statements.

Capital expenditures over the past three years in relation to revenue and cash flow:

(in thousands of euros)	2007	2008	2009
Net capital expenditures [1]	**69 721**	**51 143**	**36 976**
Revenue	633 486	605 701	581 380
Net capital expenditures /revenue	11,0%	8,4%	6,35%
Cash flow	50 636	54 037	45 848
Net capital expenditures/cash flow	138%	95%	80,6%

[1] Source: consolidated cash flow statements: acquisitions – proceeds from the disposal of tangible and intangible fixed assets

The breakdown of these capital expenditures is 44% for Services (rental assets destined for specific customers, equipment renewal and long-term rental assets held under lease agreements), 56% for Venue and Event Management (maintenance of fittings and installations at venues under management).

They are either self-financed or financed through club deals concluded in December 2006 and September 2007 for seven to nine years.

E – SIGNIFICANT EVENTS OF THE PERIOD

- **Disposal of real estate assets in Turin and Budapest**

  GL events Group sold real estate holdings to Foncière Polygone, namely the Budapest Exhibition Park, Hungexpo and the Turin Convention and Exhibition Centre, Lingotto Fiere. This disposal enabled the Group to reduce its net financial debt by €83 million and generate a capital gain of €7 million net of expenses included in operating income.

  GL events will pay annual rent of €6.7 million before the investment of cash and tax savings that will provide a gross rate of return of 7.2% for the property company. For the 2010 full year, current operating income before tax is expected to decline by approximately €0.4 million or less than 1.5% of the revenue generated by these two sites.

  To safeguard GL events' interests, an ad hoc committee was formed chaired by Nicolas de Tavernost with two other independent directors, André Perrier, and Philippe Marcel.

  Prior to this transaction, the committee appointed two of the world's leading real estate service and appraisal firms, Colliers International and American Appraisal, to perform valuations of the fair value of these real estate assets and define the procedures for their disposal.

  The proceeds of this disposal will enable GL events to accelerate its deleveraging and provide it with additional resources to act on growth opportunities and pursue its development.

F – EXTERNAL GROWTH – CREATION OF SUBSIDIARIES

- **Accelerated expansion in the event communications segment**

GL events signed an agreement to acquire "Alice événements", a leader in the French market in its sector. Founded in 1979 by Pierre Lusinchi, with offices in Paris and Marseille and a permanent staff of 38, Alice événements is a specialised provider for major accounts of event organisation services for companies and the general public and business tourism events.
Its business is sustained in large part by a solid reputation of professionalism and a consistent track record of meeting the needs of a portfolio of regular customers that include IBM, Total, McDonald's, La Poste, SNCF, Bayer CropScience, Séphora and SFR. The agency also organises trade fairs devoted to real estate and events for two-wheeled vehicles.
This acquisition will provide GL events an opportunity to further reinforce its position in France in the event organisation segment where it already is present through Market Place and Package Organisation. These companies offer an exceptional complimentary mix in terms of know-how, geographical networks and commercial coverage.
The Group will in this way pursue its own expansion by focusing on event companies with strong competitive positions in their respective markets, offering high added value in addition to significant recurrent business and margins.

- **Management of the Paris Palais de la Mutualité awarded to GL events**

The French mutual insurance company, *Mutualité Française*, awarded GL events the management of the *Palais de la Mutualité* following a call for tenders. This management concession agreement represents an integral part of the support package organized by the French national federation of mutual insurance associations (*Fédération Nationale des Mutuelles de France*) for the Paris-based mutual insurance company, *Fédération de la Mutualité Parisienne* (FMP).
The *Maison de la Mutualité,* that includes a hall with a capacity for close to 1,800 people and meeting space of 3,500m² and has historically served as an important site for meetings and exchanges, will be destined to host every type of event.

- **The Group has signed an agreement to manage the World Forum Convention Centre of The Hague**

GL events signed an agreement with TCN, the real estate firm, to manage the World Forum, The Hague Convention Centre for 20 years. It is expected to generate estimated revenue of €250 million over the term of the management concession.
The World Forum is the main event venue of The Hague, the political capital of the Netherlands as well as a high level destination for events dealing with international relations and law. Located in the heart of the international district, The Hague World Forum includes the country's largest auditorium (seating for 2,100), 20 meeting rooms, a restaurant, and a capacity for hosting more than 5,000 people, with total space of 40,000 m².
It regularly hosts local, European and international political and cultural events such as the *International Conference on Afghanistan* attended by Hillary Clinton, US Secretary of State, and Ban Ki-Moon, UN Secretary-General, *Conferences of the International Criminal Court*, the *Conference of the European Space Agency*, *The Hague International Model United Nations* (a simulation of the United Nations Conference for high school students from throughout the world) or the celebrated *The Hague Jazz Festival*.

G –SUBSEQUENT EVENTS

- **A historical contract for more than €40 million for 2010 FIFA World Cup South Africa™**
  The Organising Committee of the 2010 FIFA World Cup South Africa™ has awarded GL events-Oasys a historic contract for the provision of services to furnish installations for the ten sites that will host the matches of the World Football Cup.
  Already a provider for the FIFA Confederations Cup™ in June 2009 held in four South African cities and the Africa Cup of Nations in December in Angola, GL events had already been shortlisted in December as a "preferred bidder".
  This contract for an amount of more than €40 million represents among the largest ever awarded to a sole provider in this area. It also is the largest contract ever awarded to GL events to date. And with its partner, Oasys Innovation, GL events will also achieve additional revenue in South Africa of €20 million.

H – FORECASTED TRENDS AND OUTLOOK

The Group will be a significant contributor to major worldwide events in 2010, including notably the FIFA World Cup South Africa™ (with a contract for €40 million and additional revenue anticipated from contracts by Oasys Innovation in this same country), the 2010 Shanghai World Expo (contracts for approximately €6 million), and the 2010 Commonwealth Games of Delhi (a €7 million contract already signed plus others currently under negotiation).

In 2010, the Group expects to accelerate its development in Venue Management and Events with the inauguration of the Hôtel Salomon de Rothschild, significant growth momentum for the Brussels Convention Centre and full-year contributions from recently awarded management concessions for venues including The World Forum Congress Centre of The Hague, the Amiens Mégacité Exhibition and Convention Centre and the Palais de la Mutualité in Paris.

On this basis, the Group anticipates strong revenue growth in 2010, particularly in international markets.

I – PRINCIPAL RISKS AND UNCERTAINTIES – USE OF FINANCIAL INSTRUMENTS

Foreign exchange risk

Most of GL events' purchases are in France or euro countries. As such, it is not subject to foreign exchange risk for most of its business.

As regards major international contracts, specific attention is paid to foreign exchange risk, and hedging is used on a case-by-case basis.
Foreign subsidiaries do not generate a regular flow of business that could constitute a structural risk. Expenses incurred by foreign subsidiaries are local charges, most of which are paid in the same currency as the currency of the customer's payment.

The inventory of rental equipment available to foreign subsidiaries consists of durable goods (structures, platforms, screen walls, furniture, etc.). GL events is always able to transfer them to another structure without their intrinsic value being reduced by the fluctuation of exchange rates.

However, in light of the Group's continued international expansion, assets and liabilities in foreign currency are increasing. This could consequently result in more significant translation adjustments.

(expressed in € thousands)	USD	CAD	GBP	CHF	HUF	HKD	CNY	ZAR	TRY	BRL	DZD
Balance sheet											
. Assets in foreign currency	16 375	85	31 669	635	65 639	7 122	1 106	26 691	430	60 893	474
. Liabilities in foreign currency	(8 630)	(113)	(8 345)	(465)	(9 225)	(3 654)	(905)	(16 596)	(972)	(40 871)	(488)
Net position before heading	**7 745**	**(28)**	**23 324**	**170**	**56 414**	**3 468**	**201**	**10 095**	**(542)**	**20 022**	**(14)**
Off-balance sheet											
Net position after hedging	**7 745**	**(28)**	**23 324**	**170**	**56 414**	**3 468**	**201**	**10 095**	**(542)**	**20 022**	**(14)**

Interest rate, credit and equity market risk

The management of risks related to treasury activities and foreign exchange rates is subject to strict rules defined by the Group Management. According to these rules, the Finance Department systematically pools liquid assets, positions and the management of financial instruments. Management is assured through a cash department responsible for daily monitoring of limits, positions and validation of results.

Most debt is indexed on three-month rates. Occasionally, all or some of the variable-rate long-term debt may be hedged. Given the level of debt, market forecasts, fair value adjustments recorded at 31 December 2009 and amounts already hedged, the residual risk is considered low.

Average net floating-rate debt is presented in the table below

Characteristics of securities issued or debt contracted	Fixed/floating rate	Total debt: average net debt < than 1 year (in thousands of euros)	Term	Recourse to hedging
- Medium-term debt indexed on 3 month Euribor	Floating rate	244 360	2010 to 2025	Partial
- Medium-term debt indexed on 3 month Bubor	Floating rate	40 000	2011	No
- Other medium-term borrowings	Fixed rate	8 010	2013	No
-Capital lease debt indexed on 1 month Euribor	Floating rate	194	2013	No
- Other debt from capital leases	Fixed rate	89	2010 and 2011	No
- Other borrowings	Floating rate	5 448	2009 to 2013	No
- Short-term bank loans	Floating rate	11 414	2009	Yes
Total medium-term debt (current portion)		**309 514**		

The maturity of financial assets and liabilities (average net debt) at 31 December 2009 is presented below:

Interest rate risk for average floating rate debt (€ thousands)	**Balance at**	**Average net interest-bearing debt:**		
	31/12/09	**Less than 1 year**	**1 - 5 years**	**More than 5 years**
Financial assets	**-**	**-**	**-**	**-**
Financial liabilities				
- Medium-term debt indexed on 3 month Euribor	265 846	244 360	118 033	29 574
- Medium-term debt indexed on 3 month Bubor	40 000	40 000	9 412	
-Capital lease debt indexed on 1 month Euribor	224	194	83	
- Other borrowings	6 225	5 448	389	
- Short-term bank loans	11 414	11 414		
Net position before heading	**323 708**	**301 415**	**127 916**	**29 574**
Interest rate hedges	**210 000**	**150 000**	**41 667**	
Net position after hedging	**113 708**	**151 415**	**86 249**	**29 574**

Hedging instruments are purchased for two or three years with amortisation at the expiration.

Average unhedged net floating-rate debt due in less than one year is €151 million or 50% of the total amount.

If the benchmark (3 month Euribor) increases 1% only the unhedged portion of non-current borrowings would be affected.

Interest rate risk on short-term bank loans is hedged by aggregating the interest rate ladder of bank account balances that offsets overdrafts by bank credit balances.
Hedging instruments implemented are effective for the period in question.

In addition, a portfolio of money market funds, certificates of deposit and time deposit accounts of €105 million offset part of the potential risk from an increase in money market rates.

In consequence, an increase of 1% in interest rates at 31 December 2009, based on interest rate hedges in place and the corresponding increase in the return of money market funds, would result in an increase in net financial expense of €0.2 million.

The Group also holds shares in publicly traded companies whose total market value fluctuates in line with financial market trends, the valuation of the respective sectors of activity of these companies and economic and financial data for each company. At the closing, potential changes in the fair value of these securities are recognised either under Group equity or in the income statement in the case of persistent impairment until their disposal. Because the amount of these holdings is insignificant, it does not give rise to material risks.

In addition, the net value of the portfolio of marketable securities excluding term deposits (fair value recognised under income) is presented in the following table.

Equity market risk at 31/12/2009 (€ thousands)		France	Other markets
Shares	Shares on the *Nouveau Marché* of the Paris stock exchange	29	
Net position before heading		**29**	**-**
Off-balance sheet			
Net position after hedging		**29**	

Risks concerning bank covenants

A portion of non-current borrowings representing €297 million at year-end or 93% of total non-current borrowings is subject to compliance with ratios under bank covenants.
The medium-term Club Deal that alone accounts for 89% of non-current borrowings is subject to compliance with the following covenant ratios:

- Net debt/Equity ≤ 120%
- Net debt/ EBITDA ≤ 3

At 31 December 2009, GL events Group was in compliance with these provisions.

Credit risks

Client risks are low for three reasons.

GL events' service-oriented culture has focused on satisfying the needs of its clients. Beyond the purely contractual relationships with clients, GL events believes that anticipating market needs, the flexibility of teams, creativity, and the need to always keep project deadlines, strengthen its long-term relationships with organisers, exhibitors and other client enterprises;

The quality of the rented equipment GL events is able to make available for events, excellent maintenance of convention centres and exhibition parks under management and its focus on compliance with existing standards;

A balanced client mix. For fiscal year 2009, only 2 clients accounted for more than €10 million in sales, 10 for between €2 and €10 million and 13 between €1.5 and €2 million. The top 10 clients represented 11 % of consolidated 2010 net sales (13% in 2009).

The breakdown of trade receivables by duration outstanding is presented below:

(in thousands of euros)	Not due or less than 30 days	Past due 30 to 90 days	Past due more than 90 days	Total
Trade receivables	112 469	7 619	5 107	125 195

Liquidity risk

In addition to medium and long-term financing and finance lease agreements, the Group has negotiated through these different entities, short-term credit lines. At 31 December 2009, amounts drawn under these credit lines totalled €11,414,000. In addition, at 31 December 2009, the business operations of GL events Group had generated working capital funds of €63 million. The liquidity risk is in consequence not significant.

Sourcing risks

Sourcing risks are low. The first category of suppliers is comprised of subcontractors who furnish GL events' teams additional expertise for producing events while in all cases, engineering, supervision and coordination remain under the direct responsibility of GL events.

For other significant suppliers (textile, carpets, wood, structure, etc.) there is no situation of dependency that could have a significant impact on the Group's development.

The impact of variations in the price of oil on the cost of transport and other raw materials does not entail a major risk for operations.

At 31 December 2009, 53% of trade payables represented less than 30 days' sales outstanding (DSO) 44% less than 45 DSO and 3% less than 60 DSO. The trade payables balance does not include any material debt past due.

Operating risks

From the selection of investments to the modus operandi used to implement projects, GL events' internal policy is to control and master the risks assumed, both with the personnel involved and the public that will use the facilities.

Accordingly, special attention is paid to the preparation of projects and anticipating potential problems.

In the case of certain activities involving building facilities to receive the public, safety committees are required in all cases.

For the installations of platforms, inspection by an independent outside entity is requested in all cases.

GL events undertakes to satisfy its clients' needs by furnishing services that, taken independently and as a whole, meet the standards of each trade and must be used in accordance with established rules. It is the responsibility of clients to ensure that these rules of usage are complied with during events. GL events insures its liability through a Group civil liability policy.

In addition, business risk must be assessed by taking account of the seasonal nature of the activity and the diverse geographic locations of projects implemented.

Overall, operating risks are considered low.

Market risks

The markets of fairs, exhibitions and events are based on the need for people to meet to exchange and share knowledge, leisure activities, points of view, etc. Trade shows and exhibitions represent a largely recurring market and the major events benefit from promotion by the development of media. In addition, the organisation, venue management and services businesses operate in all economic sectors and do not have disproportionate exposures in any single sector.

Risks associated with civil disorder, conflicts, health crises may occasionally prevent events from being held.

GL events bases its activities and assets in countries considered politically and economically stable. The possibility of transferring assets from one country to another and the frequent international nature of expert channels for the production of business reduce risks in the event problems arise.

For this reason, such risks are structurally marginal.

Legal and tax risks

In the normal course of its activities, the Group is a party in a number of legal proceedings and disputes. Although the final outcome of these procedures cannot be ascertained with certainty, the Group believes that potential outcome and corresponding amounts are covered by provisions for contingencies and commitments.

The obligations that could result from the settlement of these disputes should not have a significant adverse effect on the Group’s financial position or consolidated earnings.

Employee-related risks

GL events' business is not subject to specific employee-related risks. Processes and controls, particularly concerning employment, are well managed and comply with industry standards.

The Group is a defendant in a limited number of employee-related suits. While the outcome of these procedures is not known, adequate provisions have been made to cover contingent risks at levels that will not adversely affect the Group's financial situation.

There were no employee-related disputes in 2009.

Industrial and environmental risks

GL events manages operations required to conduct its businesses in accordance with regulations in force. As GL events’ activities are geared towards the provision of services, the company has not identified any major environmental risks.

Subcontracting

Group customers are the end users of the services provided. GL events systematically works under its own responsibility. Article 1 of Law No. 75-1334 of 31/12/75 defines subcontracting as "*an action whereby a contractor subcontracts under its responsibility to another party referred to as the subcontractor all or part of the performance of the works or public procurement contract concluded with the project owner*". In other words, it is "*the action whereby a contractor charges another party to perform on its behalf according to certain specifications a portion of the production and services for which it retains final financial responsibility*". In consequence, GL events sales do not include subcontracting revenue.

Insurance coverage

All of GL events’ operating risks are covered by different insurance companies.
The main insurance policies and insured amounts are as follows:

- **Civil liability**
All bodily injury, property damage and consequential loss.
- **Fire-industrial risks**
Buildings: Real estate that the Group owns or rents has adequate insurance coverage.
- **All risks subject to special limitations:**
Earth movements: €30 million;
Flooding: €30 million,
Recourse and liability: €25 million
- **Automobile fleet** 510 vehicles, 169 trucks and trailers.

J –LITIGATION AND ARBITRATION PROCEEDINGS

To the company's knowledge, there are no government, legal or arbitration proceedings that may have or have recently had a material impact on businesses, earnings, financial situation and assets of the company and GL Events Group.

K –RESEARCH AND DEVELOPMENT

The company’s high degree of innovation and creativity enables it respond to constantly evolving market needs. GL events’ engineering departments and business managers, assisted by their staff, pursue ongoing innovations to develop new techniques and logistical solutions to meet increasingly shorter deadlines. In addition, the Group devotes ongoing efforts to strengthen its global offering. Its commercial approach is strengthened by GL events’ extensive catalogue. On this basis, new products and services are added every year either by internal growth or acquisitions. In contrast, the company does not strictly speaking engage in fundamental research.

L – TRADE PAYABLES AT CLOSING DATE BY MATURITY

At 31 December 2009, 53% of trade payables represented less than 30 days' sales outstanding (DSO) 44% less than 45 DSO and 3% less than 60 DSO. The trade payables balance does not include any material debt past due.

II –PRESENTATION OF PARENT COMPANY FINANCIAL STATEMENTS

A –2009 REVIEW OF OPERATIONS, BALANCE SHEET AND INCOME STATEMENT

GL events revenue declined from 2008 to €20,788,000. The coordinating holding company's activity is remunerated through fees from subsidiaries. GL events pursued its expansion through acquisitions of controlling interests in new companies combined with sustained internal growth by Group subsidiaries.

Significant events in the period:

- GL events participated in the capital increase of its subsidiary Owen Brown.
- Creation of GL World Forum, an operating company for the management of the World Forum Convention Centre of The Hague.

B -COMPREHENSIVE ANALYSIS OF THE COMPANY'S CASH POSITION AND DEBT

A cash pool agreement exists between GL events and the majority of Group subsidiaries. In consequence, an analysis of the financial position and debt must be undertaken in relation to the entire Group. For this purpose refer to the relevant section of the Group management report.

C - MATERIAL SUBSEQUENT EVENTS

None.

D – FORECASTED TRENDS AND OUTLOOK

GL events, as the Group’s management holding company, will in the future continue to assume the same functions without any notable changes.

E – RESEARCH AND DEVELOPMENT

Refer to the section in the Group management report in paragraph J of the preceding page.

PROPOSAL TO APPROPRIATE NET INCOME

- **Proposal to appropriate net income**

A proposal will be made to the Ordinary General Meeting to approve the determination and appropriation of the distributable amounts:

Determination of distributable amounts

Net income for the period	€16,294,665.77
Retained earnings	€14,252 306.49
Distributable amount	€30,546,972,26

Proposed appropriation

Legal reserve	€814,733.29
Dividends or €0.90 per share (x 17,923,740(*))	€16,131,366.00
Retained earnings	€13,600,872.97
TOTAL	**€30,546,972.26**

(*) Number of shares at 5 March 2010, based on stock options and warrants exercised and, subject to the exercise of stock options and warrants prior to the general meeting.

The company's shareholders' equity after distribution would be €218,966,000.

Pursuant to French law, dividends paid for the past three years are presented below:

Fiscal year	Net dividend	Rebate (*)
31/12/2006	€0.70	€0.28
31/12/2007	€0.90	€0.36
31/12/2008	€0.90	€0.36

(*) Under this heading are included by default bearer shares including those that may be held by legal entities.

In compliance with the new provisions of article 243 *bis* of the French General Tax Code, shareholders duly note that the breakdown of the dividend (deducted from earnings of the period ended 31 December) eligible for the 40% tax deduction provided for under article 158 of the French General Tax Code amended by the 30 December 2005 law 2005-1719 is as follows:

Year	Registered shares held by individuals(*)	Registered shares held by legal entities	Dividend eligible for a 40% tax rebate	Dividend not eligible for a 40% tax rebate
31/12/2009	6,819,229		€6,137,306.10	
		11,104,511		€9,994,059.90

(*) Under this heading are included by default bearer shares including those that may be held by legal entities.

And provided that beneficiaries of dividends or selected beneficiaries do not opt for the flat rate withholding tax on dividends.

Whether or not individual investors opt for the application of a flat rate withholding tax, the shareholders' meeting notes that the French taxes (CSG – CRDS) on investment income will be withheld by the Company for payment to the tax authorities no later than within the first fifteen days of the month following the payment of the dividend. In consequence, the amount of dividends reverting to individual investors will be reduced by 12.1%.

Disallowed deductions

Pursuant to the provisions of Article 223 *quater* and *quinquies* of the French General Tax Code, the financial statements for the year under review include a fraction of €33,631 that do not qualify for tax deductions by virtue of article 39-4 of this code.

G –SUBSIDIARIES AND NON-CONSOLIDATED COMPANIES

Refer to Note 26 of the parent company financial statements on pages 123 and 124.

- **Material equity interests acquired in companies having their registered offices in France or the acquisition of controlling interest in such companies in the period (articles L233-6 and L 247-1 of the French Commercial Code):**

More than 5% of the capital:	None
More than 10% of the capital:	None
More than 15% of the capital:	None
More than 20% of the capital:	None
More than 25% of the capital:	None
More than 33.3% of the capital:	None
More than 50% of the capital:	None
More than 66% of the capital:	None
More than 90% of the capital:	None
More than 95% of the capital:	Owen Brown
Creations:	GL events World Forum

- **Transfer of shares undertaken to regularise the situation of cross shareholdings**

None.

- **Identity of holders of material shareholdings (article L233-13 of the French Commercial Code)**

(Breakdown of share capital)	**31/12/09**		**31/12/08**	
Polygone S.A.	10,309,214	57,52 %	10,045,740	56,05 %
Banque de Vizille	905,602	5,05 %	905,602	5,05 %
Directors and officers	197,082	1,10 %	192,801	1,08 %
Public	6,511,842	36,33%	6,779,597	37,82 %
Total share capita	**17,923,740**	**100 %**	**17,923,740**	**100 %**

H - RELATED-PARTY AGREEMENTS GOVERNED BY ARTICLES L. 225-38 OF THE FRENCH COMMERCIAL CODE

Pursuant to Article L. 225-40 of the French Commercial Code, we ask that you approve the agreements referred to in Article L. 225-38 of said Code and concluded or pursued during the year ended, after having been duly authorised by your Board of Directors.
The auditors have been duly notified of these agreements that are described in their special report on related party agreements.
The Board of Directors duly requests that you approve the resolutions that will be submitted to the annual shareholders' meeting.

I – AUTHORISATIONS FOR CAPITAL INCREASES

We inform you that in accordance with articles L 225-129-1 and L 225-129-2 of the French Commercial Code the following authorisations have been granted to the Board of Directors:

Nature of authorisations	Type of transaction	Shares to be issued	Authorised amount of capital increases	Authorisations used in the period
Delegation of authority	Rights issue with or without preferential subscription rights	Shares or securities conferring rights to the share capital	Nominal value of €60 million	--

J – FIVE-YEAR FINANCIAL SUMMARY

(in euros except personnel data)	2005	2006	2007	2008	2009
I. Capital at year-end					
a. Share capital	61,449,740	63,519,744	71,658,960	71,694,960	71,694,960
b. Number of existing common shares	15,362,435	15,879,936	17,914,740	17,923,740	17,923,740
c. Number of existing shares with priority dividends (without voting rights)					
d. Maximum number of shares to be created:					
d1. By conversion the bonds					
d2. By exercising subscription rights	474,277				
d3. By exercising warrants	134,000	131,650	135,200	215,800	137,750
II. Operations and income for the year					
a. Sales ex-VAT	17,512,101	17,836,789	22,790,722	22,783,047	20,788,247
b. Income before tax employee profit-sharing and depreciation allowance and provisions	9,809,787	17,637,054	(471,251)	12,002,085	16,192,055
c. Tax on profits	(1,481,056)	(2,938,553)	(4,963,559)	(4,920,645)	(,7,193,090)
d. Employee profit-sharing due for the year					
e. Income after tax, employee profit-sharing and depreciation allowances and provisions	9,096,161	19,874,903	5,792,831	6,164,513	16,294,666
f. Distributed income	7,988,596	11,121,205	16,123,266	16,131,366	
III. Earnings per share					
a. Income after tax and employee profit-sharing but before depreciation allowances and provisions	0.73	1.30	0.25	0.94	1.30
b. Income after tax employee profit-sharing and depreciation allowance and provisions	0.59	1.25	0.32	0.34	0.90
c. Dividend per share	0.52	0.70	0.90	0.90	0.90
IV. Personnel					
a. Average staff	8	9	9	8	6
b. Annual payroll	1,318,564	927,970	1,987,684	1,349,984	1,527,343
c. Total of amounts paid for social benefits for the year (social security, social services, etc.)	963,350	953,003	975,124	848,443	1,295,639

I - INVESTMENTS

Non-consolidated companies (French in foreign)

The full list of GL Events' French and foreign holdings is given in the table of subsidiaries and holdings.

Investment securities		Number of shares	Carrying value (thousands of euros)
French:	GL events treasury shares		4 285
	Shares in the *Nouveau Marché* of the Paris stock exchange		35
	Money market funds		94 052

L –ITEMS WITH POTENTIAL IMPACTS IN CONNECTION WITH PUBLIC OFFERINGS

In accordance with article L.225-100-3, the following information is provided:
- the shareholder structure and direct and indirect shareholdings the company is aware of and all related information are described in the Shareholder Information chapter on page 132.
- To the company's knowledge, there are no agreements or other arrangements between shareholders that could notably result in restrictions for the transfer of shares and the exercise of voting rights.
- Shares with special rights are described on page 134.
- At fiscal year-end employees of GL events and affiliated companies under the terms of article L 225-180 had no shareholdings in GL events' capital within the framework of an employee stock ownership plan (*plan d'épargne d'entreprise* or PEE) provided for under articles L 443 – 1 to L 443 – 9 of the French labour code. On the same date, the same employees had no shareholdings in the capital of GL events within the framework of a company mutual fund (*fonds commun de placement d'entreprise*).
- Rules concerning the appointment and replacement of members of the Board of Directors are those of common law.
- Concerning the powers of the Board of Directors, authorisations in progress are described on page 145 (share repurchase program) and in the table of authorisations for capital increases provided above.
-There exist no agreements providing for severance benefits in favour of members of the Board of Directors in the event of the termination of functions as board members.
- There exist no restrictions under the bylaws on the exercise of voting rights and the transfer of shares.

A detailed presentation of the share capital and voting rights is presented in section 6 "Shareholder information" on page 138.

In accordance with the provisions of L225-211 of the French Commercial Code, information concerning transactions in own shares is provided in section 5 on page 98 and section 6 on page 139.

M –SUMMARY OF SECURITY TRANSACTIONS BY DIRECTORS AND OFFICERS

None.

N – EMPLOYEE STOCK OWNERSHIP PLANS

At fiscal year-end employees of GL events and affiliated companies under the terms of article L 225-180 had no shareholdings in the capital of GL events within the framework of an employee stock ownership plan (*plan d'épargne d'entreprise* or PEE) provided for under articles L 443 – 1 to L 443 – 9 of the French labour code.

On the same date, the same employees had no shareholdings in the capital of GL events within the framework of a company mutual fund (*fonds commun de placement d'entreprise*).

The combined shareholders' meeting of 16 May 2008 that granted full powers to the Board of Directors to issue shares or other securities of the company with or without preferential subscription rights, also voted on a resolution proposing a rights issue for company employees through the issuance of new cash shares in accordance with the conditions provided for under article L 3332-1 *et seq.* of the French labour code. This resolution was rejected by the shareholders' meeting of 16 May 2008.

O – CHOICE OF PROCEDURES FOR THE RETENTION BY OFFICERS OF BONUS SHARES AND THE EXERCISE OF STOCK OPTIONS

No directors covered by article L.225-197-1 II paragraph 4 and L.225-185 subsection 4 held bonus shares or stock options concerned by the relevant conditions.

P - ITEMS USED IN THE CALCULATION AND RESULTS OF ADJUSTMENTS OF THE BASIS FOR CONVERSION AND CONDITIONS FOR THE SUBSCRIPTION OR EXERCISE OF SECURITIES CONFERRING ACCESS TO CAPITAL OR THE SUBSCRIPTION OR PURCHASE OF SHARES

None.

Q –SHARE BUYBACK PROGRAM

Within the framework of share repurchase program renewed by the General Meeting of 24 april 2009, the following transactions were undertaken during the course of 2009 :

(number of shares)	31/12/08	Acquisitions	Disposals	31/12/09
- Treasury shares	414 498	24 495	(215 561)	223 432
- Liquidity agreement	44 472	482 868	(513 048)	14 292

R –INFORMATION ON THE SOCIAL AND ENVIRONMENTAL IMPACTS OF THE COMPANY'S ACTIVITY

The company's operations have no social impacts.

S - PRICE FLUCTUATION RISKS

None

T – PECUNIARY PENALTIES IMPOSED FOR ANTI-COMPETITIVE PRACTICES

None

U – PRINCIPAL RISKS AND UNCERTAINTIES – USE OF FINANCIAL INSTRUMENTS

Refer page 38

II | CORPORATE GOVERNANCE

DIRECTORS AND OFFICERS

See also the Chairman's report on internal control.

BOARD OF DIRECTORS

— OLIVIER GINON
CHAIRMAN
Born on 20 March 1958. Appointed by the Annual General Meeting of 24 April 1998, reappointed by the Annual General Meeting of 25 June 2004, for a term ending at the close of the shareholders' meeting to be held in 2010 to approve the financial statements for the fiscal year ending 31 December 2009.

— OLIVIER ROUX
DIRECTOR, VICE CHAIRMAN, DEPUTY CHIEF EXECUTIVE OFFICER
Born on 11 June 1957. Appointed by the Annual General Meeting of 24 April 1998, reappointed by the Annual General Meeting of 25 June 2004, for a term ending at the close of the shareholders' meeting to be held in 2010 to approve the financial statements for the fiscal year ending 31 December 2009.

— DAMIEN BERTRAND
DIRECTOR
Born on 10 June 1960. Appointed by the Combined General Meeting of 20 June 2002, reappointed by the Combined General Meeting of 16 May 2008 until the close of the Annual General Meeting to be held in 2014, to approve the financial statements for the fiscal year ending 31 December 2013.

— AQUASOURÇA
DIRECTOR
Represented by Sophie Defforey-Crepet
Born on 21 February 1955. Appointed by the Combined General Meeting of 20 June 2002, reappointed by the Combined General Meeting of 16 May 2008 until the close of the Annual General Meeting to be held in 2014, to approve the financial statements for the fiscal year ending 31 December 2013. **Independent Director**

— NICOLAS DE TAVERNOST
DIRECTOR
Born on 22 August 1950.
Appointed by the Combined General Meeting of 16 May 2008 until the close of the Annual General Meeting to be held in 2014 to approve the financial statements for the fiscal year ending 31 December 2013. **Independent Director**

— PHILIPPE MARCEL
DIRECTOR
Born on 23 November 1953. Appointed by the Annual General Meeting of 11 July 2003, reappointed by the Annual General Meeting of 24 April 2009, for a term ending at the close of the shareholders' meeting to be held in 2015 to approve the financial statements for the fiscal year ending 31 December 2014. **Independent Director.**

— YVES-CLAUDE ABESCAT
DIRECTOR
Born on 28 May 1943. Appointed by the Combined General Meeting of 16 May 2008, until the close of the Annual General Meeting to be held in 2013, to approve the financial statements for the fiscal year ending 31 December 2012. **Independent Director**.

— ANDRÉ PERRIER
DIRECTOR
Born on 13 August 1937. Appointed by the Combined General Meeting of 9 June 2000, reappointed by the Combined General Meeting of 14 May 2006, until the close of the Annual General Meeting to be held in 2012, to approve the financial statements for the fiscal year ending 31 December 2011. **Independent Director**. **Chairman of the Audit Committee.**

— ÉRICK ROSTAGNAT
DIRECTOR
Born on 1 July 1952. Appointed by the Combined General Meeting of 20 June 2002, reappointed by the Combined General Meeting of 16 May 2008 until the close of the Annual General Meeting to be held in 2014, to approve the financial statements for the fiscal year ending 31 December 2013.

— GILLES GOUEDARD-COMTE
DIRECTOR
Born on 15 July 1955. Appointed by the Annual General Meeting of 14 June 1996, reappointed respectively by the Combined General Meetings of 20 June 2002 and 16 May 2008 until the close of the Annual General Meeting to be held in 2014, to approve the financial statements for the fiscal year ending 31 December 2013.

AUDITORS

STATUTORY AUDITORS	Mazars, Maza-Simoens
DEPUTY AUDITORS	Raphael Vaison de Fontaube, Olivier Bietrix

THE WORK OF THE BOARD AND COMMITTEES

Work of the Board of Directors:
Refer to the report of the Chairman on the work of the Board of Directors on page 66.

Executive Committee

- Olivier Ginon	- Chairman
- Olivier Roux	- Vice Chairman
- Erick Rostagnat	- Managing Director, Corporate Finance and Administration
- Jean Eudes Rabut	- Managing Director, Venue Management
- Olivier Ferraton	- Managing Director, Services
- Frédéric Regert	- Vice President, Finance and Administration
- Pascal Montagnon	- Vice President, Human Resources
- Daniel Chapiro	- Vice President, Venue Management Operations
- Damien Bertrand	- Managing Director, Trade Shows
- René Peres	- Managing Director, Trade Shows
- Olivier Hohn	- Managing Director, Structures and Grandstands
- Franck Glaizal	- Managing Director, Italy, Hungary and Turkey region

The executive committee sets Group strategies for both overall Group operations and business lines. It examines potential acquisitions so as to make recommendations to the Board of Directors and implements the company's business development strategy and internal control policy.

Business Unit Committees
The Business Unit Committees are comprised of the heads of each business unit and oversee the finances and operations of each affiliated company. They also work on increasing commercial synergies between Group businesses.

Investment Committee
The Investment Committee reviews and decides whether to approve any investments that are either above certain set amounts or not included in initial budgets.

Audit Committee (Accounts Committee)
Refer to the report of the Chairman on the work of the Board of Directors on page 66.

Compensation and appointments committee
Refer to the report of the Chairman on the work of the Board of Directors on page 66.

COMPENSATION AND BENEFITS GRANTED TO OFFICERS

These amounts have been reviewed by the compensation committee.

1- Summary of compensation and stock options granted to officers

In euros	2009	2008
Olivier Ginon – Chairman		
Compensation	279 636	279 636
Value of options granted	--	--
Value of performance shares granted	--	--
Total	279,636	287,592
Olivier Roux – Vice Chairman		
Compensation	249,084	249,084
Value of options granted	--	--
Value of performance shares granted	--	--
Total	249,084	249,084

2- Individual compensation of corporate officers

In euros	2009				2008			
	Total	Fixed	Variable	Benefits in kind	Total	Fixed	Variable	Benefits in kind
Olivier Ginon [1]	279,636	271,680		7,956	279,636	271,680		7,956
Olivier Roux [1]	249,084	241,560		7,524	249,084	241,560		7,524

[1] Compensation paid by Polygone SA.

This compensation has been fully paid

3 - Attendance fees paid to members of the Board of Directors

The annual general meeting of 26 May 2008 decided to allocate a maximum amount for directors' fees of €150,000 until a decision to the contrary.

In euros	2009	2008
Olivier Ginon	10,000	10,000
Olivier Roux	10,000	10,000
Gilles Gouedard Comte	10,000	10,000
Damien Bertrand	10,000	10,000
Aquasourça	10,000	10,000
Philippe Marcel	10,000	10,000
Salvepar	10,000	10,000
André Perrier	12,000	12,000
Erick Rostagnat	10,000	10,000
Nicolas de Tavernost	10,000	10,000

Executive officers receive no other conditional or deferred compensation or related benefits. In addition, they do not receive any specific supplementary retirement benefits.

4 - Stock options or stock purchase options granted to each executive officer in the period

None

5 - Stock options or stock purchase options exercised by each executive officer in the period

None

6 - Performance shares granted to each executive officer

None

7- Performance shares becoming available for each executive officer in the period

None

COMPENSATION OF OTHER OFFICERS

These amounts have been reviewed by the compensation committee.

Compensation

In euros	2009				2008			
	Total	Fixed	Variable	Benefits in kind	Total	Fixed	Variable	Benefits in kind
Damien Bertrand[1]	244,919	191,880	50,000	3,039	267,149	191,100	73,000	3,049
Erick Rostagnat [1]	227,305	174,436	50,000	2,869	227,016	174,137	50,000	2,879

[1] Compensation paid by GL events.

Variable compensation is linked to achievement of individual objectives.

Stock options granted to officers and options exercised

None

Number of bonus shares able to be granted and fully vested

Shares granted	Plan No.	Number of shares able to be granted	End of the vesting period
Erick Rostagnat	No. 2	5,000	08/12/2013
Damien Bertrand	No. 2	3,000	08/12/2013

Nature and scope of related-party agreements concluded between GL events, officers and shareholders holding more than 10% of the voting rights

- Directors that are natural persons exercising management functions in the Group receive benefits and services for the performance of their functions (company cars and reimbursement of travel expenses).
- Société Lyonnaise de banque, a Banque de Vizille shareholder, provides services in connection with its ordinary banking activities.
- Polygone invoiced fees of €1,571,000 corresponding to 0.27% of consolidated sales for fiscal 2009 according to the terms of the management agreement between the two companies.
- Philippe Marcel invoiced fees of €98,000 through his company PBM Partication for consulting services and studies.

Agreements have been concluded between GL events and Group subsidiaries for the provision of management services and IT assistance. The terms and amounts invoiced under these agreements with companies having a common management are described in the auditors' special report on related party transactions.

Loans and guarantees granted in favour of directors and officers

None

EMPLOYEE PROFIT-SHARING PLANS

Agreements for voluntary and statutory profit-sharing schemes

A Group profit-sharing agreement was concluded in 2007 that enables employees to benefit from the development and performances of the Group. This agreement was signed by all French subsidiaries of the Group.

Information on options granted to the top ten highest-paid salaried employees of GL events and the Group that are not corporate officers and exercised by the latter

No stock options were granted or exercised in the fiscal year
The grant of stock options is subject to the conditions set forth in section 6, page 134.

Information on bonus shares able to be granted to the top ten highest-paid salaried employees of GL events that are not corporate officers granted and definitively granted to the latter

No bonus shares were granted or exercised in the fiscal year
The grant of stock options is subject to the conditions set forth in section 6, page 135.

PROFESSIONAL ADDRESSES – APPOINTMENTS HELD BY GL EVENTS MANAGEMENT AS OFFICERS AND DIRECTORS IN OTHER COMPANIES IN THE LAST FIVE YEARS

Olivier Ginon and Olivier Roux manage GL events through Polygone, GL events' holding company and Gilles Gouedard Comte through Compagnie du Planay, his personal holding company.

OLIVIER GINON
Route d'Irigny – ZI Nord – BP 40 – 69530 Brignais
Current appointments: Chairman of Polygone SA (GL events holding companies) and Foncière Polygone SAS; director of CIC Lyonnaise de Banque, Olympique Lyonnais, Tocqueville Finances.

GILLES GOUEDARD COMTE
Route d'Irigny – ZI Nord – BP 40 – 69530 Brignais
Current appointments: Chairman of Prisme 3; manager of La Compagnie du Planay and La Compagnie du Prioux; Director of Ceris; Chief Executive of Foncière Polygone, manager of Docks Art Fair.

OLIVIER ROUX
Route d'Irigny – ZI Nord – BP 40 – 69530 Brignais
Current appointments: Director and Deputy Chief Executive of Polygone SA; Director of Prisme 3 and CM-CIC Securities.

DAMIEN BERTRAND
Route d'Irigny – ZI Nord – BP 40 – 69530 Brignais
Current appointments: Director (PR of GL events) of Idées en Tête.

ERICK ROSTAGNAT
Route d'Irigny – ZI Nord – BP 40 – 69530 Brignais
Current appointments: Director of Polygone SA, Chief Executive of Foncière Polygone SAS, director of Pyramide XV, Supervisory Board member (PR of GL events) de SAS Lou Rugby; co-manager of Partage, Director of Petit Monde SA.

INDEPENDENT DIRECTORS

SOPHIE DEFFOREY CREPET, PR of AQUASOURÇA
AQUASOURÇA, 131, boulevard Stalingrad – 69100 Villeurbanne
Current appointments: Chairwoman of the Board of Directors of Aquasourça; Director of Chapoutier.

PHILIPPE MARCEL
ADECCO – 4, rue Louis Guérin – 69626 Villeurbanne Cedex
Current appointments: Chairman of Adecco Holding France SAS, PBM Participations and SIPEMI; director of GIE Avion Ecco, Adecia SA, Altedia SA, Adecco SA (Swiss company), Association EM Lyon, Silikier (a US company); Supervisory Board member of Novalto; Supervisory Board member of April Group.

ANDRÉ PERRIER
49, rue Denfert Rochereau 69004 Lyon
Current appointments: director of Infoconcert SA, Espace Group and Banque Patrimoine et Immobilier; Compliance officer of Rhône-Alpes Création; Supervisory Board member of société Parisienne de Radiodiffusion Culturelle et Musicale; manager of Eurl André Perrier Conseils.

YVES-CLAUDE ABESCAT,
Tour Pacific – 75886 Paris Cedex 18
Current appointments: Chairman and Chief Executive Officer of Salvepar; Supervisory Board member of la Sté Générale Marocaine de Banque; Director of François-Charles Oberthur Fiduciaire, Groupe Gascogne, Ipsos; director (RP SG Capital Développement) of LT Participations, Oberthur Card Systems and Oberthur Technologies.

NICOLAS DE TAVERNOST
M6 – 89 avenue Charles de Gaulle – 92575 Neuilly-sur-Seine
Current appointments: Chairman of the Management Board of Groupe M6, director of Extension TV SA, director of TF6 Gestion SA, director of Société Nouvelle de Distribution SA, Director of FC Girondins de Bordeaux, Supervisory Board member of Ediradio, Director of Nexans and Director of'Antena 3 (Spain).

The definition of independent director can be consulted in the rules of procedure of the Board of Directors at our website (www.gl-events.com).

STATUS OF CORPORATE OFFICERS

To the best of the Company's knowledge, none of the officers of GL events in the last five years has been convicted of fraud.
In addition none of these persons have been involved as a corporate officer in a bankruptcy, receivership or liquidation proceeding or been convicted of an offence and/or official sanction by a statutory or regulatory authority.
None of the officers have been legally disqualified from serving as members of a Board of Directors, the executive management of a company or a Supervisory Board or from participating in the management of the operations of an issuer in the last five years.
Finally, to the best of the Company's knowledge, these officers have no personal interest that could generate conflicts of interest with the company.

MATERIAL CONTRACTS

In the last three financial periods and on the publication date of this registration document, the Group had not concluded any material contracts other than those concluded in connection with the normal conduct of its business, granting a material obligation or commitment for the entire Group. Details of off-balance sheet commitments are presented in Note 9 of the consolidated financial statements.

SPECIAL REPORT ON TRANSACTIONS BY THE COMPANY OR AFFILIATED COMPANIES CONCERNING OPTIONS TO SUBSCRIBE FOR OR PURCHASE SHARES RESERVED FOR SALARIED EMPLOYEES AND OFFICERS (ARTICLE L 225-184 OF THE FRENCH COMMERCIAL CODE)

Refer to page 134 of the registration document

SPECIAL REPORT ON TRANSACTIONS BY THE COMPANY OR AFFILIATED COMPANIES ON THE ALLOTMENT OF FREE SHARES TO SALARIED EMPLOYEES AND OFFICERS (ARTICLE L 225-197-4 OF THE FRENCH COMMERCIAL CODE)

Refer to page 135 of the registration document

REPORT OF THE BOARD OF DIRECTORS ON RESOLUTIONS FIVE TO EIGHTEEN SUBMITTED TO THE COMBINED SHAREHOLDERS' MEETING OF 30 APRIL 2010

1/ RENEWAL OF THE APPOINTMENT OF OLIVIER GINON AS DIRECTOR

We inform you that the directorship of Olivier Ginon expires at the combined shareholders' meeting of 30 April 2010.

We consequently propose that his appointment be renewed for six years or until the annual shareholders' meeting to be held in 2016 called to rule on the financial statements for the fiscal year ending 31 December 2015.

2/ RENEWAL OF THE APPOINTMENT OF OLIVIER GINON AS DIRECTOR

We inform you that the directorship of Olivier Roux expires at the combined shareholders' meeting of 30 April 2010.

We consequently propose that his appointment be renewed for six years or until the annual shareholders' meeting to be held in 2016 called to rule on the financial statements for the fiscal year ending 31 December 2015.

3/ AUTHORITY OF THE BOARD OF DIRECTORS TO BUY BACK SHARES OF THE COMPANY

The annual general meeting of 24 April 2009 authorised the Board of Directors, in compliance with articles L 225- 209 *et seq.* of the French Commercial Code, to purchase shares of the company, not to exceed 10% the number of shares representing the share capital of the company on the date of this meeting (including treasury shares currently held).

The shareholders meeting of 24 April 2009 granted this authorisation for 18 months starting 24 April 2009.

Because this authorisation expires on 24 October 2010, it is proposed that the Board of Directors be granted a new authorisation to purchase shares of the company.

The maximum amount of shares that may be purchased under this authorisation granted to the Board of Directors may not exceed 10 % the number of shares comprising the share capital of the company on the date of the meeting (including treasury shares currently held), under the following conditions:

The maximum purchase price per share under this authorisation is €80 (excluding execution fees). In the event of equity transactions including notably the capitalisation of reserves and the grant of bonus shares, stock splits or reverse splits, or a modification of the nominal value of the shares, this price will be adjusted in consequence.

On this basis, the maximum funds destined for this share repurchase program would be €141,406,464 calculated on the basis of the share capital at 5 March 2010 with 247,932 treasury shares held on the same date. This maximum amount may be adjusted to take into account the amount of capital on the date of the general meeting.

This authorisation is granted for the following purposes:

- Grant shares to employees or corporate officers of the company and French or foreign companies or groups of companies related thereto according to the procedures provided by law, and notably in connection with employee profit-sharing, stock ownership or company savings plans, stock option programs or the grant of bonus shares;

- Hold shares for subsequent use as a means of payment or exchange in connection with acquisitions, in compliance with market practices admitted by the AMF (*Autorité Des Marchés Financiers*) and subject to the limits provided for under paragraph 6 of article L.225-209 of the French Commercial Code;

- Ensure the liquidity of the market of the company's share through an independent investment service provider within the framework of a liquidity agreement in compliance with conduct of business rules admitted by the AMF, it being specified that the number of shares taken into account to calculate the aforementioned 10% limit corresponds to shares purchased minus the number of shares sold during the period authorisation is in force;

- Reduce the share capital of the company, in accordance with resolution eight of this general meeting, subject to its adoption;

- Remit shares following the exercise of rights attached to securities conferring present or future rights to shares;

- Engage in any market practice subsequently admitted by law or the AMF.

The shares may be acquired, sold or transferred, on one or more occasions, by any means and at any time, including during takeover bids, on or off-market, and notably over-the-counter and including through block trades or recourse to derivative financial instruments and the purchase of stock purchase options in compliance with applicable regulations.

In compliance with article L.225-209 paragraph 3 of the French Commercial Code, the Board of Directors grants full powers to its Chief Executive Officer to proceed with one or more share repurchase programs, whereby the Chief Executive Officer must report to the Board of Directors on usages of this authority.

All powers are granted to the Board of Directors, which it may in turn further delegate, to implement this authorisation and notably to:

- Produce, as applicable, a description of the program mentioned under article 241-2 of the AMF General Regulation and publish the procedures in accordance with article 221-3 of this Regulation, before proceeding with a share repurchase program;

- Place all stock market orders, sign all purchase, sale or transfer agreements;

- Conclude all agreements and carry out all formalities and all other measures required for the application of this authorisation.

This authorisation is granted for eighteen months from the date of this meeting, in compliance with the provisions of article L 225-209 subsection 1 of the French Commercial Code.

4/ AUTHORITY OF THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF TREASURY SHARES

Subject to adoption of the resolution to grant the Board of Directors authority to repurchase shares of the company referred above in point 3, it is requested that the Board of Directors be authorised to:

- Cancel shares acquired under said resolution and previous authorisations, on one or more occasions, subject to a limit of 10% of the share capital on the date of the Board of Directors' decision to cancel the shares and per 24 month period and reduce in consequence the share capital of the company;
- Adjust, if necessary, the rights of holders of securities conferring rights to share capital and stock options or stock purchase options for which issuance may have previously been decided and is still outstanding on the date the capital reduction is carried out.

All powers are granted to the Board of Directors, which it may in turn further delegate, to implement this authorisation and notably to:
- Make all decisions concerning cancellations or the reduction of capital;
- Allocate the difference between the purchase price of potential shares and their par value to reserve accounts of their choosing including "additional paid-in capital;
- Take all measures, make all declarations, fulfil all formalities, including declarations with the AMF;
- Amend the bylaws of the company in consequence;
- And in general, undertake all that is necessary.

This authorisation may be granted for 18 months from the date of the meeting.

The Auditors' report on this proposal will be presented.

5/ AUTHORITY OF THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OF THE COMPANY AND SECURITIES CONFERRING RIGHTS TO SAID SHARES MAINTAINING PREFERENTIAL SUBSCRIPTION RIGHTS

The extraordinary shareholders' meeting of 16 May 2008 granted the Board of Directors authority for 26 months from the date of said meeting to issue, maintaining the preferential subscription rights of shareholders, shares of the company or securities, including straight warrants issued for or without consideration conferring present and/or future rights to GL events shares, that may be subscribed for by cash or by being offset by debt due and payable;

Because this authorisation expires on 16 July 2010, it is proposed that the Board of Directors be granted a new authorisation to issue ordinary shares of the Company and securities conferring rights to said shares under the following conditions.

This authorisation would grant the Board of Directors authority to issue, with or without consideration, and maintaining preferential subscription rights of shareholders, (i) ordinary shares of the company (ii) and other securities conferring present or future rights through any means, to ordinary shares of the Company, existing or to be issued, that may be subscribed for by cash or by being offset by debt;

The maximum nominal amount of present or future capital increases resulting from issues undertaken under this authorisation shall not exceed €30 million that shall not include the nominal value of futures shares the Company may issue, when necessary, for adjustments to maintain the rights attached to securities conferring rights to ordinary shares;

The securities issued conferring rights to ordinary shares of the Company may consist of bonds or other debt securities or be attached to debt securities or serve as interim securities leading to the issuance of debt securities. They may be issued in any form and for any duration in all foreign currencies or in currency units serving as a benchmark representing a basket of several currencies, including with fixed and/or floating interest rates or accruing interest. In addition, they may be subject to guarantees or securities, repayment with or without premiums or redemption.

The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further proviso that this amount will (i) not include any repayment premium or premiums in excess of par when provided for, (ii) apply to a common limit for all proposed debt securities issued under consideration (iii) be autonomous and distinct from the amount of any negotiable securities conferring a right to grant debt securities issued pursuant to a decision or authorisation of the Board of Directors in compliance with article L. 228-40 of the French Commercial Code. The term of the bonds other than those in the form of perpetual notes may not exceed 15 years. Securities thus issued may in addition be repurchased on the stock market or used in connection with tender bids or exchange offers by the Company.

Shareholders shall have a preferential right to subscribe for ordinary shares or securities issued on the basis of irrevocable entitlement (*à titre réductible*) in proportion to their rights and within the limit of their demand. The Board may also grant shareholders rights to subscribe for excess ordinary shares or securities without trading rights on a non-preferential basis (*à titre réductible*) in accordance with applicable laws.

If applications for new shares on the basis of irrevocable entitlement, and as the case may be, for excess shares on a non-preferential basis (*à titre réductible*), should fail to account for the entire issue, the Board of Directors may in the order of its choice opt for one or more of the following solutions: (i) reduce as provided for under law the amount of the offering on the basis of applications received provided that they cover at least three quarters the amount of the offering decided, (ii) freely allocate all or part of the offering unsubscribed to beneficiaries of its choice (existing shareholders or otherwise), or (iii) offer all or part of the unsubscribed securities to the public through a public offering.

This authorisation shall constitute waiver by existing shareholders of their preferential subscription rights to the ordinary shares of the Company to which they may be entitled through the securities that would be issued on the basis of this authority.

Warrants in respect to the Company shares may be issued both in connection with subscription offers but also free grants to owners of existing shares. Moreover, in the case of the free grant of warrants, the Board of Directors will have the authority to decide that fractional rights to the allotment of free shares shall not be negotiable and the corresponding securities shall be sold.

The Board of Directors shall set the characteristics, amount and procedures of the issue and all other securities issued. In particular, it shall determine, in accordance with the terms of its report, their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued under this authorisation shall confer access to ordinary shares of the Company and for debt securities, their seniority.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the bylaws accordingly, and to proceed with all formalities and filings and solicit all authorisations necessary to ensure the success of the issue.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority conferred upon it to the Chief Executive Officer

This authorisation may be granted for 26 months from the date of the general meeting in accordance with the provisions of article L 225-129-2 subsection 1 of the French Commercial Code and shall supersede and replace the authorisation granted by shareholders' meeting of 16 May 2008 that shall expire on 16 July 2010.

The Auditors' report on this proposal will be presented.

6/ AUTHORITY OF THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES OF THE COMPANY AND SECURITIES CONFERRING RIGHTS TO SAID SHARES ENTAILING CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

The extraordinary shareholders' meeting of 16 May 2008 granted the Board of Directors authority for 26 months from the date of said meeting to issue, shares of the company or securities, including straight warrants issued for or without consideration conferring present and/or future rights to GL events shares that may be subscribed for either in cash or by offseting offsetting liquid, due and payable debts, and decided to cancel the preferential subscription rights of shareholders to these shares and securities in favour of the public;

Because this authorisation expires on 19 July 2008, it is proposed that the Board of Directors be granted a new authorisation to issue ordinary shares of the Company and securities conferring rights to said shares, cancelling preferential subscription rights under the following conditions.

This authorisation would grant the Board of Directors authority to issue, with or without consideration, and cancelling the preferential subscription rights of shareholders, (i) ordinary shares of the company (ii) and other securities conferring present or future rights through any means, to ordinary shares of the Company, existing or to be issued, that may be subscribed for by cash or by being offset by debt that is due and payable;

The maximum nominal amount of present or future capital increases resulting from issues undertaken under this authorisation shall not exceed €30 million that shall not include the nominal value of futures shares the Company may issue, when necessary, for adjustments to maintain the rights attached to securities conferring rights to ordinary shares;

The securities issued conferring rights to ordinary shares of the Company may consist of bonds or other debt securities or be attached to debt securities or serve as interim securities leading to the issuance of debt securities. For the term of these securities and the rights they may confer to ordinary shares, their reimbursement, seniority or redemption, the provisions concerning securities of the same nature that may be issued on the basis of the terms of the authorisation proposed above under point 3 shall apply.

The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further proviso that this amount shall (i) not include any repayment premium or premiums in excess of par when provided for, (ii) apply to a common limit for all debt securities issues planned (iii) be autonomous and distinct from the amount of any negotiable securities conferring a right to grant debt securities issued pursuant to a decision or authorisation of the Board of Directors in compliance with article L. 228-40 of the French Commercial Code.

The Board of Directors may grant shareholders the possibility to apply for the exact rights of ordinary shares or securities on the basis of irrevocable entitlement and/or on a non-preferential basis for excess shares, for which it may set, in accordance with applicable laws, the procedures and conditions for exercising these rights, without however creating negotiable rights. Securities not taken up on this basis may be placed through a public offering.

If applications to take up shares, including if applicable those of shareholders should fail to account for the entire issue, the Board of Directors may reduce the amount of the offering under the conditions provided for by law.

This authorisation shall constitute waiver by existing shareholders of their preferential subscription rights to the ordinary shares of the Company to which they may be entitled through the securities that would be issued on the basis of this authority.

The Board of Directors shall set the characteristics, amount and procedures of the issue and all other securities issued. In particular, it shall determine, in accordance with the terms of its report, their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued shall confer access to ordinary shares of the Company and for debt securities, their seniority, whereby:

- The issue price of ordinary shares shall equal at least the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary the amount to take into account the difference in the date of record;

- The issue price of securities shall be such that the amount immediately received by the Company, plus any amount received subsequently by the Company, shall be for each ordinary share issued from said securities, at least to amount referred to in the paragraph above, after adjustments if applicable, to take into account the difference in the date of record.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the bylaws accordingly, and to proceed with all formalities and filings and solicit all authorisations necessary to ensure the success of the issue.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority conferred upon it to the Chief Executive Officer.

This authorisation may be granted for 26 months from the date of the general meeting in accordance with the provisions of article L 225-129-2 subsection 1 of the French Commercial Code and shall supersede and replace the authorisation granted by shareholders’ meeting of 16 May 2008 that shall expire on 16 July 2010.

The Auditors' report on this proposal will be presented.

7/ AUTHORITY OF THE BOARD OF DIRECTORS TO PROCEED WITH A PUBLIC OFFERING PROVIDED FOR UNDER SECTION II OF ARTICLE L411-2 OF THE FRENCH MONETARY AND FINANCIAL CODE (*CODE MONÉTAIRE ET FINANCIER*) BY ISSUING ORDINARY SHARES OF THE COMPANY AND SECURITIES CONFERRING RIGHTS TO SAID SHARES ENTAILING CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

The extraordinary shareholders' meeting of 16 May 2008 granted the Board of Directors authority for 26 months from the date of said meeting to issue under section II of article L411-2 of the French Monetary and Financial Code (*Code Monétaire et Financier*), shares of the company or securities, including straight warrants issued for or without consideration conferring present and/or future rights to GL events shares that may be subscribed for either in cash or by offsetting liquid, due and payable debts, and decided to cancel the preferential subscription rights of shareholders to these shares and securities in favour of the public;

Because this authorisation expires on 19 July 2008, it is proposed that the Board of Directors be granted a new authorisation to issue under section II of article L411-2 of the French Monetary and Financial Code ordinary shares of the Company and securities conferring rights to said shares, cancelling preferential subscription rights under the following conditions.

This authorisation would grant the Board of Directors authority to issue, with or without consideration, and cancelling the preferential subscription rights of shareholders, (i) ordinary shares of the company (ii) and other securities conferring present or future rights through any means, to ordinary shares of the Company, existing or to be issued, that may be subscribed for by cash or by being offset by debt that is due and payable;

The maximum nominal amount of present or future capital increases of the company, resulting from issues undertaken by virtue of this authorisation shall not exceed 20% of the share capital per 12 month period, that shall not include the nominal value of futures ordinary shares the Company may issue, when necessary, for adjustments to maintain holders' rights attached to securities conferring rights to ordinary shares;

The securities issued conferring rights to ordinary shares of the Company may consist of bonds or other debt securities or be attached to debt securities or serve as interim securities leading to the issuance of debt securities. For the term of these securities and the rights they may confer to ordinary shares, their reimbursement, seniority or redemption, the provisions concerning securities of the same nature that may be issued on the basis of the terms of the authorisation as proposed above under the preceding point shall apply.

The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further proviso that this amount shall (i) not include any repayment premium or premiums in excess of par when provided for, (ii) apply to a common limit for all debt securities issues planned (iii) be autonomous and distinct from the amount of any negotiable securities conferring a right to grant debt securities issued pursuant to a decision or authorisation of the Board of Directors in compliance with article L. 228-40 of the French Commercial Code.

The Board of Directors may grant shareholders the possibility to apply for the exact rights of ordinary shares or securities on the basis of irrevocable entitlement and/or on a non-preferential basis for excess shares, for which it may set, in accordance with applicable laws, the procedures and conditions for exercising these rights, without however creating negotiable rights. Securities not taken up on this basis may be placed through a public offering.

If applications to take up shares, including if applicable those of shareholders should fail to account for the entire issue, the Board of Directors may reduce the amount of the offering under the conditions provided for by law.

This authorisation shall constitute waiver by existing shareholders of their preferential subscription rights to the ordinary shares of the Company to which they may be entitled through the securities that would be issued on the basis of this authority.

The Board of Directors shall set the characteristics, amount and procedures of the issue and all other securities issued. In particular, it shall determine, in accordance with the terms of its report, their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued shall confer access to ordinary shares of the Company and for debt securities, their seniority, whereby:

- The issue price of ordinary shares shall equal at least the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjustments if applicable, to take into account the difference in the date of record;

- The issue price of securities shall be such that the amount immediately received by the Company, plus any amount received subsequently shall be for each ordinary share issued in consequence, at least to the equal amount referred to in the paragraph above, after adjustments if applicable, to take into account the difference in the date of record.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the bylaws accordingly, and to proceed with all formalities and filings and solicit all authorisations necessary to ensure the success of the issue.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority conferred upon it to the Chief Executive Officer.

This authorisation may be granted for 26 months from the date of the general meeting in accordance with the provisions of article L 225-129-2 subsection 1 of the French Commercial Code and shall supersede and replace the authorisation granted by shareholders' meeting of 16 May 2008 that shall expire on 16 July 2010.

The Auditors' report on this proposal will be presented.

8/ AUTHORISATION OF THE BOARD OF DIRECTORS, IN CONNECTION WITH ISSUES ENTAILING WAIVER OF PREFERENTIAL SUBSCRIPTION RIGHTS FOR ORDINARY SHARES OR SECURITIES CONFERRING RIGHTS TO SAID SHARES TO SET THE ISSUE PRICE IN ACCORDANCE WITH THE TERMS AND CONDITIONS AS DETERMINED BY THE GENERAL MEETING

This authorization shall be given to the Board of Directors, for 26 months from the date of this meeting, for each of the issues undertaken in accordance with the authorisation proposed above in points 6 and 7 subject to a maximum limit of 10% of the Company's share capital (at the date of the meeting) per 12 month period, and as an exception to the procedures for determining the prices provided for under the aforementioned authorisation and set the price for the issue of ordinary shares and/or securities issued as follows:

- The issue price for ordinary shares shall be at least equal to the average weighted price of the last twenty trading sessions subject to a discount of 5%;

- The issue price of securities conferring rights to ordinary shares shall be such that the total amount immediately received by the Company, or in the case of the issue of securities conferring rights to the ordinary shares of a subsidiary, by the subsidiary, plus when applicable any amount that may subsequently be received by the Company or the subsidiary according to the case either for each ordinary share issued as a result of this securities issue, or at least equal to the amount referred to in the above paragraph, and after adjustments, if applicable, of this amount to take into account the difference in the date of record.

The maximum nominal amount of capital resulting from issues that may be undertaken under this authorisation shall be included under the limit for capital increases set forth in the proposition referred to above in points 6 and 7.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority that may be conferred upon it to the Chief Executive Officer.

The Auditors' report on this proposal will be presented.

9/ AUTHORITY OF THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SHARES TO BE ISSUED IN CONNECTION WITH CAPITAL INCREASES WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

This authorization will be granted to the Board of Directors for 26 months from the date of this meeting to decide, within 30 days following the end of the initial subscription period for each of the issues pursuant to the proposals set forth above in points 5, 6 and 7, to increase the number of shares to be issued by an amount not to exceed 15% the initial limit, and subject to the maximum amount provided for in the resolution on the basis of which the issue shall be decided.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority conferred upon it to the Chief Executive Officer

The Auditors' report on this proposal will be presented.

10/ AUTHORITY OF THE BOARD OF DIRECTORS TO ISSUE ORDINARY SHARES AND SECURITIES CONFERRING RIGHTS TO SAID SHARES IN CONNECTION WITH PUBLIC EXCHANGE OFFERS INITIATED BY THE COMPANY

Authority shall be granted to the Board of Directors, for 26 months from the date of the general meeting, to decide, on the basis of and in accordance with the conditions of the proposition set forth above in points 6 and 7, to issue ordinary shares of the Company or securities conferring by any means present or future rights to existing or future ordinary shares in connection with a public exchange offer initiated in France or other countries in compliance with local regulations, by the Company for the shares of another company admitted for trading on a regulated market referred to in article L. 225-148 mentioned above, and cancelling the preferential subscription rights of existing shareholders to these ordinary shares and securities in favour of the holders of such securities.

This authorisation shall constitute waiver by existing shareholders of their preferential subscription rights to the ordinary shares to which they may be entitled through the securities that would be issued on the basis of this authority.

The maximum nominal amount of present or future capital increases of the company, resulting from issues undertaken by virtue of this authorisation shall not exceed €30 million included under the maximum amount provided for above in point 7, but shall not include the nominal value of ordinary shares the Company may subsequently issue, when necessary, for adjustments to maintain the rights attached to securities conferring rights to ordinary shares.

The shareholders decide that the Board of Directors shall be vested with all powers to proceed with public offerings mentioned above and notably:

- Determine the share exchange ratio and when applicable, the balance to be paid in cash;

- Record the number of shares tendered in the exchange offer;

- Determine issue dates, terms and conditions of the issue including notably the price and data record, of the new ordinary shares or, if applicable, securities conferring present or future rights to ordinary shares of the Company;

- Record under liabilities in the balance sheet under ”additional paid-in capital” the difference between the issue price of ordinary new shares and their face value;

- If necessary, charge all expenses and costs incurred in connection with the exchange offer to "additional paid-in capital";

- And in general, take all useful measures and conclude all agreements to ensure the success of the transaction thus authorised, record the completion of the capital increase(s) and amend the bylaws in consequence.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority conferred upon it to the Chief Executive Officer.

The Auditors' report on this proposal will be presented.

11/ MAXIMUM AMOUNT OF AUTHORISATIONS

The maximum authorised amount of present and/or future capital increases that may be carried out under the five preceding proposals, shall be €60 million, it being specified that to this nominal amount shall be added, if applicable, the nominal amount of ordinary shares of the Company that may be issued pursuant to adjustments made to protect the interests of holders of rights attached to securities conferring rights to ordinary shares;

12/ AUTHORITY OF THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL THROUGH THE CAPITALISATION OF RESERVES, RETAINED EARNINGS OR ADDITIONAL PAID-IN CAPITAL.

Authority shall be granted to the Board of Directors for 26 months from the date of this meeting to increase the share capital through one or several tranches and at times and according to procedures it shall determine through the capitalization of reserves, retained earnings or additional paid-in capital pursuant to the creation and grant of bonus shares or the increase in the par value of existing ordinary shares, or a combination thereof.

The Board of Directors shall be vested with the authority to decide that fractional shares will not be negotiable or transferable and that the corresponding security shall be sold. The proceeds of said sales will be allocated to the holders of such rights within the time limits provided for by regulation.

The maximum nominal amount of the capital increase, with immediate effect or in the future, resulting from issues undertaken under this authorisation shall not exceed €60 million, it being specified that this maximum amount shall be set (i) without taking into account the nominal value of ordinary shares of the Company that may be issued pursuant to adjustments made to protect the interests of holders of rights attached to securities conferring rights to ordinary shares and (ii) and shall be separate and distinct from the maximum capital increases resulting from the issue of ordinary shares or securities proposed above under in points 5 to 10.

The Board of Directors shall be vested with all powers to implement this authorisation and, in general, undertake all measures and formalities necessary for the successful completion of the capital increase.

The Board of Directors may furthermore, within the limits it has previously set, in turn delegate the authority conferred upon it to the Chief Executive Officer.

13/ AUTHORITY OF THE BOARD OF DIRECTORS TO PROCEED WITH RIGHTS ISSUES RESERVED FOR COMPANY EMPLOYEES PARTICIPATING IN AN EMPLOYEE STOCK OWNERSHIP PLAN IN ACCORDANCE WITH ARTICLE L.225-129-6 OF THE FRENCH COMMERCIAL CODE

This authorisation shall be given to the Board of Directors, to proceed with a rights issue for ordinary shares reserved for salaried employees of the Company and affiliated companies as defined under article L.225-180 of the French Commercial Code through an employee stock ownership plan. This rights issue will be carried out accordance with the conditions provided for under articles L. 3332 -18 *et seq.* of the French labour code.

On this basis, the shareholders shall:

- Resolve to cancel preferential subscription rights of shareholders to new shares to be issued in favour of employees of the Company and affiliated companies participating in an employee stock ownership plan ;
- Resolve that the issue price of the new shares shall be set by the Board of Directors in reference to the Company's share price on Eurolist of Euronext Paris that may not exceed the average price of the 20 trading sessions preceding the date of the Board of Directors' meeting that decided to open the subscription period nor be less than 20% of this average or 30% when the waiting period provided for by the employee stock ownership plan is greater than or equal to 10 years;
- Determine that the maximum nominal amount of the rights issue that the Board of Directors may undertake may not increase the shareholding of said employees (including shareholdings to date) to more than 3% of the total share capital on the date the Board of Directors decides to implement this authorisation;

- Decide that the new shares that shall be issued will be subject to all provisions of the bylaws and shall rank *pari passu* with existing shares and carry rights to dividends on the first day of the period in which the rights issue was carried out;

- Grant all powers to the Board of Directors, for the purpose of, and subject to the conditions and limits set forth above, deciding and undertaking, through a single transaction, this rights issue, determining the conditions for qualifying beneficiaries, that may include conditions of seniority as a salaried employee, without however exceeding six months, determining the conditions for the issuance and payment of the shares, amending the bylaws in consequence, and in general take all necessary measures;

- Decide that this authorised rights issue must be completed within one year from the date of this meeting.

The shareholders duly note that this resolution has been proposed to comply with the provisions of article L.225-129-6 of the French Commercial Code in respect to the authorisations granted above under resolutions nine to fourteen.

CHAIRMAN'S REPORT ON THE WORK OF THE BOARD OF DIRECTORS AND PROCEDURES OF INTERNAL CONTROL AND RISK MANAGEMENT

In compliance with the provisions of article L225-37 paragraph 6 of the French Commercial Code amended by article 117 of the French Law No 2003-706 of 1 August 2003 on financial security and the ordinance 2009-8 du 22 January 2009, this report informs the shareholders of:
- The composition of the Board of Directors and the preparation and organisation of their work;
- Internal control risk management procedures adopted by the company.

I- COMPOSITION OF THE BOARD OF DIRECTORS AND PREPARATION AND ORGANISATION OF THEIR WORK

GL events is managed by a Board of Directors comprised of ten members. Of the ten directors, five are independent as defined by the Article 8 of the AFEP-MEDEF corporate governance code, because they do not exercise management functions in the company or in the Group to which it belongs and have no significant relations with the company, its Group or management that could affect their freedom of judgment. In consequence, independent directors represent more than one half of the members of the Board of Directors.

The Chairman of the Board of Directors is vested with the broadest powers to act under all circumstances in the name of the company, subject to the authorities granted by law to shareholders' meetings as well as the powers that the law specifically accords to the Board of Directors within the scope of the corporate charter.

On 5 December 2003, the Board adopted internal rules of procedure in compliance with recommendations destined to improve the governance of publicly traded companies. These internal rules may be consulted at the web site of GL events (www.gl-events.com).

The Board of Directors met 4 times in 2009 with a 86% attendance rate.

In addition to those issues and decisions falling under the specific scope of this body, the Board discussed the major events of 2009 including group acquisitions, marketing, markets and strategy, financial policy, organisation and internal control.

The Board of Directors has created two special committees in compliance with the provisions of the AFEP-MEDEF code of corporate governance:

— AUDIT COMMITTEE (ACCOUNTS COMMITTEE)

Comprised of three independent directors, André Perrier (Committee Chairman), Yves-Claude Abescat and Nicolas de Tavernot, this committee participates in preparing the meetings of the Board of Directors responsible for ruling on the corporate and consolidated semi-annual and annual financial statements. Its principal mission is to assure the pertinence and consistency of accounting principles applied by the Company and ensure that the procedures of reporting and control are adequate. It is also responsible for overseeing the selection of independent auditors. Finally, it assesses risks incurred by the Company and monitors internal control procedures. To this purpose, it is provided with reports summarising the controls carried out in the year. The mission of this committee is identical with the accounts committee recommended by article 14 of the AFEP-MEDEF code of corporate governance.

—COMPENSATION AND APPOINTMENTS COMMITTEE

This committee is also comprised of three Independent Directors, Philippe Marcel (Committee Chairman), Sophie Defforey-Crepet representing Aquasourça and Yves Claude Abescat. This committee is responsible for reviewing the compensation policy of the Group, and more specifically for managers as well as proposals for the grant of stock options and bonus shares. It is informed of the arrival and departure of key managers It is also consulted on the appointment of auditors in addition to the appointment and renewal of the terms of directors and officers. The mission of this committee is identical with the compensation and appointments committee recommended by article 14 of the AFEP-MEDEF code of corporate governance.

Evaluation of the Board of Directors

In compliance with the provisions of article 9 of the AFEP-MEDEF corporate governance standards, the board must evaluate its ability to address the concerns of shareholders that have appointed it to assure the management of the company, by conducting periodic reviews of its membership, organisation and working procedures.
At least once a year, the agenda of the Board of Directors of GL events provides for an assessment of its work. All Directors are individually consulted involving the use of a questionnaire on their evaluation and suggestions to improve the Board's effectiveness.
For 2009, this evaluation was carried out in the Board of Directors' meeting of 27 August 2009. At this meeting, all Directors approved the Board's operating procedures.

II - INTERNAL CONTROL PROCEDURES ADOPTED BY THE COMPANY

II-1 OVERVIEW OF GROUP INTERNAL CONTROL OBJECTIVES AND PROCEDURES

The purpose of the internal control procedures and organisation given below is to identify, prevent and control risks faced by the Group. As with any control system, it cannot however ensure that all risks are totally eliminated.

Internal control is defined by GL events and its subsidiaries as a set of procedures adopted by Management for the following purposes:

- Safeguarding corporate assets;
- Ensuring the safety and proper consideration of persons;
- Optimal use of resources necessary to meet targets set for performance and profitability;
- Developing techniques for controls adapted to the Group's different trades and specialised activities;
- Prevention of risks of errors and fraud;
- Assuring the reliability of financial information;
- Compliance with laws, regulations and internal procedures.

Within the GL events group, the system of internal control is based on:

- Procedural manuals, departmental memorandums transmitted to concerned parties and integrated in training seminars destined for different personnel categories. They set forth the principles and controls to which each department or business unit must adhere as well as those areas where the holding company’s support services are necessary;
- Delegation of responsibility: all line managers implement and manage their level internal control procedures to meet their objectives;
- Recruitment of qualified personnel adapted to the missions accompanied by ongoing training covering technical issues and the different group areas of expertise and individual employee development;
- The quality approach is destined to define specific operating processes to meet the needs expressed by our customers, optimising practices and limiting the risks associated with different activities;
- Shared corporate values that are regularly emphasised at information meetings. GL events promotes the decentralisation of responsibilities and the delegation of authority. To ensure the cohesion of teams and a common corporate culture, the group relies on core human values that provide the foundation of the organisation. These include respect for customers, providing quality services based on ethical business practices, loyalty, team spirit, respect of deadlines and professional standards.

Areas covered include notably rules to be followed concerning:

- Commercial and customer credit management;
- Management of means of payments, bank relationships and cash flow;
- Administration of payroll and human resources management;
- Management of sourcing and investments;
- Management and safeguarding of corporate assets;
- Insurance and risk management policies;
- Principles of control in the area of financial reporting and consolidation.

II–2 PARTIES INVOLVED IN INTERNAL CONTROL, PROCEDURES FOR OPERATING AND SUPPORT FUNCTIONS

The Board of Directors, the Group Executive Committee, the Audit Committee, Risk Committee, Investment Committee

The role of these committees is presented on pages 50 and 66.

Creation of an Internal Audit Department

Strengthening internal control procedures remains an ongoing priority of the Group. To this purpose, the Group has decided to reinforce its organization by creating and Internal Audit Department, headed by Lisa Cambone.

The mission of the Internal Audit Department is to:
- Assess levels of internal controls of organisations and risk management capabilities,
- Propose recommendations destined to contribute to meeting the Group's objectives and increase efficiencies and the profitability of operations;
- Promote all principles or techniques of control capable of improving the quality of the internal control of activities;
- Ensure that all Group subsidiaries comply with these procedures.

To this purpose, the Internal Audit Department will:
- Notify General Management of situations distinguished by an insufficient level of security;
- Ensure that resources are used in a manner that fully complies with laws and internal procedures;
- Assess the adequacy of resources deployed by subsidiaries to achieve the performances expected in relation to plans and budgets;
- Control the reliability of management information systems and the fair presentation of management information used in operating reports.

This department includes one Audit Manager and an Internal Auditor.
GL events has chosen to entrust the management of this department to an employee with a solid knowledge of all the Group's business activities. She will report on her work to the GL events' Executive Committee once a year.
She will be assisted by an Auditor dedicated to this department as well as the team of internal auditor/controllers that has been in place 2004. The latter have been selected from administrative and financial management of subsidiaries.

At the end of each mission, the internal auditors or controllers who perform their assignment in the companies in which they do not exercise a regular management role, will discuss their evaluation with the Internal Audit Manager who will report to the Group's General Management and Audit Committee.

This report will also be sent to the subsidiary manager and his or her line manager who shall undertake to implement the recommendations that have been proposed.

The Internal Audit Department will also monitor progress in taking corrective actions.

The internal auditors and controllers will work closely with management of the Group's support functions that will be responsible for:
- Proposing operating procedures and contributing to their improvement;
- Implementing control systems and tools;
- Ensuring the monitoring and ongoing control of operations, notably through updates to procedures available through intranet, a common and accessible source of information.

In 2009, work undertaken focused primarily on non-French companies and ten missions were performed in the Group. The audit program is now pursued on an ongoing and rotating basis and covers all important subsidiaries representing material potential risks and business volumes.

Finance and management control

With a team of management controllers covering France and international operations, the mission of Management Control is to assess compliance with Group internal rules and procedures for all group sites and processes, identify incidents of non-compliance with laws and regulations, ensure that group assets are safeguarded, evaluate the effectiveness of operations and ensure that operating risks are effectively anticipated and managed.

Group general management attaches considerable importance to the annual budget planning process that offers a means to translate strategic orientations into operational action plans.

To this purpose, Group Management Control issues guidelines and instructions for teams involved in preparing the budget.

It coordinates planning and budget control procedures through a manual defining management rules to be applied by all group entities, procedures for producing budgets, forecasting and management reporting.

Management reporting is built around a management consolidation tool for results and indicators to monitor physical and financial items such as trade receivables, investments and cash flows.

In addition, the monitoring of businesses constitutes a key element of group steering and control procedures. Reviews are organised at the level of operating entities by Management Control and for the more significant entities with group management.

Management Control prepares and distributes operating reports and analyses of variances and important trends based on information provided by the different entities in their monthly reports.

Management Control prepares and distributes operating reports and analyses of variances and important trends based on information provided by the different entities in their monthly reports. Revised forecasts are updated every month to ensure that GL events' General Management can closely track the performance of activities and take the most effective measures in consequence.

Legal and tax affairs

The Legal and Tax Affairs department charged with safeguarding the legal interests of the Group and senior executives intervenes in three principal areas that contribute to internal control:

- Drawing up and updating model contracts and procedures for operations of a recurrent nature and for the most important contracts;
- Proposing to General Management, in coordination with Human Resources, procedures concerning the delegation of authority and the implementation and monitoring of these rules;
- Selecting outside legal counsel, monitoring their services, performances and their fees in coordination with management control.

Information systems steering committee

Group General Management created an Information Systems Steering Committee. It includes representatives of users including members of Finance, Human Resources Management Information Systems. This committee establishes and maintains an information systems master plan that meets the needs of the group organisation and general development policy. Within this framework, it decides notably on the nature of information systems projects, sets priorities for the allocation of resources and the information systems security policy.

Statutory Auditors

The Statutory Auditors contribute to Group internal control by providing an independent and objective perspective when they review semi-annual and annual financial statements and internal control procedures, both at the consolidated level and for each subsidiary audited.

II – 3 PREPARATION OF ACCOUNTING AND FINANCIAL INFORMATION

Internal control procedures concerning accounting and financial information are destined to ensure the quality of financial information produced by consolidated subsidiaries, the fair presentation of financial information reported by the Group and prevent the risk of errors, inaccuracies or omissions in Group financial statements.

We have previously described the role of group management control in overseeing monthly management consolidated financial information.

Budget controls indicate variances with targets within the framework of monthly consolidation based on terms of reference adapted for the oversight of operations in a rigorous manner and on a timely basis. They identify eventual inconsistencies in relation to budgeted financial information.

At the same time, the consolidation department carries out monthly consolidations of Group results by combining the financial statements of subsidiaries and a complete quarterly consolidation.

Quarterly consolidation makes it possible to produce a consolidated income statement by nature whose principal aggregates are compared with those produced by the management reporting consolidation mentioned above.

Every consolidated subsidiary produces a consolidation package adhering to Group standards based on the accounting manual and group memorandums that define rules for accounting recognition and measurement.

This manual and the memorandums describe the underlying principles to be applied when preparing financial statements such as the going concern concept, time period concept, quality of financial information (comprehensibility, relevance, reliability and comparability).

They also describe Group principles concerning the recognition, measurement and presentation of the main accounting components of the financial statements. These include notably rules for the measurement of provisions for impairment of trade receivables, the depreciation or amortisation of leased assets and inventories, other commitments and contingencies, rules for the translation of the financial statements of foreign subsidiaries and the principles for recording and reporting inter-company transactions.

The consolidation department issues instructions before each consolidation, indicating the timetable and changes in applicable standards, rules and principles. In addition, an annual seminar of accounting management reviews the difficulties experienced in the prior year and the solutions adopted.

When the consolidation packages are received, the consolidation department carries out different types of controls. These include the verification of subsidiary consolidation packages, reconciliation of changes in restated shareholders' equity, changes in the consolidation scope and consolidation accounting such as the elimination of intercompany transactions, the calculation of deferred tax, control of the tax calculations, the proper integration of consolidation packages by verifying financial statement aggregates and procedures retained for measuring and recording significant transactions of an exceptional nature.

For the communication of group financial statements, a Verification Committee is responsible for reviewing the published documents.

III – PROCEDURES FOR THE PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS

Refer to articles *22 et seq.* of the company's bylaws (*statuts*)

IV – PRINCIPLES AND RULES ESTABLISHED BY THE BOARD OF DIRECTORS TO DETERMINE COMPENSATION AND BENEFITS OF ANY NATURE GRANTED TO CORPORATE OFFICERS

Compensation of officers evolves over the years in line with the development of the Group and the increasing responsibilities delegated in connection with this economic expansion.

Compensation granted to corporate officers has not changed since 2006.

V – PROVISIONS OF THE AFEP-MEDEF RECOMMENDATIONS NOT APPLIED

GL events Group applies all recommendations of the AFEP-MEDEF code of corporate governance.

The AFEP-MEDEF corporate governance standards can be consulted at the MEDEF website (www.medef.fr).

STATUTORY AUDITORS' REPORT, ISSUED IN ACCORDANCE WITH ARTICLE L.225-235 OF FRENCH COMMERCIAL CODE (*CODE DE COMMERCE*) ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF GL EVENTS SA.

To the shareholders,

As the Statutory Auditors of GL events and in accordance with the provisions of Article L. 225-235 of the French Commercial Code, we hereby report to you on the document prepared by the Chairman of the Board of Directors of your company in accordance with article L.225-37 of said code for the year ended 31 December 2009.

The Chairman is required prepare a report describing the internal control and risk management procedures implemented within the Company and providing the other information required by article L. 225-37 of the French Commercial Code notably relating to the corporate governance system.

It is our responsibility to:

- Report our observations on the information set out in the Chairman's report on the internal control procedures relating to the preparation and processing of financial and accounting information ;
- Certify that the report contains the other information required by article L. 225-37 of the French Commercial Code, knowing that we are not responsible for verifying the fairness of this other information.

We performed our procedures in accordance with the relevant professional standards applicable in France.

INFORMATION CONCERNING THE INTERNAL CONTROL PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF FINANCIAL AND ACCOUNTING INFORMATION

These standards require us to perform procedures to assess the fairness of the information set out in the Chairman's report on the internal control procedures relating to the preparation and processing of financial and accounting information. These procedures notably consisted in:

- Obtaining an understanding of the internal control procedures relating to the preparation and processing of financial and accounting information, on which the information presented in the Chairman's report is based, as well as reviewing supporting documentation;
- Obtaining an understanding of the work performed to prepare this information, as well as reviewing supporting documentation;
- Ensuring that material weaknesses in internal control procedures relating to the preparation and processing of financial and accounting information detected in the course of our engagement have been properly disclosed in the Chairman's report.

On the basis of these procedures, we have no matters to report in connection with the information given on the internal control procedures relating to the preparation and processing of financial and accounting information, contained in the Chairman's report, prepared in accordance with article L. 225-37 of the French Commercial Code.

OTHER INFORMATION

We certify that the Chairman's report contains the other information required by article L. 225-37 of the French Commercial Code.

Lyon and Villeurbanne, 13 April 2010

The Statutory Auditors

Maza Simoens	**Mazars**
Michel Maza	Christine Dubus

05

Financial statements

CONSOLIDATED BALANCE SHEET – ASSETS

(€ thousands)	Notes	31/12/09	31/12/08
Goodwill	5.1	380,815	360,704
Other intangible assets	5.1	46,479	36,236
Land and buildings	5.2	13,898	84,129
Other property, plant and equipment	5.2	30,398	35,189
Rental assets	5.3	51,797	53,441
Financial and other non-current assets	5.4	46,754	36,886
Equity-accounted investments	5.5	11,109	11,277
Deferred tax assets	5.9	10,678	10,698
NON-CURRENT ASSETS		**591,928**	**628,560**
Inventories & work in progress	5.6	10,302	10,565
Trade receivables	5.7	125,195	140,957
Other receivables	5.8	64,569	69,996
Marketable securities	5.10	104,948	142,520
Bank and cash	5.10	44,338	40,605
CURRENT ASSETS		**349,352**	**404,643**
TOTAL		**941,280**	**1,033,203**

CONSOLIDATED BALANCE SHEET – SHAREHOLDERS' EQUITY AND LIABILITIES

(€ thousands)	Notes	31/12/09	31/12/08
Capital	5.11	71,695	71,695
Reserves and additional paid in capital	5.11	211,522	194,100
Translation adjustments	5.11	(12,354)	(17,749)
Net income	6	25,236	28,696
SHAREHOLDERS' EQUITY BEFORE MINORITY INTERESTS		**296,099**	**276,742**
Minority interests		33,949	31,135
TOTAL SHAREHOLDERS' EQUITY		**330,048**	**307,877**
Provisions for severance and other post-employment benefits	5.12	5,638	4,826
Deferred tax liabilities	5.9	2,358	5,089
Long-term debt	5.14	262,950	351,472
NON-CURRENT LIABILITIES		**270,946**	**,361,837**
Current provisions for contingencies and expenses	5.13	3,686	3,335
Current borrowings	5.14	61,614	44,031
Short-term bank credit lines & overdrafts	5.14	11,414	8,401
Advances and down payments on outstanding orders		13,925	7,200
Trade payables		106,303	105,811
Tax and employee-related liabilities		58,158	63,431
Other liabilities	5.15	85,186	131,730
CURRENT LIABILITIES		**340,286**	**363,939**
TOTAL		**941,280**	**1,033,203**

INCOME STATEMENT

(€ thousands)	Notes	31/12/09	31/12/08
SALES	4	**581,380**	**605,701**
Other operating income	6.1	8,492	7,855
Operating income		**589,872**	**613,556**
Raw materials and consumables	6.2	(33,151)	(48,216)
External charges	6.2	(321,182)	(328,598)
Taxes and similar payments		(15,750)	(14,905)
Personnel expenses and employee profit sharing	8	(145,543)	(141,239)
Allowances for depreciation and reserves	6.3	(30,541)	(30,248)
Other operating income and expenses	6.4	1,771	2,792
Operating expenses		**(544,396)**	**(560,414)**
OPERATING PROFIT	4	**45,476**	**53,142**
Net interest expense	6.5	(11,250)	(13,398)
Other financial income and expense	6.5	(682)	(4,189)
NET FINANCIAL EXPENSE	6.5	**(11,932)**	**(17,587)**
PRE-TAX INCOME BEFORE EXTRAORDINARY ITEMS		**33,544**	**35,555**
Tax expense	6.6	(6,616)	(6,866)
NET INCOME OF FULLY CONSOLIDATED COMPANIES		**26,928**	**28,689**
Income from equity-accounted investments		736	1,226
NET INCOME BEFORE MINORITY INTERESTS		**27,664**	**29,915**
Attributable to minority interests		2,428	1,219
NET INCOME		**25,236**	**28,696**

Average number of shares	17,923,740	17,920,819
Net earnings per share (in euros)	**1.41**	**1.60**
Diluted average number of shares	18,061,490	18,173,241
Fully diluted earnings per share (in euros)	**1.40**	**1.58**

NET INCOME	**27 664**	**29 915**
Profit and loss resulting from the translation of financial statements of foreign operations	7,018	(14,475)
Impact of fair value measurement of financial instruments	37	(3,233)
TOTAL COMPREHENSIVE INCOME	**34,719**	**12,207**
Comprehensive income attributable to minority interests	4,051	(115)
Comprehensive income attributable to equity holders of the parent	30,668	12,322

CONSOLIDATED CASH FLOW STATEMENT

(€ thousands)	Notes	31/12/09	31/12/08
Cash and cash equivalents at the beginning of the year		**174 724**	**132 936**
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income		**25,236**	**28,696**
Adjustments to reconcile profit (loss) to net cash provided by operating activities:			
Depreciation and provisions		26,405	31,425
Unrealised gains and losses from fair value adjustments		(23)	(513)
Expense and income in connection with stock options		301	505
Gains and losses on disposals of fixed assets		(8,668)	(6,949)
Minority interests in consolidated subsidiaries' net income		2,428	1,220
Share in income of equity affiliates	5.5	168	(347)
Operating cash flows		**45,848**	**54,037**
Net finance costs		11,250	13,398
Tax expense (including deferred taxes)	6.6	6,616	6,866
Cash flow before net finance costs and tax		**63,713**	**74,301**
Tax payments		**(6,693)**	**(7,983)**
Change in inventories		726	(5,423)
Change in accounts receivable, discounted notes, deferred income		(5,267)	2,036
Change in accounts payable, deferred charges		888	(12,215)
Other changes		2,514	30,127
Changes in working capital requirements		**(1,139)**	**14,525**
Net cash provided by operating activities (A)		**55,881**	**80,843**
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of intangible fixed assets		(9,356)	(10,101)
Acquisition of PPE and rental assets		(27,760)	(45,373)
Disposal of tangible and intangible assets		141	4,331
Acquisition of financial and other non-current assets		(8,631)	(8,478)
Disposal of financial and other non-current assets		532	681
Net cash flows from the acquisition and disposal of subsidiaries	7	13,170	(21,402)
Net cash used in investing activities (B)		**(31,904)**	**(80,342)**
NET CASH FROM FINANCING ACTIVITIES			
Proceeds from capital increases			121
Dividends paid to shareholders		(15,719)	(16,114)
Dividends paid to minority shareholders of consolidated companies		(2,467)	(2,755)
Other changes in equity		3,062	(12,964)
Proceeds from the issuance of new debt		3,050	108,179
Repayment of debt		(38,151)	(21,071)
Net finance costs		(11,250)	(13,398)
Net cash provided by financing activities (C)		**(61,475)**	**41,998**
Effect of exchange rate fluctuations on cash (D)		**646**	**(711)**
Net change in cash & cash equivalents (A + B + C + D)		**(36,852)**	**41,789**
Cash and cash equivalents at year-end		**137,872**	**174,724**

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(€ thousands except shares)	*Number of shares (thousands)*	Group before minority interests					Minority interests	Total
		Capital stock	Additional paid-in capital	Retained earnings	Comprehensive income	Total Group		
EQUITY AT 31/12/2007	*17,915*	**71,659**	**122,262**	**62,906**	**32,089**	**288,915**	**21,407**	**310,323**
Exercise of stock options	*9*	36	85			121		121,
Comprehensive income appropriation for N-1				32,089	(32,089)			
Distribution of dividends				(16,114)		(16,114)	(2,755)	(18,869)
Cancellation of treasury shares				(8,676)		(8,676)		(8,676)
Stock option expenses				505		505		505
Share of assets contributed by minority shareholders							12,598	12,598
Other changes				(332)		(332)		(332)
Comprehensive income					**12,322**	**12,322**	**(115)**	**12,207**
EQUITY AT 31/12/2008	*17,924*	**71,695**	**122,347**	**70,378**	**12,322**	**276,742**	**31,135**	**307,877,**
Exercise of stock options								
Comprehensive income appropriation for N-1				12,322	(12,322)			
Distribution of dividends				(15,719)		(15,719)	(2,470)	(18,189)
Cancellation of treasury shares				3,799		3,799		3,799
Stock option expenses				609		609		609
Share of assets contributed by minority shareholders							1,233	1,233
Comprehensive income					**30,668**	**30,668**	**4,051**	**34,719**
EQUITY AT 31/12/2009	*17,924*	**71,695**	**122,347**	**71,389**	**30,668**	**296,099**	**33,949**	**330,048**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS OF 31 DECEMBER 2009

The information given below is expressed in thousands of euros, unless stated otherwise.

These notes are an integral part of the consolidated financial statements for the year ended 31 December 2009. On 5 March 2010 the Board of Directors of GL events SA approved these financial statements and authorized their publication.

GL events (Route d'Irigny - 69 530 Brignais) is a joint stock company (*Société Anonyme*) governed by French laws and incorporated in France under number 351 571 757 (RCS Lyon). As such it is subject to all laws and regulations governing commercial companies in France and in particular the provisions of the French Commercial Code (*Code de Commerce*).

NOTE 1 SIGNIFICANT EVENTS

- **Accelerated expansion in the event communications segment**
  GL events signed an agreement to acquire "Alice événements", a leader in the French market in its sector. Founded in 1979 by Pierre Lusinchi, with offices in Paris and Marseille and a permanent staff of 38, Alice événements is a specialised provider for major accounts of event organisation services for companies and the general public and business tourism events.
  Its business is sustained in large part by a solid reputation of professionalism and an established track record of meeting the needs of a portfolio of customers that include IBM, Total, McDonald's, La Poste, SNCF, Bayer CropScience, Séphora and SFR. The agency also organises trade fairs devoted to real estate and two-wheeled vehicles as well as automobile rally-raids in Tunisia and Morocco.
  To pursue its development, Alice événements' management, headed by Pierre Lusinchi and Stéphane Clair, has chosen to join GL events Group with which they have closely worked and have developed a relationship of confidence over several years.
  This acquisition will provide GL events an opportunity to further reinforce its position in France in the event organisation segment where it already is present through Market Place and Package Organisation.
  These companies offer an exceptional complimentary mix in terms of know-how, geographical networks and commercial coverage. The Group will in this way pursue its own expansion by focusing on event companies with strong competitive positions in their respective markets, offering high added value in addition to significant recurrent business and margins.

- **Management of the Paris Palais de la Mutualité awarded to GL events**
  The French mutual insurance company, *Mutualité Française*, awarded GL events the management of the *Palais de la Mutualité* following a call for tenders. This management concession agreement represents an integral part of the support package organized by the French national federation of mutual insurance associations (*Fédération Nationale des Mutuelles de France*) for the Paris-based mutual insurance company, *Fédération de la Mutualité Parisienne* (FMP).
  The real estate company, Foncière Polygone, that holds the 35-year emphyteutic lease will undertake renovations representing an investment of nearly €20 million. Entrusted to the architect Jean-Michel Wilmotte, their objective is to bring the *Palais de la Mutualité* in line with security standards and functionality requirements of modern event venues. These renovations will be undertaken in a manner that respects the building's landmark status.
  The *Maison de la Mutualité,* that includes a hall with a capacity for close to 1,800 people and meeting space of 3,500m² and has historically served as an important site for meetings and exchanges, will be destined to host every type of event.
  This site will provide a venue for both those events it has traditionally hosted as well as national and international meetings, congresses or conventions organised by companies and institutions.
  The staff currently responsible for hosting events, catering and maintenance will join GL events Group and will continue to exercise their activities within the new company that is expected to generate in time annual revenue of approximately €15 million.

- **The Group has signed an agreement to manage the World Forum Convention Centre of The Hague**
  GL events signed an agreement with TCN, the real estate firm, to manage the World Forum, The Hague Convention Centre for 20 years. It is expected to generate estimated revenue of €250 million over the term of the management concession.
  The World Forum is the main event venue of The Hague, the political capital of the Netherlands as well as a high level destination for events dealing with international relations and law. Located in the heart of the international district, The Hague World Forum includes the country's largest auditorium (seating for 2,100), 20 meeting rooms, a restaurant, and a capacity for hosting more than 5,000 people, with total space of 40,000 m².

It regularly hosts local, European and international political and cultural events such as the *International Conference on Afghanistan* attended by Hillary Clinton, US Secretary of State, and Ban Ki-Moon, UN Secretary-General, *Conferences of the International Criminal Court*, the *Conference of the European Space Agency*, *The Hague International Model United Nations* (a simulation of the United Nations Conference for high school students from throughout the world) or the celebrated *The Hague Jazz Festival*.
With a strong commitment to social responsibility to limit environmental impacts, the Convention Centre participates in the Climate Neutral Group, obtained the Green Key certification and was recognized as a recipient of the Green Award in 2008. The contract is expected to achieve annual revenue exceeding €10 million starting in 2010 with sustained growth thereafter. The site will be managed in partnership with GL events (95%) and the Trammel Crow Netherlands Group (TCN - 5%). The real estate firm wanted to optimize the potential of the World Forum by entrusting its management to an international event industry specialist.

- **Disposal of real estate assets in Turin and Budapest**
  GL events Group sold real estate holdings to Foncière Polygone, namely the Budapest Exhibition Park, Hungexpo and the Turin Convention and Exhibition Centre, Lingotto Fiere. This disposal enabled the Group to reduce its net financial debt by €83 million and generate a capital gain of €7 million net of expenses included in operating income.
  GL events will pay annual rent of €6.7 million before the investment of cash and tax savings that will provide a gross rate of return of 7.2% for the property company. For the 2010 full year, current operating income before tax is expected to decline by approximately €0.4 million or less than 1.5% of the revenue generated by these two sites.
  To safeguard GL events' interests, an ad hoc committee was formed chaired by Nicolas de Tavernost with two other independent directors, André Perrier, and Philippe Marcel.
  Prior to this transaction, the committee appointed two of the world's leading real estate service and appraisal firms, Colliers International and American Appraisal, to perform valuations of the fair value of these real estate assets and define the procedures for their disposal.
  The proceeds of this disposal will enable GL events to accelerate its deleveraging and provide it with additional resources to act on growth opportunities and pursue its development.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF CONSOLIDATION

2.1 BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE

In accordance with EU regulations 1606/2002 and 1725/2003, GL events' consolidated financial statements were prepared on the basis of international accounting standards applicable in the European Union at 31 December 2009. These standards include IFRS (International Financial Reporting Standards), IAS (International Accounting Standards) and interpretations of the SIC and IFRIC (Standards Interpretations Committee and International Financial Reporting Interpretations Committee).

GL events has applied to its IFRS financial statements all IFRS / IFRIC standards and interpretations published in the Official Journal of the European Union at 31 December 2009 and whose application was consequently mandatory beginning on 1 January 2009. The application of these standards affects only the format and scope of the information presented in the accounts.

- Revised IAS 1 – Presentation of financial statements. This standard introduces the notion of comprehensive income that presents changes in equity in the period, except those resulting from transactions with owners when acting in that capacity. The Group has chosen to present total comprehensive income in a single statement (including in consequence the consolidated income statement followed by the statement of total comprehensive income).
- IFRS 8 – Operating sectors. This standard replaces IAS 14 *Segment Reporting*. This standard introduces a "Management Approach" for defining segment information. The standard requires a modification in the presentation and note on segment reporting based on the reporting criteria normally used internally by the Group's chief operating to allocate resources to the segment and assess its performance. Sectors defined in compliance with IFRS 8, are similar to the primary business segments defined on the application of IAS 14. Information to be provided under IFRS 8, including information provided restated to take into account the provisions of IFRS 8, are presented in Note 4;

The European Union's adoption of the following standards and interpretations whose application became mandatory for periods beginning on or after 1 January 2009 has no impact on the Group's consolidated financial statements:

- IAS 23 (revised) – Borrowing costs;
- IFRS 2 (revised) – Share-based payments: vesting conditions and cancellations;

- IAS 32 and IAS 1 (revised) – Puttable financial instruments and obligations arising on liquidation;
- IFRS 1 and IAS 27 (revised) – Amendments for determining the cost of an investment in the separate financial statements;
- IFRIC 13 – Customer loyalty programs;
- IFRIC 14 : IAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction; enhancement of IFRS except for IFRS 5 applicable effective 1 July 2009;
- IFRIC 9 and IAS 39 (revised) – Financial instruments: Recognition and measurement – Embedded derivatives;
- IFRS 7 (revised) – Improving disclosures about financial instruments.

In addition, the Group has not applied in advance standards and interpretations adopted by the European Union whose application is mandatory for periods beginning on or after 1 January 2010:

- Revision of IFRS 3 - Business combinations;
- Revision of IAS 27 - Consolidated and separate financial statements;
- IFRIC 12 - Service concession arrangements;
- IFRIC 15 - Agreements for the construction of real estate;
- IFRIC 16 - Hedges of a net investment in a foreign operation;
- IFRIC 17 - Distributions of non-cash assets to owners;
- IFRIC 18 - Transfers of assets from customers;
- Amendments to IAS 32 and IAS 1 - Puttable financial instruments and obligations arising on liquidation;
- Amendment to IAS 39 - Financial instruments: Recognition and measurement - eligible hedged items.

Analysis is currently being performed to assess the potential impact of the standards on the financial statements.

2.2 Basis of measurement

Financial statements are prepared on the basis of the historical cost principle except for short-term investment securities and financial instruments that are measured at fair value. Financial liabilities are recognised on the basis of the amortised cost method. Book values of hedged instruments and their underlying assets and liabilities are recognised at fair value.

2.3 Estimates and assumptions

In preparing financial statements, use is made of estimates and assumptions that affect the amounts of assets and liabilities recorded in the consolidated balance sheet, expenses and income items of the income statement and commitments concerning the period under review. Actual subsequent results may in consequence differ. These estimates and assumptions are regularly updated and analysed on the basis of historical and forecasted data.

These assumptions concern primarily the measurement of the recoverable value of assets (notes 2.5.1 to 2.5.5), the measurement of retirement benefits (note 2.5.16) and provisions for contingencies and expenses (note 2.5.15).

2.4 Basis of consolidation

2.4.1 Consolidation principles

Companies over which the Group exercises exclusive control are fully consolidated from the effective date of control.

Joint ventures and companies in which the Group exercises joint control with other partners are consolidated according to the proportionate method from the actual date of control.

Entities held between 20% and 50% in which the Group exercises a significant influence on management and financial policy are consolidated under the equity method.

Entities which fit the above criteria but held by the Group on a temporary basis or whose activity is considered marginal are not consolidated.

The list of companies consolidated by the Group is presented in note 3.

2.4.2 Translation of financial statements of foreign subsidiaries

The financial statements of foreign subsidiaries have been translated using the following methods:

- Share capital and reserves are translated at historical rates;
- The balance sheet (not including share capital and reserves) is translated at year-end rates;
- The income statement is converted at average rates.

Translation differences resulting from the application of historic rates and average rates compared to year-end rates are allocated to the consolidated reserves (before minority interests).

2.4.3 Elimination of intercompany transactions and balances

All reciprocal balance sheet accounts between Group companies and all other transactions between Group companies (purchases and sales, dividends, etc.) as well as accrued expenses on equity interests and loans to associates are eliminated.

2.4.4 Fiscal year

All consolidated subsidiaries have fiscal year cut-off date of 31 December.

2.5 ACCOUNTING POLICIES

2.5.1 Goodwill

Business combinations are recorded on the basis of the purchase method of accounting, in compliance with IFRS 3 - *Business Combinations*.
When a subsidiary is first consolidated, the Group generates goodwill corresponding to the excess cost of the business combination over the Group's share of the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities on the date of acquisition. The cost of the business combination equals the amount paid to the seller plus any costs directly attributable to the combination. If the cost is subject to adjustment contingent on future events, the amount of that adjustment in the cost of the combination is added at the acquisition date if probable and able to be measured reliably.

Positive goodwill is recorded under intangible assets.
In accordance with IAS 36, when there is an indication of impairment and at least once a year, goodwill impairment tests are conducted at the level of cash generating units as described below in note 2.5.5.
Negative goodwill is recognised directly in the income statement.
Analysis of goodwill is finalised within one year in the financial statements from the acquisition date.

2.5.2 Other intangible assets

Research and development, pre-opening and start-up costs that no longer meet the criteria of the definition of intangible assets under IAS 38 and qualify for capitalisation are expensed.

Intangible fixed assets are amortised over their useful life spans as follows:

	Duration
Concessions	10 to 50 years
Software	1 to 3 years
Patents & licenses	On the basis of the residual life spans of the patents and licenses concerned.

2.5.3 Property, plant and equipment

In accordance with IAS 16 – *Property, plant and equipment* Tangible assets are recognised at historical cost less accumulated depreciation and impairment.

Tangible assets are depreciated on a straight-line basis, according to a component approach on the basis of normal useful lives that are as follows:

	Durations
Office buildings	10 to 50 years
Industrial buildings	10 to 50 years
Fixtures and fittings	10 years
Industrial equipment and tools	2 to 7 years
Transport equipment	3 to 5 years
Office furniture and equipment	2 to 5 years

2.5.4 Rental assets

As an exception to normally applied accounting practices, equipment and installations destined for rental in the parent company financial statements are recognised as long-term rental assets under a specific heading in the balance sheet in the consolidated financial statements.
This classification offers a clearer presentation by providing a breakdown between equipment destined for rental and capitalised rental assets remaining at Group sites.

The latter long-term rental assets are recorded at the purchase price less accumulated depreciation expenses and impairment in accordance with IAS 16 – Property, plant and equipment.

To record impairment from wear and tear caused by the successive rental of these fixed assets, the specific depreciation periods, based on their useful lives, are as follows:

	Durations
Flooring	7 to 10 years
Furniture	4 years
Structures and big tops	5 to 10 years
Grandstands and bleachers	5 to 10 years
Other rental equipment	2 to 7 years

Rental inventory is recognised using the weighted average cost method. Manufactured products are recognised at production cost that includes, when applicable, direct expenses incurred by the subsidiary contributing to its production. Financial expenses are not included in the calculation of production costs. Work in progress is valued at production cost.

Depreciation expenses for rental inventory are based on the turnover rate for this equipment in prior periods. In addition, a provision for impairment is recorded when the products are considered obsolete or fail to meet the Group's quality standards.

2.5.5 Impairment of assets

In compliance with IAS 36 – *Impairment of assets*, the Group determines the recoverable amount of its fixed assets as follows:

• For property, plant and equipment and intangible assets that have been depreciated or amortised, the Group determines at the end of each period if there exists an indication that the asset may be impaired. These may consist of external or internal indicators. In such cases, an impairment test is conducted comparing the carrying amount with the recoverable value that is measured at the higher of its net selling price or value in use.

• In accordance with IFRS 3 – *Business Combinations*, goodwill is not amortised. Goodwill is systematically tested for impairment whenever any indicators of impairment arise and at least at the end of every six-month period.
These impairment tests are conducted at the level of Cash Generating Units (CGUs) defined as a homogeneous group of assets generating cash inflows and outflows from continuing use that are largely distinct from cash inflows from other groups of assets. Cash generating units correspond to GL events' two operating divisions: event services & venue and event management.
Impairment tests consist in comparing the recoverable values for each CGU of the Group to the net carrying value of the corresponding groups of assets (including goodwill and WCR). These recoverable values are determined primarily on the basis of the present value of future operating cash flows expected over a five-year period and perpetual growth (the discounted cash flow method). The discount rate used is determined according to the weighted average cost of capital (WACC) method, representing a rate applied to cash flow after taxes.
If applicable, goodwill impairment expenses will be incurred under operating income.

2.5.6 Leases

Real estate acquired through a capital lease is recorded as a fixed asset at the value on the date of entry into the scope. Other tangible assets acquired through finance leases with an initial value of more than €75,000 are recorded either as fixed assets or as rental equipment for the value of the assets on the date the contract is concluded. These assets are amortised or depreciated according to the methods described above. The value of the capital component of the debt remaining due is recorded under borrowings. The lease charges recorded for the financial year are then restated.

2.5.7 Service concession agreements

The IFRIC has published its interpretation on the treatment of service concession arrangements (IFRIC 12) whose application is mandatory effective 1 January 2010.

Notwithstanding the legal context governing relations between local administrations and GL events, the public-to-private service arrangements (*contrats de délégations*) and concessions concluded by GL events do not fall under the scope of IFRIC 12, as the conditions relating to the definition of the services provided, the setting of prices and the exercise of control over infrastructures at the end of the term are not met for the following reasons:

- In respect to services, the grantors provide GL events Group full leeway to guarantee equal access to the infrastructure without discrimination and for the largest possible use of the installations covered under the arrangement;
- In respect to price, the grantors authorise the rates proposed by the grantee, that are determined in relation to the market and nonrestricted competitive conditions;
- In respect to control, the installations remain under the control of the grantees entrusting us with their management, with no right to the infrastructure being transferred in consequence to the grantee. However, all maintenance work and upgrades carried out during the management concession period are systematically transferred to the grantor at the end of the agreement's term, with or without consideration according to the specific terms of each agreement.

2.5.8 Investments and other non-current assets

Recognition

Financial instruments consist of securities of nonconsolidated companies, shares of listed companies, loans and long-term financial receivables.

The financial assets are analyzed and classified into the following four categories:
- financial assets held for trading (securities purchase and held primarily for sale in the short-term),
- held-to-maturity investments (securities conferring rights to fixed or determinable payments and a fixed maturity that the enterprise has the ability and intent to hold to maturity),
- loans and receivables,
- and available-for-sale financial assets (all financial assets not included in one of the three preceding categories).

The classification depends on the reasons for acquiring the financial assets. The classification is determined at the time of initial recognition.

Securities held for trading are recognized at fair value and unrealised gains and losses on remeasurement are recognized in profit or loss.

Financial assets classified as held-to-maturity are measured at amortised cost according to the effective interest rate method.

Loans and receivables are also recognized at amortised cost according to the effective interest rate and a provision for impairment may be recorded when there exists an objective indication that they have been impaired.

Available-for-sale securities are recognised at fair value (determined by the stock market price when available). Unrealised gains and losses, corresponding to the temporary changes in the value of these assets, are recognized under equity. When the securities are sold or written down, the unrealized losses and gains previously recorded under equity are then recognized under profit or loss.

Participating interests in nonconsolidated companies are classified as available-for-sale securities. When they represent nonconsolidated minority investments in listed companies (available-for-sale securities), they are measured at fair value according to the closing price of year-end. Securities whose fair value cannot be reliably estimated are measured at cost.

Impairment

At the end of each period, the Group seeks to determine if there exists any objective indication of impairment of a financial asset or group of financial assets. For securities classified as available-for-sale, a significant (+20%) or prolonged (+6 months) decline in the fair value below the purchase price is considered to constitute an indication of impairment. When such an indication exists for available-for-sale financial assets, the accumulated loss (corresponding to the difference between the purchase price and the present fair value, less any impairment charges previously in the income statement for this financial asset) is eliminated from equity and recognized under income.

When a loss in value is thus determined, an impairment charge is recorded in consequence. Impairment charges recognized in the income statement for available-for-sale assets may only be written back to income when the securities are sold.

2.5.9 Consumables, goods for resale and work-in-progress

These items are recorded on a distinct line under current assets and recognised either at their last purchase price or weighted average price. In addition, a provision for depreciation is recorded when the products are considered obsolete or fail to meet the Group’s quality standards.
Inventory in progress and finished products are recognised at production cost that includes the cost of raw materials, direct labour and factory overheads.

2.5.10 Trade receivables and payables

Trade receivables and payables are recorded at face value. Balances denominated in foreign currencies and not hedged by forward covers are translated at the year-end exchange rate. Accounts receivable are analysed on a case-by-case basis and a provision for doubtful debts is made to cover potential collection risks.

2.5.11 Cash equivalents

Cash equivalents consist of short-term highly liquid investments that are readily convertible to cash at known amounts and subject to insignificant risk of changes in value. These investments are recognised at fair value and unrealised gains and losses recorded under net financial expense. Fair value is determined on the basis of the closing market price at year-end.

2.5.12 Taxes

▪ Current taxes:
Current taxes are calculated according to tax rates applicable in each country.
▪ Deferred taxes:
Deferred taxes are recorded to reflect potential differences between the book value of an asset or a liability and its tax value. They are calculated on the basis of the liability method. Deferred taxes are classified as non-current assets and liabilities.
Deferred tax assets are recorded only if it is probable that the company will recover them from taxable profit expected during that period. The carrying value of these assets is reassessed annually and an impairment is recorded when applicable.

Deferred taxes from the reversal of provisions on investments in consolidated companies are not recorded unless deferred tax assets have been recorded in connection with the tax losses of the subsidiary.

2.5.13 Treasury shares

Treasury shares are deducted from shareholders' equity regardless of their purpose and the corresponding result is eliminated in the consolidated income statement.

2.5.14 Investment grants

Investment grants are deducted from the assets in question, with the portion of the grant recorded under income as subtracted from the corresponding amortisation expense.

2.5.15 Provisions for contingencies and expenses

Provisions are recorded to meet the potential costs related to litigation and other liabilities. They are recorded when the Group has a present obligation resulting from a past operative event expected to result in an outflow of economic resources that can be reasonably estimated. Commitments and contingencies maturing in less than one year are recorded under current liabilities.

2.5.16 Provisions for retirement severance payments

In accordance with IAS 19, retirement severance and other post-employment benefits are calculated according to the projected unit credit method and take into account the related social charges.
This method takes into account factors including forecasted trends for wage increases, employee turnover, mortality rates and a discount rate.
Actuarial gains and losses resulting from changes in assumptions are recorded as income or expenses of the period.

2.5.17 Share-based payments

IFRS 2 on share-based payment covers transactions with personnel or third parties that receive shares or right to shares as consideration. At GL events its application concerns stock options and bonus shares granted to employees. As provided by this standard, only options granted after 7 November 2002 have been taken into account.

Under this standard, these plans are measured on the grant date and recognised under employee personnel expenses with a reverse entry under reserves, recorded on a straight-line basis over the period rights are vested by beneficiaries, in general two years. For the measurement of these plans, the Group uses the Black and Scholes method generally applied by the market.

2.5.18 Financial liabilities

Financial liabilities consist primarily of current and non-current borrowings and debt with credit institutions. These liabilities are initially recorded at amortised cost on the basis of actual interest rate. Directly attributable transaction costs are taken into account when applicable.

2.5.19 Financial instruments

The Group uses financial instruments to hedge risks associated with interest rate and foreign exchange fluctuations. On the inception of the transaction, the Group documents the hedge relationship between the hedging instrument and the hedged asset, the objectives concerning risks and its hedging policy. Financial instruments are recorded at fair value and subsequent gains and losses in fair value are recognised on the basis of whether or not the derivative is designated as a hedging instrument.

For cash flow hedges (cash flows relating to a floating-rate debt), gains or losses are recognised in equity for the effective portion and in the income statement for the non-effective portion.
When a financial instrument does not meet the criteria for hedge accounting, gains or losses in fair value are recognised in the income statement.

2.5.20 Commitments to minority shareholders

In compliance with IAS 32, put options granted by GL events to minority shareholders of fully consolidated subsidiaries are recorded as debt at fair value or the probable price for buying out the minority interests. In the absence of accounting doctrine concerning the recognition of a counterpart for this debt, the Group decided to recognise the debt with a reverse entry under minority interests, with the difference recognised under goodwill.

This debt has not been revalued because it represents a nonsignificant amount

When the fair value of financial liabilities associated with commitments to buy out minority interests cannot be determined because of the absence of sufficiently reliable forecasts or an active market, they are disclosed in note 9.5 Off-balance sheet commitments.

2.5.21 Revenue recognition

Revenue from trade shows, exhibitions and events are recognised according to the completed performance method or on the date of the opening of the event.
In the specific case of long-term projects or projects implemented over a long-term period, revenue is recognized according to the percentage-of-completion method.
For rental contracts with no defined term and for long-term rental contracts, sales are recognised on a monthly basis.
Income from the sale of capitalised rental assets is shown under net sales and the net carrying value is recorded under operating expenses.

2.5.22 Net earnings per share

Net earnings per share in the consolidated income statement correspond to net income divided by the average number of shares for each period concerned.
For the last three years, these were as follows:
- 2007 = €16,349,308
- 2008 = €17,920,819
- 2009 = €17,923,740

2.5.23 Fully diluted earnings per share

Fully diluted earnings per share are restated to show the impact of all dilutive instruments (stock options and bonus shares, allocated or remaining to be allocated).
For the last three years, these were as follows:
- 2007 = €18,049,940
- 2008 = €18,173,241
- 2009 = €18,061,490(*)

(*) If all financial instruments outstanding were exercised, the potential dilution would represent 0.8% of the share capital at 31 December 2009.

2.5.24 Consolidated cash flows:

The consolidated cash flow statement has been presented in compliance with IFRS 1 and includes notably the following rules:

- Gains and losses on disposal of fixed assets are net of tax;
- Depreciation of current assets are presented under changes in cash flows in connection with current assets;
- Net cash flows from the acquisition and disposal of subsidiaries correspond to the purchase price less the outstanding amount not yet paid and net available cash and cash equivalents (or increased by current borrowings) on the acquisition date. The same approach is applied for disposals;
- Cash and cash equivalents at the beginning of the year and at year-end correspond to net cash (bank and cash, marketable securities) minus current borrowings (short-term bank loans and overdrafts, Dailly law receivables less bills of exchange discounted before maturity). These items do not include current account advances to non-consolidated companies.

NOTE 3 SCOPE OF CONSOLIDATION

Companies	Location of registration or corporation	Company trade registration number	Controlling interest (%)		Ownership interest (%)		
			2009	2008	2009	2008	
Parent company							
GL events	Brignais	351 571 757					
French subsidiaries							
Agor	Clichy	394 786 461	100.00	100.00	100.00	100.00	FC
Altitude Expo	Mitry Mory	379 621 220	100.00	100.00	100.00	100.00	FC
Auvergne Evénements	Cournon d'Auvergne	449 076 900	52.00	52.00	52.00	52.00	FC
Auvergne Evénements Spectacles	Cournon d'Auvergne	449 077 767	100.00	100.00	52.00	52.00	FC
Cee	Paris	393 255 765	100.00	100.00	100.00	100.00	FC
Chorus	Vannes	414 583 039	100.00	100.00	100.00	100.00	FC
Décorama	Ivry sur Seine	612 036 996	100.00	100.00	100.00	100.00	FC
Esprit Public	Lyon	384 121 125	100.00	100.00	100.00	100.00	FC
Fabric Expo	Mitry Mory	379 666 449	100.00	100.00	100.00	100.00	FC
GL events Audiovisual	Brignais	317 613 180	100.00	100.00	100.00	100.00	FC
GL events Cité Centre de Congrès Lyon	Lyon	493 387 963	100.00	100.00	100.00	100.00	FC
GL events Management	Brignais	495 014 524	100.00	100.00	100.00	100.00	FC
GL events Parc expo Metz Métropole	Metz	493 152 318	100.00	100.00	100.00	100.00	FC
GL events Scarabée	Roanne	499 138 238	90.00	90.00	90.00	90.00	FC
GL events Services	Brignais	378 932 354	100.00	100.00	100.00	100.00	FC
GL events SI	Brignais	480 214 766	100.00	100.00	100.00	100.00	FC
GL events Support	Brignais	480 086 768	100.00	100.00	100.00	100.00	FC
GL events Campus (2)	Brignais	509 647 251	100.00	--	100.00	--	FC
GL events M & A (2)	Brignais	518 247 283	100.00	--	100.00	--	FC
GL Mobilier	Brignais	612 000 877	100.00	100.00	100.00	100.00	FC
Hall Expo	Brignais	334 039 633	100.00	100.00	100.00	100.00	FC
International Standing France (ISF)	Basse Goulaine	342 784 873	100.00	100.00	100.00	100.00	FC
Kobé	Lyon	382 950 921	100.00	100.00	100.00	100.00	FC
Market Place	Boulogne	780 153 862	89.98	89.98	89.98	89.98	FC
Menuiserie Expo	Brignais	353 672 835	100.00	100.00	100.00	100.00	FC
Mont Expo	Brignais	342 071 461	100.00	100.00	100.00	100.00	FC
Norexpo	Villeneuve d'Ascq	457 510 089	98.79	98.79	96.14	96.14	FC
Package	Lyon	401 105 069	100.00	100.00	100.00	100.00	FC
Performance Organisation Communication	Brest	421 100 439	100.00	100.00	97.31	97.31	FC
Polygone Vert	Brignais	320 815 236	100.00	100.00	100.00	100.00	FC
Première Vision	Lyon	403 131 956	24.50	24.50	24.50	24.50	EM
Profil	Lyon	378 869 846	100.00	100.00	100.00	100.00	FC
Ranno Entreprise	Chilly Mazarin	391 306 065	100.00	100.00	100.00	100.00	FC
Regam (1) (4)	Pont de Claie	059 500 991	--	100.00	--	100.00	FC
Sté exploit. de l'Acropolis de Nice	Nice	493 387 997	100.00	100.00	100.00	100.00	FC
Sté exploit. Centre Congrès Pierre Baudis	Toulouse	444 836 092	100.00	100.00	100.00	100.00	FC
Sté exploit. Centre Congrès St-Etienne	Saint Etienne	488 224 718	100.00	100.00	100.00	100.00	FC
Sté exploit. Palais de la Mutualité (2)	Paris	517 468 138	100.00	--	100.00	--	FC
Sté exploit. Parc des Expositions de Troyes(2)	Troyes	510 029 648	100.00	--	100.00	--	FC
Sté exploit. d'Amiens Mégacité(2)	Amiens	510 029 648	100.00	--	100.00	--	FC
Sté exploit. Château de Saint-Priest	Brignais	453 100 562	100.00	100.00	100.00	100.00	FC
Secil	Lyon	378 347 470	100.00	100.00	100.00	100.00	FC
Sté exploit. de Parcs d'Exposition	Paris	398 162 263	100.00	100.00	100.00	100.00	FC
Sepel(6)	Chassieu	954 502 357	46.25	46.25	46.25	46.25	FC
GL events Exhibitions	Chassieu	380 552 976	95.00	97.31	97.31	97.31	FC
Sté exploit. Polydome Clermont-Ferrand	Clermont-Ferrand	488 252 347	100.00	100.00	100.00	100.00	FC
Sign'Expo	Brignais	492 842 349	100.00	100.00	100.00	100.00	FC
Sodes	Paris	389 988 700	60.00	49.00	60.00	49.00	FC
Spaciotempo	Flixecourt	380 344 226	100.00	100.00	100.00	100.00	FC
Toulouse Expo	Toulouse	580 803 880	88.31	88.31	88.31	88.31	FC
Vachon	Gentilly	343 001 772	85.00	85.00	85.00	85.00	FC

Companies	Location of registration or corporation	Company trade registration number	Controlling interest (%)		Ownership interest (%)		
			2009	2008	2009	2008	
Foreign subsidiaries							
Aedita Latina	Rio de Janeiro	N/A	100.00	100.00	75.00	75,00	FC
CCIB Catering	Barcelona	N/A	40.00	40.00	32.00	32,00	EM
Eastern Exhibition Services	Iles Vierges	N/A	100.00	100.00	100.00	100,00	FC
Fagga Promoçao de eventos	Rio de Janeiro	N/A	75.00	75.00	75.00	75,00	FC
Générale Location Canada	Montreal	N/A	100.00	100.00	100.00	100,00	FC
Générale Location España[1]	Barcelona	N/A	100.00	100.00	100.00	100,00	FC
GL events Asia	Hong Kong	N/A	100.00	100.00	100.00	100,00	FC
GL events Algérie	Algiers	N/A	100.00	100.00	100.00	100,00	FC
GL events Belgium	Brussels	N/A	100.00	100.00	100.00	100,00	FC
GL events Brussels	Brussels	N/A	85.00	85.00	85.00	85,00	FC
GL events CCIB	Barcelona	N/A	80.00	80.00	80.00	80,00	FC
GL events Centro de Convençoes	Rio de Janeiro	N/A	100.00	100.00	75.00	75,00	FC
GL events Estaçao Centro de Convençoes	Curitiba	N/A	100.00	100.00	75.00	75,00	FC
GL events China	Shanghai	N/A	93.10	90.00	93.10	90,00	FC
GL events Hong Kong	Hong Kong	N/A	85.00	85.00	85.00	85,00	FC
GL events Hungaria Rt	Budapest	N/A	100.00	100.00	100.00	100,00	FC
GL events Italie [3]	Bologna	N/A	100.00	100.00	100.00	100,00	FC
GL events Macau [2]	Macau	N/A	100.00	--	100.00	--	FC
GL events Portugal	Lisbon	N/A	85.71	85.71	85.71	85,71	FC
GL events Suisse	Satigny	N/A	85.00	100.00	85.00	100,00	FC
GL events USA	New York	N/A	100.00	100.00	100.00	100,00	FC
GL Furniture (Asia)	Hong Kong	N/A	60.00	60.00	60.00	60,00	FC
GL Middle East	Dubai Jebel Ali	N/A	100.00	100.00	100.00	100,00	FC
GL events Oasys Consortium[2]	Johannesburg	N/A	91.00	--	91.00	--	FC
Oasys Innovations[2]	Johannesburg	N/A	50.34	--	50.34	--	FC
GL events Turquie[2]	Istanbul	N/A	79.00	--	79.00	--	FC
Hungexpo	Budapest	N/A	100.00	100.00	100.00	100,00	FC
Owen Brown	Derby	N/A	100.00	100.00	100.00	100,00	FC
Padova Fiere	Padua	N/A	80.00	80.00	80.00	80,00	FC
Promotor International[2] [3]	Bologna	N/A	100.00	100.00	100.00	100,00	FC
Sodes Inc.	New York	N/A	60.00	49.00	60.00	49,00	FC
Spaciotempo Arquitecturas Efimeras	Barcelona	N/A	100.00	100.00	100.00	100,00	FC
Spaciotempo UK	Uttoxeter	N/A	100.00	100.00	100.00	100,00	FC
Traiteur Loriers	Brussels	N/A	51.00	51.00	51.00	51,00	FC
World Forum	The Hague	N/A	100.00	--	100.00	--	FC

(1) Deconsolidated in 2009
(2) Consolidated in 2009
(3) Promotor International was spun off to Promotor Automotive that was then renamed GL events Italie.
(4) Regam was merged with GL events Services
(5) Sepel, 46.25%-held and over which GL events exercises financial and operational control, was fully consolidated.
EM: Equity-accounting method
FC: Full consolidation

Changes in the scope of consolidation

The following companies were consolidated for the first time or deconsolidated in 2009:

Companies	Date of consolidation or deconsolidation
• GL events campus	• Created on 1 January 2009
• GL events Macau	• Created on 1 January 2009
• GL events Turquie	• Created on 1 January 2009
• Promotor International	• Created on 1 January 2009
• Sté exploit. Parc des expositions de Troyes	• Created on 1 January 2009
• GL events Oasys Consortium	• Created on 1 June 2009
• Oasys Innovations	• Acquired on 1 September 2009
• World Forum	• Created on 1 October 2009
• Palais de la Mutualité	• Created on 1 November 2009
• GL events M & A	• Created on 1 October 2009
• Regam	• Deconsolidated on 30 September 2009
• Ste. exploit. d'Amiens Mégacité	Created on 1 December 2009

NOTE 4 SEGMENT REPORTING

Procedures for monitoring operating segments by management correspond to the criteria previously used and the adoption of IFRS 8 has not required the production of restated comparative information.

REVENUE

(€ thousands)	31/12/09	31/12/08	Change N / N-1	Change N / N-1 (%)
Event services	256,432	272,595	(16,163)	-5.9%
% of total sales	44.1%	45.0%		
Venue and event management	324,948	333,106	(8,158)	-2.4%
% of total sales	55,9%	55,0%		
TOTAL GROUP	**581,380**	**605,701**	**(24,320)**	**-4.0%**

OPERATING PROFIT

(€ thousands)	31/12/09	31/12/08
Services	18,482	15,606
Venue management and events	26,994	37,536
TOTAL GROUP	**45,476**	**53,142**

OTHER SEGMENT INFORMATION

SERVICES

(€ thousands)	31/12/09	31/12/08
Investments	15,801	23,164
Allowances and reversals of depreciation and amortisation	16,310	21,995

VENUE MANAGEMENT AND EVENTS

(€ thousands)	31/12/09	31/12/08
Investments	21,174	37,222
Allowances and reversals of depreciation and amortisation	10,094	9,430

GOODWILL:

cf. note 5.1 below

NOTE 5 BALANCE SHEET INFORMATION

5.1 INTANGIBLE ASSETS

(€ thousands)	31/12/08	Increase	Decrease	Translation adjustments	Changes in scope & reclassifications	31/12/09
Intangible fixed assets						
Goodwill - Services	68,855	241		636	4,621	74,352
Goodwill - Venue management and events	291,849	1,031	(473)	1,708	12,348	306,463
Goodwill	**360,704**	**1,272**	**(473)**	**2,343**	**16,969**	**380,815**
Other intangible assets	51,307	5,710	(188)	7,484	721	65,035
Amortisation	(15,071)	(3,280)	116	(340)	19	(18,555)
Net value of other intangible assets	**36,236**	**2,430**	**(72)**	**7,144**	**740**	**46,479**
Intangible fixed assets	**396,940**	**3,702**	**(545)**	**9,488**	**17,709**	**427,294**

Changes in the consolidation scope for goodwill of €17 million result from the acquisition of Oasys Innovations (South Africa) and business goodwill of Alice Evénements, Palais de la Mutualité (Paris) and the World Forum (The Hague).

The valuation of the goodwill on initial consolidation of these business combinations is not definitive and may result in additional allocations within twelve months following the acquisition date.

Goodwill has been tested for impairment in accordance with IAS 36 – *Impairment of assets,* by applying the discounted cash flow method at the level of cash generating units as described in note 2.5.5 Impairment of assets.

The perpetuity growth rate, risk-free rate and average cost of debt after tax used to estimate the recoverable value are respectively 1.7%, 3.5% (EUROSWAP 10 years) and 3.64%.

The market risk premium applied is 5.1% with a beta coefficient of 114% for services and 77% for venue management and events.

The discount rates (WACC) used to take into account these figures are 9.31% for the Services CGU and 7.11% for the Venue Management and Events CGU.

No impairment charges were recorded following these tests.

Sensitivity tests were performed on the main components i.e. the discount rate and the perpetuity growth rate.
The following table presents the results of these simulations by indicating the variances between the recoverable value and the carrying value of the assets for the two Group CGUs:

(€ thousands)	Services		Venue management and events:	
Sensitivity of the discount rate	**+1%**	**-1%**	**1%**	**-1%**
Variances between the recoverable value and the carrying value of assets	29,015	77,819	10,475	169,705
Sensitivity of the perpetuity growth rate	**+0.5%**	**-0.5%**	**+0.5%**	**-0.5%**
Variances between the recoverable value and the carrying value of assets	58,815	42,600	107,315	49,139

These sensitivity tests do not provide grounds for calling into question the net values retained.

5.2 Property, plant and equipment (excluding rental assets)

(€ thousands)	31/12/08	Increase	Decrease	Translation adjustments	Changes in scope & reclassifications	31/12/09
Land	30,618	223		(103)	(30,429)	310
Buildings	102,750	2,670		(1,946)	(82,383)	21,090
Cost	**133,368**	**2,893**		**(2,049)**	**(112,812)**	**21,400**
Accumulated depreciation and provisions	**(49,239)**	**(3,299)**	**150**	**428**	**44,458**	**(7,502)**
Land and buildings - Net	**84,129**	**(406)**	**150**	**(1,622)**	**(68,354)**	**13,898**

(€ thousands)	31/12/08	Increase	Decrease	Translation adjustments	Changes in scopes & reclassifications	31/12/09
Installations, machinery and equipment	16,309	2,013		22	5,625	23,969
Other PPE	48,700	6,918	(874)	15	(7,746)	47,013
Other PPE/capital leases	1,448					1,448
PPE under construction	10,659	1,144	(9)	7	(9,882)	1,919
Cost	**77,116**	**10,045**	**(853)**	**44**	**(12,003)**	**74,350**
Installations, machinery and equipment	(11,972)	(1,689)	394	(5)	300	(12,972)
Other PPE	(29,070)	(4,259)	702	33	2,709	(29,886)
Other PPE/capital leases	(885)	(209)				(1,095)
Accumulated depreciation and provisions	**(41,927)**	**(6,157)**	**1,096**	**27**	**3,009**	**(43,952)**
Other property, plant and equipment	**35,189**	**3,888**	**244**	**71**	**(8,994)**	**30,398**

Changes in the consolidation scope were the direct consequence of the disposal of real estate assets and notably the Budapest Exhibition Park, Hungexpo and the Turin Convention and Exhibition Centre Lingotto Fiere (Cf. note 1 Significant events).

5.3 Rental assets

(€ thousands)	31/12/08	Increase	Decrease	Translation adjustments	Changes in scopes & reclassifications	31/12/09
Capitalised rental assets	122,725	13,796	(16,402)	1,265	192	121,575
Rental equipment/capital leases	1,157					1,157
Rental equipment inventories	9,763	726	(838)	(2)	29	9,678
Cost	**133,645**	**14,522**	**(17,240)**	**1,263**	**221**	**132,411**
Depr. capitalised rental assets.	(76,089)	(13,971)	14,347	(495)	(11),	(76,219)
Depr. rental equipment / capital leases	(1,157)					(1,157)
Depr. and prov. rental inventories	(2,959)	(303)	119		(95)	(3,238)
Accumulated depreciation and provisions	**(80,204)**	**(14,274)**	**14,466**	**(495)**	**(107)**	**(80,614)**
Net rental assets	**53,441**	**248**	**(2,774)**	**769**	**115**	**51,797**

Capital expenditures for rental assets were in line with budget.

5.4 FINANCIAL AND OTHER NON-CURRENT ASSETS

(€ thousands)	31/12/08	Increase	Decrease	Translation adjustments	Changes in scopes & reclassifications	31/12/09
Available-for-sale securities	27,575	5,410	(2,320)	(17)	14	30,662
Loans and receivables.	11,994	7,535	(426)	147	(61)	19,188
Impairment charges	(2,684)	(551)	137	1		(3,096)
Financial and other non-current assets	**36,886**	**12,394**	**(2,609)**	**131**	**(47)**	**46,754**

5.5 INVESTMENTS IN ASSOCIATES

(€ thousands)	31/12/09	31/12/08
Value of securities at opening	11,277	10,930
Dividends	(904)	(879)
Share of income in associates	736	1,226
Investments in associates	**11,109**	**11,277**

2009 financial aggregates of equity-accounted investments:

(in thousands of euros)	CCIB Catering SRL	Première Vision SA
Non-current assets	316	20,789
Current assets	1,765	21,672
Total assets	**2,081**	**42,461**
Shareholder' equity	413	19,758
Liabilities	1,668	22,703
Total shareholders' equity and liabilities	**2,081**	**42,461**
Revenue	**3,773**	**34,577**
Net income	**244**	**2,605**

5.6 INVENTORIES & WORK IN PROGRESS

(€ thousands)	31/12/09	31/12/08
Consumables	4,792	6,745
Work-in-progress	4,781	3,176
Trade goods	1,371	1,471
Gross	**10,944**	**11,392**
Impairment charges	(642)	(827)
Inventories & work in progress	**10,302**	**10,565**

5.7 Trade receivables

(€ thousands)	31/12/09	31/12/08
Trade receivables	133,667	150,151
Impairment charges	(8,472)	(9,194)
Net trade receivables	**125,195**	**140,957**

All trade receivables have maturities of less than one year.

5.8 Other receivables

(€ thousands)	31/12/09	31/12/08
Advances and down payments on outstanding orders	1 560	1 011
Social security receivables	1 031	578
Tax receivables	32 444	29 690
Current-account advances to non-consolidated companies	3 147	10 499
Other trade receivables and equivalent	9 789	8 545
Deferred charges	17 239	20 711
Provisions for current accounts	(615)	(722)
Provisions for other receivables	(26)	(316)
Other receivables	**64 569**	**69 996**

All other receivables have maturities of less than one year.

5.9 Deferred taxes

Deferred tax assets and liabilities by nature break down as follows:

(€ thousands)	31/12/08	Changes in scope and fair value adjustments of financial instruments	Translation reserves	Income (expense)	31/12/09
Short-term gains deferred over 13 years	(172)		(4)	309	133
Other depreciation differences	(1,029)	477	(4)	(765)	(1,321)
Loss carryforwards	5,396	(1,028)	288	1,884	6,540
Provisions	2,033			(925)	1,108
Post-employment benefits	1,191			62	1,253
Organic fund and social housing tax	(359)	10		715	366
Employee profit sharing	(476)			1,124	648
Special excess depreciation	(366)		1	368	3
Other	(609)	278	(104)	25	(410)
Total	**5,609**	**(263)**	**177**	**2,797**	**8,319**

Group loss carryforwards not taken into account in the calculation of deferred tax totalled €4,465,000. This represents an unrecognised deferred tax of €1,178,000, 50% of which will expire in 2010.

The breakdown between deferred tax assets and liabilities is as follows:

(€ thousands)	31/12/08	Changes in scope and fair value adjustments of financial instruments	Translation reserves	Income (expense)	31/12/09
Deferred tax assets	10,698	4,025	287	(4,332)	10,678
Deferred tax liabilities	(5,089)	(4,289)	(110)	7,129	(2,359)
Net deferred tax assets (liabilities)	**5,609**	**(264)**	**177**	**2,797**	**8,319**

5.10 Cash and cash equivalents and marketable securities

(€ thousands)	31/12/09	31/12/08
Marketable securities	104,948	142,520
Bank and cash	44,338	40,605
Net cash	**149,286**	**183,125**

The fair value of marketable securities 31 December 2009 was €104,948,000.
These liquid assets are invested in risk-free products such as money market funds, certificates of deposit or time deposit accounts.

5.11 Shareholders' equity

5.11.1 Capital stock

Capital stock

The share capital at 31 December 2009 was €71,694,960, divided by 17,923,740 shares at €4 per share.
GL events shares are traded on Eurolist Euronext Paris - Compartment B.

Securities conferring rights to the capital

None

Authorised capital not issued

The extraordinary shareholders' meeting of 16 May 2008 authorised the Board of Directors to issue all types of negotiable securities conferring present or future rights to shares of the company, with the maintenance and/or cancellation of the preferential subscription right, for a maximum nominal amount of €30 million.
This authorisation was given for 26 months and expires on 16 July 2010.
The Board of Directors did not make use of this authorisation in the period under review.

Information on employee stock options

	Plan 9 06-01	Plan 10 08-01
Date of the general meeting authorising the grant of bonus shares	19/05/2006	16/05/2008
Date of the Board of Director's meeting	13/12/2006	08/12/2008
Number of shares able to be granted	8,000	129,750
Of which: number to the top 10 grantees	8,000	65,000
Of which: number of shares that can be subscribed by the current members of the Executive Committee	--	30,000
Number of directors concerned	--	10,000
Option exercise starting date	13/12/2008	08/12/2011
End of the holding period	13/12/2010	08/12/2012
Deadline for exercising the options	13/12/2011	08/12/2013
Subscription price (€)	32.79	12.02
Number of shares subscribed (*)	0	0
Remaining number of shares available for subscription	8,000	129,750

(*) At 5 March 2010, after recording the exercise of options by the Board of Directors' meeting of 5 March 2009.

Information on bonus shares

	Plan 1	Plan 2
Date of the general meeting authorising the grant of bonus shares	19/05/2006	16/05/2008
Date of the Board of Director's meeting	13/12/2006	08/12/2008
Number of shares able to be granted	38,075	93,225,
Value on date of grant	34,52	12,02
Of which: number of shares that can be granted to current members of the Executive Committee	4,400	28,000
Number of directors concerned	2,300	8,000
Of which: number to the top 10 grantees	7,500	64,500
End of vesting period	13/12/2009	08/12/2011
End of selling restrictions (holding period)	13/12/2011	08/12/2013
Number of shares exercised	--	--

Share capital ownership structure

At 31 December 2009, ownership of GL events Group's share capital was as follows.

Capital ownership structure	31/12/09		31/12/08	
Number of shares	**Number of shares**	**%**	**Number of shares**	**%**
Polygone S.A.	10,309,214	57.52%	10,045,740	56.05%
Banque de Vizille	905,602	5.05%	905,602	5.05%
Corporate officers	197,082	1.10%	192,801	1.08%
Public	6,511,842	36.33%	6,779,597	37.82%
Total share capital	**17,923,740**	**100%**	**17,923,740**	**100%**

5.11.2 Additional paid in capital

Paid in capital represent the difference between the face value of securities issued and contributions received in cash or in kind. At 31 December 2009, paid in capital amounted to €122,347,000 (Cf. statement of changes in shareholders' equity).

5.11.3 Retained earnings

Retained earnings at 31 December 2009 totalled €89,174,000 (Cf. statement of changes in shareholders' equity).

5.11.3 Translation adjustments

Translation adjustments represent the difference between the historic exchange rates and the closing rate. At 31 December, translation adjustments represented a negative currency difference of €12,354,000 (Cf. statement of changes in shareholders' equity).

5.11.5 Treasury shares

Within the framework of the share repurchase program renewed by the General Meeting of 24 April 2009, the following transactions were undertaken during the course of 2009:

(number of shares)	31/12/08	Acquisitions	Disposals	31/12/09
- Treasury shares	414 498	24 495	(215 561)	223 432
- Liquidity agreement	44 472	482 868	(513 048)	14 292

The liquidity agreement with an investment services provider adheres to the conduct of business rules recognised by the French financial market authority (AMF) for market making purposes. Trading fees for the above transactions in connection with this market making agreement totalled €30,500 for 2009.

The number of treasury shares and shares acquired in connection with a liquidity agreement in the period totalled 237,724.
Treasury shares for a value of €6,855,000 have been eliminated by reverse entries under shareholders' equity and income statement respectively.

5.12 Provisions for retirement severance payments

The assumptions applied for the calculation of retirement severance benefits (*indemnités de fin de carrière*) that concern primarily French companies of the Group were as follows:

- Discount rate: Rate of government treasury bonds of 4.06 % for 20-year OAT TEC;
- Average rate of salary increase: 2%;
- Retirement age of 65 for all categories of personnel;
- Rate for employers social contributions of 50%.

(€ thousands)	31/12/09	31/12/08	Income statement items impacted by this recognition
Opening balance	**4,826**	**6,706**	
Service costs - Benefit payments	681	(2,133)	Operating profit
Finance costs	131	135	Operating profit
Expense recognised under income	**812**	**(1,998)**	
Translation adjustments	--	8	
Changes in consolidation scope and reclassifications	--	110	
Provisions for retirement severance payments	**5,638**	**4,826**	

This provision for retirement severance payments (*indemnités départ en retraite*) includes specific insurance policies obtained by Spaciotempo, Toulouse Expo, ISF, Agor, Sepel and Sepelcom for total liabilities of €1,191,000 at 31 December 2009 and €1,311,000 at 31 December 2008.

5.13 Current provisions for contingencies and expenses

Provisions for contingencies and expenses break down as follows:

(€ thousands)	31/12/08	Increase	Decrease		Translation adjustments	Changes in scopes & reclassifications[1]	31/12/09
			Provisions used in the period	Reversal of unused provisions			
Provisions for employee-related risks	529	517	(105)	(71)	(8)		862
Provisions for tax contingencies	69	200	(698)	(20)		838	389
Other provisions [(1)]	2,737	678	(1,071)	(323)	(16)	430	2,434
Total	**3,335**	**1,395**	**(1,874)**	**(415)**	**(24)**	**1,268**	**3,686**

[(1)] including a provision for restructuring costs of €1.4 million for the Nice Acropolis, Traiteur Loriers and Sodes that represents the total amount of Group commitments.

5.14 LOANS AND BORROWINGS

(€ thousands)	31/12/08	Increase	Decrease	Translation adjustments	Changes in scopes & reclassifications[1]	31/12/09
Non-current borrowings	388,450		(38,439)	2,036	(34,091),	317,956
Capital leases	595		(212)			383
Financial instruments	5,083	414				5,497
Other financial liabilities	1,269	638	(1,241)	(5)		661
Employee profit sharing	106	5	(43)			67
Non-current borrowings (1)	**395,503**	**1,057**	**(39,935)**	**2,031**	**(34,091)**	**324,564**
Current debt	**8,401**	**2,299**		**280**	**433**	**11,414,**
Total loans and borrowings	**403,904**	**3,356**	**(39,935)**	**2,311**	**(33,658)**	**335,978**
Marketable securities	(142,520)	(7)	37,864	(285)		(104,948)
Bank and cash	(40,605)	(2,970)		(649)	(114)	(44,338)
Net cash	**(183,125)**	**(2,977)**	**37,864**	**(934)**	**(114)**	**(149,286)**
Net debt	**220,779**	**379**	**(2,071)**	**1,377**	**(33,544)**	**186,692**

(1) Of which at 31 December 2009	Non-current portion of long-term debt	262,950
	Current portion of long-term debt	61,614

Changes in scope reflect primarily the impact of the spin-off of Lingotto Fiere to Foncière Polygone.

5.14.2 Breakdown between current and non-current debt

(€ thousands)	31/12/09	Amounts due in less than 1 year	Amounts due in more than 1 year & less than 5 years	Amounts due in more than 5 years
Non-current borrowings	317,956	56,750	231,667	29,539
Capital leases	383	194	189	
Financial instruments	5,497	3,996	1,501	
Other financial liabilities	661	661		
Employee profit sharing	67	13	54	
Short-term bank credit lines & overdrafts	11,414	11,414		
Borrowings	**335,978**	**73,028**	**233,411**	**29,539**

5.14.1 Net debt by currency

(€ thousands)	Non-current borrowings	Current borrowings and short-term bank loans	Net cash	Net debt
Total euro area	**251,541**	**71,530**	**(128,525)**	**194,546**
USD			(8,373)	(8,373)
CAD			(35)	(35)
CHF			(70)	(70)
GDP			(1,666)	(1,666)
HUF			(1,299)	(1,299)
HKD			(1,220)	(1,220)
CNY			(644)	(644)
DZD			(74)	(74)
TRY			(196)	(196)
ZAR	1,859	63	(4,049)	(2,127)
BRL	9,550	1,435	(3,135)	7,850
Total non-euro debt	**11,409**	**1,498**	**(20,761)**	**(7,854)**
Net debt	**262,950**	**73,028**	**(149,286)**	**186,692**

5.15 OTHER LIABILITIES

(€ thousands)	31/12/09	31/12/08
Payables on fixed assets	768	408
Current account payables	448	1,156
Other payables	20,854	35,911
Prepaid income	63,116	94,255
Other liabilities	**85,186**	**131,730**

The decrease in prepaid income reflects the impact of Venue Management and Events that by the nature of its business invoices work and services in advance.

This trend may on occasion be reversed by the organisation of a major event early at the beginning or end of the following year as in the case of the SIRHA (Catering and Food Trade Exhibition) held in January 2009 on a biennial basis.

NOTE 6 INCOME STATEMENT INFORMATION

6.1 Other operating income

"Other operating income" breaks down as follows:

(€ thousands)	2009	2008
Reversals/ provisions for contingencies and expenses	1,615	1,278
Reversals/provisions for current assets	2,702	2,506
Revenue grants	1,899	1,839
Other income	2,276	2,232
Total	**8,492**	**7,855**

6.2 Raw materials, consumables and other external charges

(€ thousands)	2009	2008
Raw materials and consumables	(33,151)	(48,216)
Subcontracting and external personnel	(153,593)	(155,043)
Equipment and property rental	(49,509)	(55,954)
Travel and entertainment expenses	(20,428)	(27,611)
Other purchases and external charges	(97,652)	(89,990)
Total	**(354,333)**	**(376,814)**

6.3 Allowances for depreciation and reserves

(€ thousands)	2009	2008
Allowances for depreciation and reserves/PPE	(13,236)	(13,853)
Allowances for depreciation and reserves/rental equipment	(14,274)	(15,040)
Allowances for provisions for contingencies and expenses	(1,254)	1,878
Allowances for depreciation of other current assets	(1,777)	(3,233)
Total	**(30,541)**	**(30,248)**

6.4 Other operating income and expenses

(€ thousands)	2009	2008
Proceeds from the disposal of securities	8,149	7,043
Losses on non-recoverable receivables	(1,900)	(1,298)
Other operating expenses	(4,478)	(2,953)
Total	**1,771**	**2,792**

6.5 Net financial income (expense)

(€ thousands)	2009	2008
Proceeds from the sale of marketable securities	2,761	2,671
Other interests and similar income	1,206	3,888
Interest expense	(15,217)	(19,780)
Other financial charges		(177)
Net interest expense	**(11,250)**	**(13,398)**
Reserves written back to income	59	67
Financial income from participating interests	155	235
Currency gains	375	603
Currency losses	(722)	(2,137)
Allowances for amortisation and reserves	(549)	(2,957)
Other financial income and expense	**(682)**	**(4,189)**
Net financial expense	**(11,932)**	**(17,587)**

6.6 Tax expense

The change in tax expenses is as follows:

(€ thousands)	2009	2008
Current tax	(9,412)	(7,910)
Deferred tax liabilities	2,797	1,044
Total tax charge	**(6,615)**	**(6,866)**

The tax calculation is as follows:

(€ thousands)	2009	2008
Profit before tax	33,544	35,555
Tax rate in France excluding the 3.3% social contribution	33.33%	33.3%
Theoretical tax	**11,180**	**11,850**
Tax deducted/added back to income	(2,755)	(3,073)
Stock options and bonus shares	100	5
Differences in tax rates	250	(1,084)
3.30% social contribution	(58)	
Companies benefiting from tax exemptions	(1,782)	(358)
Unrecognised tax losses/use of unrecognised tax losses from prior periods	(319)	(474)
Effective income tax expense	**6,616**	**6,866**

NOTE 7 CASH FLOW STATEMENT

For 2009, net cash flows from the acquisition and disposal of subsidiaries break down as follows:

Disbursements for shares acquired in the period	(6,470)
Disbursements for prior acquisitions and minority interests	(26,915)
Proceeds from the sale of subsidiaries	43,854
Net cash provided from acquisitions and derecognition pursuant to disposals or deconsolidation	309
Net cash	**13,170**

NOTE 8 NUMBER OF EMPLOYEES

The average number of employees of the Group breaks down as follows:

By division	2009	2008
Holdings	109	106
Services	1,962	1,783
Venue management and events	1,177	1,093
Total	**3,248**	**2,982**

By category	2009	2008
Senior executives	75	72
Managers	845	808
Supervisors	672	635
Employees	928	852
Workers	697	582
Apprentices	31	33
Total	**3,248**	**2,982**

NOTE 9 OFF-BALANCE SHEET COMMITMENTS

9.1 COMMITMENTS

Commitments by category (€ thousands)	
Commitments given	
- Short-term guarantee	
- Medium-term guarantee	2,114
-Joint security, miscellaneous guarantees	880
Commitments received	
-Joint security, miscellaneous guarantees	5,360

In compliance with the principles for the presentation of notes to the consolidated financial statements that present only Group commitments to third parties and non-consolidated companies, off-balance sheet commitments between consolidated companies are eliminated as are all intercompany transactions and balances

9.2 Concession royalties and property lease payments – non-cancellable portions

(€ thousands)	< 1 year	1 - 5 years	> 5 years
Exhibition and convention centres	15,954	66,598	23,868
Property leases	10,045	8,563	2,064

In addition, concession agreements may provide for the payment of lease payments representing variable amounts generally based on pre-tax earnings.

9.3 Payables and receivables guarantee by collateral

(€ thousands)	Guaranteed debts	Nature of the guarantee
- Bank guarantees	1,420	Pledge of financial instruments

9.4 Other capital commitments

Capital commitments for the Barcelona International Convention Centre, Nice Acropolis, Metz Exhibition Centre, Saint-Etienne Convention Centre and Parc Floral of Paris are presented below:

(€ thousands)	< 1 year	1 - 5 years	> 5 years
Capital commitments	12,123	1,110	1,441

9.5 Commitments to buy out minority interests:

The minority shareholders of Fagga may sell their shares to GL events beginning in November 2011. Given the date for exercising this option and uncertainties concerning the basis for calculating the acquisition price, this commitment was not recognised at 31 December 2009.

NOTE 10 INFORMATION ON RISK FACTORS

Foreign exchange risk

Most of GL events' purchases are in France or euro countries. As such, it is not subject to foreign exchange risk for most of its business.

As regards major international contracts, specific attention is paid to foreign exchange risk, and hedging is used on a case-by-case basis.
Foreign subsidiaries do not generate a regular flow of business that could constitute a structural risk. Expenses incurred by foreign subsidiaries are local charges, most of which are paid in the same currency as the currency of the customer's payment.

The inventory of rental equipment available to foreign subsidiaries consists of durable goods (structures, platforms, screen walls, furniture, etc.). GL events is always able to transfer them to another structure without their intrinsic value being reduced by the fluctuation of exchange rates.

However, in light of the Group's continued international expansion, assets and liabilities in foreign currency are increasing. This could consequently result in more significant translation adjustments.

(expressed in € thousands)	USD	CAD	GBP	CHF	HUF	HKD	CNY	ZAR	TRY	BRL	DZD
Balance sheet											
. Assets in foreign currency	16,375	85	31,669	635	65,639	7,122	1,106	26,691	430	60,893	474
. Liabilities in foreign currency	(8,630)	(113)	(8,345)	(465)	(9,225)	(3,654)	(905)	(16,596)	(972)	(40,871)	(488)
Net position before heading	**7,745**	**(28)**	**23,324**	**170**	**56,414**	**3,468**	**201**	**10,095**	**(542)**	**20,022**	**(14)**
Off-balance sheet											
Net position after hedging	**7,745**	**(28)**	**23,324**	**170**	**56,414**	**3,468**	**201**	**10,095**	**(542)**	**20,022**	**(14)**

Interest rate, credit and equity market risk

The management of risks related to treasury activities and foreign exchange rates is subject to strict rules defined by the Group Management. According to these rules, the Finance Department systematically pools liquid assets, positions and the management of financial instruments. Management is assured through a cash department responsible for daily monitoring of limits, positions and validation of results.

Most debt is indexed on three-month rates. Occasionally, all or some of the variable-rate long-term debt may be hedged. Given the level of debt, market forecasts, fair value adjustments recorded at 31 December 2009 and amounts already hedged, the residual risk is considered low.

Average net floating-rate debt is presented in the table below

Characteristics of securities issued or debt contracted	Fixed/floating rate	Total debt: average net debt < than 1 year (€ thousands)	Term	Recourse to hedging
- Medium-term debt indexed on 3 month Euribor	Floating rate	244,360	2010 to 2025	Partial
- Medium-term debt indexed on 3 month Bubor	Floating rate	40,000	2011	No
- Other medium-term borrowings	Fixed rate	8,010	2013	No
-Capital lease debt indexed on 1 month Euribor	Floating rate	194	2013	No
- Other debt from capital leases	Fixed rate	89	2010 and 2011	No
- Other borrowings	Floating rate	5,448	2009 to 2013	No
- Short-term bank loans	Floating rate	11,414	2009	Yes
Total medium-term debt (current portion)		**309,514**		

The maturity of financial assets and liabilities (average net debt) at 31 December 2009 is presented below:

Interest rate risk for average floating rate debt (€ thousands)	Balance at 31/12/09	Average net interest-bearing debt: Less than 1 year	1 - 5 years	More than 5 years
Financial assets	-	-	-	-
Financial liabilities				
- Medium-term debt indexed on 3 month Euribor	265,846	244,360	118,033	29,574
- Medium-term debt indexed on 3 month Bubor	40,000	40,000	9,412	
-Capital lease debt indexed on 1 month Euribor	224	194	83	
- Other borrowings	6,225	5,448	389	
- Short-term bank loans	11,414	11,414		
Net position before heading	**323,708**	**301,415**	**127,916**	**29,574**
Interest rate hedges	**210,000**	**150,000**	**41,667**	
Net position after hedging	**113,708**	**151,415**	**86,249**	**29,574**

Hedging instruments are purchased for two or three years with amortisation at the expiration.

Average unhedged net floating-rate debt due in less than one year is €151 million or 50% of the total amount.

If the benchmark (3 month Euribor) increases 1% the only the unhedged portion of non-current borrowings would be affected.

Interest rate risk on short-term bank loans is partially hedged by the aggregation of the interest rate ladder of bank account balances that offsets overdrafts by bank credit balances.
Hedging instruments implemented are effective for the period in question.

In addition, a portfolio of money market funds, certificates of deposit and time deposit accounts of €105 million offset part of the potential risk from an increase in money market rates.

In consequence, an increase of 1% in interest rates at 31 December 2009, based on interest rate hedges in place and the corresponding increase in the return of money market funds, would result in an increase in net financial expense of €0.2 million.

The Group also holds shares in publicly traded companies whose total market value fluctuates in line with financial market trends, the valuation of the respective sectors of activity of these companies, economic and the financial data for each company. At the closing, potential changes in the fair value of these securities are recognised under Group equity until their disposal. Because the amount of these holdings is insignificant, it does not give rise to material risks.

In addition, the net value of the portfolio of marketable securities excluding term deposits (fair value recognised under income) is presented in the following table.

Equity market risk at 31/12/2009 (€ thousands)		France	Other markets
Shares	Equities on the *Nouveau Marché* of the Paris stock exchange	29	
Net position before heading		**29**	**-**
Off-balance sheet			
Net position after hedging		**29**	

Risks concerning bank covenants

A portion of non-current borrowings representing €297 million at year-end or 93% of total non-current borrowings are subject to compliance with ratios under bank covenants.
The medium-term Club Deal that alone accounts for 89% of non-current borrowings is subject to compliance with the following covenant ratios:

- Net debt/Equity ≤ 120%
- Net debt/ EBITDA ≤ 3

At 31 December 2009, GL events Group was in compliance with these provisions.

Liquidity risk

In addition to medium and long-term financing and finance lease agreements, the Group has negotiated through these different entities, short-term credit lines. At 31 December 2009, amounts drawn under these credit lines totalled €11,414,000. In addition, at 31 December 2009, the business operations of GL events Group had generated working capital funds of €63 million. The liquidity risk is in consequence not significant.

NOTE 11 INFORMATION ON RELATED PARTIES

The consolidated financial statements include all companies within the scope of consolidation (cf. note 30). Polygone SA is the parent company. Related party transactions concern primarily management services invoiced by Polygone SA to GL events, where Olivier Ginon, Olivier Roux and Erick Rostagnat serve as directors for both companies, and property rental costs invoiced by Foncière Polygone to the Group, with Olivier Ginon serving as chairman, Gille Gouedard Compte and Erick Rostagnat as managing directors of this company.

There are no other pension liabilities or comparable benefits in favour of current and former directors and officers. In addition, no advances or credit facilities have been granted to directors and officers.

Summary of transactions with related parties in 2009:

Nature	Company	Income (expenses)
General management services	Polygone SA	(1,571)
Travel allowances and expenses, insurance	Polygone SA	153
Property lease payments and land taxes	Foncière Polygone	(4,472)
Interest on current account loans	Polygone SA	129
		Balance at 31/12/2009
Supplier	Polygone SA	(334)
Supplier	Foncière Polygone	-
Current account	Polygone SA	94
Customer	Polygone SA	52
Customer	Foncière Polygone	297

GL events Group sold real estate holdings to Foncière Polygone, namely the Budapest Exhibition Park, Hungexpo and the Turin Convention and Exhibition Centre, Lingotto Fiere. This disposal enabled the Group to reduce its net financial debt by €83 million and generate a capital gain of €7 million net of expenses included in operating income.

GL events will pay annual rent of €6.7 million before the investment of cash and tax savings that will provide a gross rate of return of 7.2% for the property company. For the 2010 full year, current operating income before tax is expected to decline by approximately €0.4 million or less than 1.5% of the revenue generated by these two sites.

Compensation paid in 2009 to directors and officers:

(in thousands of euros)	Total	Fixed	Variable	Benefits in kind
Olivier Ginon [(1)]	280	272		8
Olivier Roux [(1)]	249	241		8
Damien Bertrand	245	192	50	3
Erick Rostagnat	227	174	50	3

[(1)] Compensation paid by Polygone SA.

NOTE 12 FEES PAID BY THE GROUP TO THE AUDITORS AND MEMBERS OF THEIR NETWORK

	Mazars				Maza – Simoens			
	Amount		%		Amount		%	
	2009	2008	2009	2008	2009	2008	2009	2008
Auditing • - Auditing, certification, examination of the individual and consolidated accounts - Issuer - Fully consolidated subsidiaries • Other assignments and services directly related to the mission of the statutory auditors - Issuer - Fully consolidated subsidiaries	105,000 380,055	100,000 332,954	22% 78%	26% 74%	50,000 225,600	50,000 199,700	18% 82%	20% 80%
Subtotal	485,055	432,954	100%	100%	275,600	249,700	100%	100%
Other services								
Subtotal								
TOTAL	485,055	432,954	100%	100%	275,600	249,700	100%	100%

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This statement should consequently be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France

To the shareholders:

In accordance with the terms of our appointment as auditors by your annual general meetings, we hereby report to you for the year ended 31 December 2009 on:

- The audit of the consolidated financial statements of GL events SA as enclosed herewith;
- The justification of our assessments,
- The specific procedures and disclosures required by law.

The consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements, based on our audit.

I - OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France. These standards require that we plan and perform the audit to obtain reasonable assurance that the consolidated financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
In our opinion the consolidated accounts referred to above, in respect to IFRS as endorsed by the European Union, give a true and fair view of the Group's financial position, its assets and liabilities and the results of operations of companies included in the scope of consolidation for the year ended.
Without calling into question the opinion expressed above, we draw your attention to note 2.1 "Basis of presentation and statement of compliance" of the consolidated financial statements on changes in accounting methods resulting from the application of new standards and interpretations for periods beginning effective 1 January 2009.

II - JUSTIFICATION OF OUR ASSESSMENTS

Pursuant to the provisions of article L.823-9 of the French Commercial Code defining our obligation to explain our assessments, we draw your attention to the following:

Impairment of intangible assets

The company systematically performs impairment tests at year-end for goodwill and indefinite life intangible assets whenever there exist an indicator of a long-term impairment in the value of assets, according to the procedures described in note "2.5.5 – Impairment of assets" of the financial statements. We have examined the methods applied for performing these impairment tests, the estimations concerning future cash flows and assumptions used and ensured that the appropriate information is provided in note "2.5.5 – Impairment of assets".
Our assessments on these matters are part of our audit approach regarding the consolidated financial statements taken as a whole and contribute to the formation of our unqualified audit opinion expressed in the first part of this report.

III – SPECIFIC PROCEDURES

We have also reviewed in accordance with French professional standards the information provided in the Group management report. We have nothing to report with respect to the fair presentation of such information and its consistency with the consolidated financial statements.

Lyon and Villeurbanne, 13 April 2010

The Statutory Auditors

Maza Simoens
Michel Maza

Mazars
Christine Dubus

BALANCE SHEET – ASSETS

(€ thousands)	Notes	31/12/09 Cost	31/12/09 Depreciation, amortisation, provisions	31/12/09 Net	31/12/08 Net
Intangible fixed assets	2.2 and 3.1	13,926	(73)	13,853	13,867
Property, plant and equipment	2.3 and 3.1	2,587	(897)	1,690	1,926
Participating interests	2.4 and 3.2	463,778	(3,567)	460,211	453,338
Receivables from interests	2.6 and 3.2	50,163	(3,148)	47,015	55,237
Other non-current assets	3.2	23,694	(2,648)	21,046	15,273
Non-current assets		**554,148**	**(10,333)**	**543,815**	**539,641**
Inventories					
Advances and downpayments on outstanding orders					
Trade receivables and similar accounts	2.5 and 3.3	8,605		8,605	9,416
Other receivables	2.5 and 3.4	9,064	(26)	9,038	6,529
Current assets		**17,669**	**(26)**	**17,643**	**15,945**
Marketable securities	3.7	100,094	(1,721)	98,373	133,793
Bank and cash	3.7	1,396		1,396	2,067
Cash and cash equivalents		**101,490**	**(1,721)**	**99,769**	**135,860**
Accruals	3.8	943		943	1,083
Total assets		**674,250**	**(12,080)**	**662,170**	**692,529**

BALANCE SHEET – SHAREHOLDERS' EQUITY AND LIABILITIES

(€ thousands)	Notes	31/12/09	31/12/08
Capital stock	3.9	71,695	71,695
Additional paid-in capital	3.9	122,347	122,347
Legal reserve	3.9	5,144	4,836
Other reserves	3.9	17,762	27,618
Net income for the period		**16,295**	**6,165**
Special excess depreciation	2.4	1,855	1,106
Shareholder' equity		**235,098**	**233,767**
Provisions for contingencies and expenses	2.7 and 3.10	**1,847**	**1,338**
Borrowings	3.11 and 3.12	**415,182**	**421,681**
Trade payables and equivalent	2.5 and 3.12	6,181	5,574
Tax and employee-related liabilities	2.5 and 3.12	1,692	1,476
Other liabilities	2.5 and 3.12	2,170	28,693
Current liabilities		**425,225**	**35,743**
Accruals		0	0
Total shareholders' equity and liabilities		**662,170**	**692,529**

INCOME STATEMENT

(€ thousands)	Notes	31/12/09	31/12/08
Revenue	2.9	20,788	22,783
Other operating income		0	0
Reversals of provisions, expense reclassifications		7	29
Operating income	4.2	**20,795**	**22,812**
Raw materials and consumables			
External charges		(20,305)	(20,103)
Taxes and similar payments		(304)	(300)
Staff costs	5	(2,823)	(2,198)
Allowances for depreciation and reserves		(341)	(309)
Other operating expenses		(102)	(103)
Operating expenses		**(23,875)**	**(23,013)**
Operating profit (loss)		**(3,080)**	**(201)**
Financial income		34,524	24,788
Financial expenses		(20,581)	(30,429)
Net financial income (expense)	4.4	**13,943**	**(5,641)**
Current income before taxes		**10,863**	**(5,842)**
Extraordinary income		1,081	11,012
Extraordinary expenses		(2,842)	(3,926)
Extraordinary profit (loss)	2.10 and 4.5	**(1,761)**	**7,086**
Income tax	2.13 and 4.6	(7,193)	(4,921)
Net income		**16,295**	**6,165**

NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS OF 31 DECEMBER 2009 OF GL EVENTS

NOTE 1 SIGNIFICANT EVENTS

In 2009, GL events participated in the capital increase of its subsidiary OWEN BROWN and the creation of GL events WORLD FORUM, an operating company for the management of the World Forum Convention Centre of The Hague.

NOTE 2 ACCOUNTING POLICIES

2.1 General accounting principles

The parent company financial statements have been prepared with the objective of providing a true and fair view in accordance with the general principles of conservatism and fair presentation, and notably going concern, consistency of presentation, the time period concept, and French generally accepted accounting principles ("*Plan Comptable Général 1999*") for the presentation of financial statements.

For the recognition and measurement of balance sheet items, the historical cost method has been applied.

2.2 Intangible assets

Intangible assets are recognised at cost. They consist primarily of software depreciated over their useful lives of one to three years.

2.3 Property, plant and equipment

Tangible fixed assets are recognised at cost. They are subject to depreciation plans determined according to the straight-line method, the duration and their probable useful lives.

The depreciation periods generally retained are as follows:

Fixtures and fittings	10 years
Transport equipment	3 to 4 years
Office furniture and equipment	4 to 5 years

2.4 Participating interests and other fixed securities

Participating interests are recognised at their cost price.
Acquisition costs of shares are included in the cost price. A special straight-line depreciation is applied for the expenses to qualify for tax deductions.

A provision for impairment is recorded when value in use of the shares is estimated to be lower than the carrying amount. The value in use of companies on consolidation is determined on the basis of the restated consolidated value corresponding to the net present value of future cash flows. Value in use of non-consolidated companies is determined by taking into account the share in equity, restated, as applicable, to reflect the growth and earnings prospects. Post-closing adjustments are taken into account when they can be reliably estimated.

Fixed securities of the investment portfolio are recognised at cost. A provision for impairment is recorded when the cost price is lower than the carrying value . The carrying value corresponds to the average monthly price for listed companies or their estimated trading value for securities not publicly traded.

2.5 Trade receivables and payables

Trade receivables are measured on a case-by-case basis. A provision for impairment is recorded in consequence based on the specific risks incurred.

Receivables and payables in foreign currency are translated on the basis of year-end exchange rates. Resulting currency gains and losses are recorded in the balance sheet under assets or liabilities in translation adjustments. A provision is recorded to cover unrealised currency losses.

2.6 Receivables and payables of subsidiaries and participating interests

Trade receivables and payables are recorded under current assets or liabilities. Upon term, and in accordance with a Group cash pool agreement, these receivables and payables are reclassified under partners/associates - current accounts in assets or liabilities. Upon reimbursement, when applicable, the corresponding amounts are in consequence deducted from these same current accounts.

Current account advances of a financial nature on inception are recognised directly in the same current accounts.

These current accounts, whether under assets or liabilities, concern maturities of less than one year. However, given the long-term nature of some of these current accounts, it has been decided, by convention, that all partners/associates - current accounts representing assets shall be presented under the heading receivables from interests, and those representing liabilities aggregated under borrowings.

2.7 Provisions for contingencies and expenses

Provisions are recorded to meet the potential costs related to litigation and other liabilities.

2.8 Retirement indemnities

Costs associated with severance benefits payable on retirement are incurred, in accordance with the option allowed for under applicable laws, in the year of retirement. This obligation is determined according to the projected unit credit method based on actuarial assumptions retained. The estimated amount of these obligations is disclosed in note 21.

2.9 Revenue

The primary activity of GL events is the acquisition of shareholdings in all companies, French or foreign joint ventures.
In exchange for services provided to its subsidiaries, GL events invoices these companies in which it exercises control. These fees represent the primary source of its revenue.

2.10 Extraordinary expenses and income

Extraordinary expenses and income recorded under this heading comply with French accounting standards (*Plan Comptable Général*). The debt waivers that GL events may grant one or more other subsidiaries in a given period constitute non-recurring items and are consequently recognised under this heading.

2.11 Marketable securities

Marketable securities are recognised at cost. A provision for impairment is recorded when the cost price is lower than the carrying value . The carrying value corresponds to the average monthly price for listed companies or their estimated trading value for securities not publicly traded.

2.12 Financial instruments

Financial instruments used by the company consisting of tunnel type derivatives, both zero-premium or with premium payment, are used exclusively for hedging purposes. The hedge accounting method applied symmetrically recognises the offsetting effects on net profit or loss of changes in the values of the hedging instrument and the related item being hedged.

2.13 Income tax

A French tax group headed by GL events includes the following companies:

GL events	Hall Expo	SE Acropolis de Nice
Agor	ISF	SECIL
Altitude	Kobe	SEPE Parc Floral
Chorus	Menuiserie Expo	SE Centre Congrès Saint Etienne
Décorama	Mont Expo	SE Centre Congrès Pierre Baudis
Esprit Public	Package	SE Château de St Priest
Fabric Expo	Performance	Polydome Clermont-Ferrand
GL events Audiovisual	Polygone Vert	Spaciotempo
GL events Cité centre de Congrès Lyon	Profil	Norexpo
GL events Parc Expo Metz Métropole	Ranno Entreprise	Package
GL events Services	GL events Management	Spaciotempo
GL Mobilier	Sepelcom	Signexpo

Subsidiaries recognise their corporate income tax as if taxed separately. The company heading the tax group records under tax expenses, the gain or loss resulting from the difference between the total tax charge payable by the companies and the tax payable by the tax group.
The resulting tax savings are definitively acquired by the parent company.

NOTE 3 BALANCE SHEET INFORMATION

NOTE 3.1 INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT

(€ thousands)	31/12/08	Increase	Decrease	Other changes	31/12/09
Software	137				137
Accumulated amortisation	(59)	(14)			(73)
Goodwill	13,789				13,789
Net intangible fixed assets	**13,867**	**(14)**			**13,853**
Property, plant, equipment	2,568	20	1		2,587
Accumulated depreciation	(642)	(255)			(897)
Assets under construction					
Net tangible fixed assets	**1,926**	**(235)**	**1**		**1,690**

3.2 FINANCIAL AND OTHER NON-CURRENT ASSETS

(€ thousands)	31/12/08	Increase	Decrease	Other changes	31/12/09
Participating interests	452,866	6,091	(16)		458,941
Provisions for impairment of investments	(2,412)	(1,155)			(3,567)
Other fixed securities	2,884	1,953			4,837
Net fixed securities	**453,338**	**6,889**	**(16)**		**460,211**
Receivables from interest	57,662	1,365	(8,864)		50,163
Impairment of receivables	(2,425)	(723)			(3,148)
Net receivables	**55,237**	**642**	**(8,864)**		**47,015**
Loans	12,663	4,701	(16)		17,348
Provisions for loans	(550)	(248)			(798)
Market making agreement	642	297	(332)		607
Other securities	4,106	1,721	(312)		5,515
Deposits and guarantees	212	11			223
Provisions for other financial assets	(1,800)	(50)			(1,850)
Other non-current assets	**15,273**	**6,432**	**(660)**		**21,045**
Net total	**523,848**	**13,963**	**(9,540)**		**528,271**

A detailed presentation of participating interests and receivables from interest is presented under subsidiaries and associates in note 26.

3.3 TRADE RECEIVABLES AND SUB-ACCOUNTS

Trade receivables and sub-accounts totalled €8,605,000 € of which €1,491,000 represented receivables from non-group companies. All trade receivables have maturities of less than one year.

3.4 OTHER RECEIVABLES

All receivables in this category have a maturity of less than one year. None are represented by commercial paper.

3.5 Cash and cash equivalents and marketable securities

(€ thousands)	31/12/09	31/12/08
Marketable securities	100,094	140,588
Provision for impairment	(1,721)	(6,795)
Net value of marketable securities		**133,793**
Cash and cash equivalents	1,396	2,067
Net total	**99,769**	**135,860**

3.6 Accruals – assets

(€ thousands)	31/12/09	31/12/08
Deferred charges	415	522
Bond issuance costs to be amortised over several periods	369	440
Unrealised losses on foreign exchange	159	121

3.7 Statement of changes in shareholders' equity

(€ thousands except shares in thousands)	*Number of shares*	Capital stock	Additional paid-in capital	Legal reserve	Other reserves & retained earnings	Net income for the period	Special excess depreciation	Total
Balance as of 31/12/2008	**17,924**	**71,695**	**122,347**	**4,836**	**27,618**	**6,165**	**1,106**	**233,767**
Exercise of stock options								
Capital increase								
2008 net income appropriation				308	419	(6,165)		**(5,438)**
Distribution of dividends					(10,275)			**(10,275)**
2009 net profit						**16,295**		**16,295**
Special excess depreciation							749	**749**
Balance as of 31/12/2009	**17,924**	**71,695**	**122,347**	**5,144**	**17,762**	**16,295**	**1,855**	**235,098**

Capital ownership structure	31/12/09		31/12/08	
Number of shares	**Number of shares**	**%**	**Number of shares**	**%**
Polygone S.A.	10 309 214	57.52%	10 045 740	56.05%
Banque de Vizille	905 602	5.05%	905 602	5.05%
Corporate officers	197 082	1.10%	192 801	1.08%
Public	6 511 842	36.33%	6 779 597	37.82%
Total share capital	**17 923 740**	**100%**	**17 923 740**	**100%**

The share capital at 31 December 2009 was €71,694,960, divided by 17,923,740 shares at €4 per share.

3.8 Provisions for contingencies and expenses

(€ thousands)	31/12/08	Increase	Decrease: Provisions used in the period	Decrease: Reversal of unused provisions	Other changes	31/12/09
Contingencies for subsidiaries	142					142
Provision for currency losses	121	159	(8)	(113)		159
Provision for impairment of bonus shares	1,045	1,588	(748)	(734)		1,151
Other provisions	30	365				395
Total	**1,338**	**2,112**	**(756)**	**(847)**		**1,847**

3.9 Net borrowings

(€ thousands)	31/12/08	Increase	Decrease	Other changes	31/12/09
Non-current borrowings	329,114		(31,872)		297,242
Short-term bank loans	588		(57)		531
Accrued interest	1,053		(472)		581
Total bank borrowings	**330,755**		**(32,401)**		**298,354**
Payables to interests	90,279	25,808	(49)		116,038
Shareholders, current accounts and interest					
Other miscellaneous borrowings	647	143			790
Total miscellaneous loans and borrowings	**90,926**	**25,951**	**(49)**		**116,828**
Total borrowings	**421,681**	**25,951**	**(32,450)**		**415,182**
Group loans	(10,651)	(4095)			(14,746)
Non-group loans	(798)				(798)
Receivables from interest	(55,237)		8,222		(47,015)
Marketable securities and CCE	(135,859)		36,090		(99,769)
Net borrowings	**219,136**	**21,856**	**11,862**		**252,854**

3.10 Maturity of loans and borrowings

(€ thousands)	31/12/09	Less than 1 year	1 -5 years	More than 5 years
Non-current borrowings	297,242	96,098	139,847	61,297
Other bank borrowings	1,111	1,111		
Current account loans from subsidiaries and associates	116,038	116,038		
Other miscellaneous borrowings	791	791		
Total borrowings	**415,182**	**214,038**	**139,847**	**61,297**
Trade payables and equivalent	6,181	6,181		
Tax and employee-related liabilities	1,692	1,692		
Other liabilities	2,169	2,169		
Total other liabilities	**10,042**	**10,042**		
Total	**425,224**	**224,080**	**139,847**	**61,297**

3.11 Accrued expenses and income

(€ thousands)	31/12/09	31/12/08
Accrued expenses		
Borrowings	581	1,052
Unbilled payables	1,991	1,407
Tax and employee-related liabilities	246	312
Other payables, credit notes payable	702	195
Total	**3520**	**2,966**
Accrued income		
Unbilled receivables	866	1,863
Credit notes receivable	148	60
Other accrued financial income	800	3,240
Total	**1,814**	**5,163**

NOTE 4 INCOME STATEMENT INFORMATION

4.1 Operating income

GL events' primary source of revenue is fees invoiced to companies in which it exercises controls for services rendered.

4.2 Compensation of directors and officers

Compensation of members of the Board of Directors and the Executive Committee during the period totalled €1,109,000.

There are no other pension liabilities or comparable benefits in favour of current and former directors and officers. In addition, no advances or credit facilities have been granted to directors and officers.

4.3 Net financial income (expense)

(€ thousands)	31/12/09	31/12/08
Dividends received	20,999	17,827
Interest income	1,941	3,233
Net proceeds from the sale of marketable securities	(680)	1,545
Loan interest income	598	941
Reserves written back to income	8,390	413
Interest rate hedges, currency gains	80	829
Total financial income	**31,328**	**24,788**
Interest expense	(7,343)	(18,402)
Interest on interest rate hedges	(4,301)	(13)
Currency losses	(14)	(1,074)
Miscellaneous expenses	(91)	(740)
Allowances for impairment	(5,636)	(10,200)
Total financial expenses	**(17,385)**	**(30,429)**
Net financial income (expense)	**13,943**	**(5,641)**

4.4 Extraordinary profit (loss)

(€ thousands)	31/12/09	31/12/08
Income from management operations	751	1
Net proceeds from the disposal of fixed assets:		
. - PPE	1	0
. - Financial assets	329	11,012
Reversal of provisions		0
Total extraordinary income	**1,081**	**11,013**
Book value of fixed assets sold:		
. - PPE	(1)	0
. - Financial assets	(328)	(2,263)
Extraordinary expenses on management operations	(41)	(822)
Allowances for contingencies and expenses	(1,114)	(663)
Other extraordinary expenses	(1,358)	(179)
Total extraordinary expenses	**(2,842)**	**3,927**
Extraordinary profit (loss)	**(1,761)**	**7,086**

4.5 INCOME TAXES AND DEFERRED TAXES

(€ thousands)	31/12/09	31/12/08
Tax expense/ (income) from the tax group	(7,930)	(4,775)
Corporate income tax	737	(146)
Recognised income tax	**(7,193)**	**(4,921)**

Breakdown of tax expense between current income and extraordinary income (€ thousands)	Tax base	Corresponding tax (charge)/income	Net income
Current operating income	10,863	6,934	17,797
Extraordinary profit (loss)	(1,761)	259	(1,502)
Tax group gain excluding GL events			
Total	**9,102**	**7,193**	**16,295**

The current income includes dividends of €19.5 million subject to a 95% tax exemption.

4.6 IMPACT OF SPECIAL TAX VALUATIONS ON SHAREHOLDERS' EQUITY AND NET EARNINGS

Because no special tax valuations were performed, the corresponding impact on shareholders' equity and net earnings was nil.

NOTE 5 AVERAGE HEADCOUNT

	2009	2008
Managers	6	8
Employees	0	0

NOTE 6 OFF-BALANCE SHEET COMMITMENTS

(€ thousands)	
Guarantees	
On short-term loans	2,577
On medium-term loans	20,012
On contracts and other	8,825
Mortgages and pledges	
Pledge of financial instruments	810
Leases	
Retirement severance payments	134

(€ thousands)	
Prepayments/ "better fortunes" clause	5,360

Commitments to buyout minority interests:

GL events granted a minority shareholder of Market Place a put option for its 10% stake in the company. This option may be exercised in 2009.

The minority shareholders of Fagga may sell their shares to GL events beginning in November 2011. Given the date for exercising this option and uncertainties concerning the basis for calculating the acquisition price, this commitment was not recognised at 31 December 2009.

Earnout payments are recognised in the balance sheet when they can be reliably measured at year-end.
At year-end, no earnout payments were recognised.

Other commercial commitments:

None

NOTE 7 TRANSACTIONS CONCERNING FINANCIAL INSTRUMENTS

Most debt is indexed on three-month rates. Occasionally, all or some of the variable-rate long-term debt may be hedged.

At 31 December 2009, hedges used consisted of collar type instruments, both zero-premium or with premium payment. These hedging instruments are purchased for two or three years with amortisation at the expiration.

(€ thousands)	Nominal at	Average nominal bearing interest with a maturity of		
	31/12/09	Less than 1 year	1 - 5 years	More than 5 years
Interest rate hedges	210,000	150,000	41,667	

NOTE 8 IDENTITY OF THE CONSOLIDATING COMPANY

GL events, a publicly traded company, produces consolidated financial statements.
At 31 December 2009, it was 53.97%-owned by Polygone S.A.

NOTE 9 CHANGES IN FUTURE TAX LIABILITIES

Future tax credits: Organic 2009: €33,000

NOTE 10 TRANSACTIONS WITH RELATED PARTIES

(€ thousands)	
Participating interests	463,778
Customers	7,115
Suppliers	(4,517)
Loans	16,481
Other receivables and payables	(571)
Net current account assets	50,163
Current account liabilities	(116,038)
Dividends received	19,589
Other financial income - current account interest	1,950
Other financial expenses - current account interest	489

NOTE 11 SUBSIDIARIES AND ASSOCIATES

(€ thousands)	Share capital	Equity before appropriation of income	Ownership interest (%)	Gross carrying value of shares	Net carrying value of shares	Loans and advances granted	Guarantees and sureties granted	Sales ex-VAT for year ended	Dividend income in the period	Notes
Subsidiaries (+50% owned by the company)										
Agor	188	11,124	100.00	66,038	66,038	(1,233)		18,297	1,744	
Auvergne Evènements	50	675	51.96	26	26	(2,093)		5,079	208	
Chorus	50	305	100.00	900	900	(448)		1,693		
Expo Indus	30,037	30,713	100.00	30,607	30,607	(2,462)		8,463	3,304	
Fagga Promoção de Eventos	1,658	16,874	75.00	13,813	13,813	2,000		14,443		
Générale Location Espana	60	(1,693)	100.00	862	0	1,639		0		(1)
GL events Middle East	189	8,,970	100.00	231	231	(60)		12,474		
GL events Mobilier	241	389	99.77	344	344	2,239		10,965		
GL events Asia	116,	640	99.00	154	154	413				
GL events AS Turquie	116	(707)	79.00	95	95	547		549		
GL events Audiovisual	2,633	6,725	33.85	7,214	7,214	(1,183)	1,500	30,001		
GL events Belgium	1,000	1,294	100.00	2,720	2,720	867		6,056	358	
GL events Brussels	250	(233)	85.00	212	212	3,389	1,500	1,786		
GL events campus	10	547	99.84	10	10	(297)		1,002	536	
GL events Canada	661	(28)	100.00	644	28	68	,	0		(7)
GL events CCIB	2,005	5,046	80.00	1,604	1,604	(11,889)	5,277	21,016	3,529	
GL events China	1,133	(29)	93.10	1,083	1,083	148	1,390	782		
GL events Cité Centre Congrès	500	682	99.88	499	499	(968)		17,060	1,159,	
GL events Hungaria Rt	38,644	37,606	100.00	42,335	42,335	(34,561)		14,286		
GL events Management	10	(365)	100.00	10	10	(375)		2,187		
GL events M&A	37	37	100	37	37	(718)				
GL events Parc Expo Metz	50	1,063	100.00	50	50	9,599	200	8,119		
GL events Portugal	35	33	85.71	30	0	908		1,188		(3)
GL events Scarabée	50	62	90.00	45	45	(243)		962		
GL events Services	23,220	30,536	97.00	67,700	67,700	(1,060)		110,626	2,252	
GL events SI	10	597	99.84	10	10	1,340		4,548	586	
GL events Suisse	67	136	85.00	55	55	49		762		
GL events Support	10	253	99.84	10	10	1,094		8,912	243	
GL events World Forum	100	77	100.00	100	100	768		3,955		
GL events USA	1	(681)	100.00	1	1	1,192		246		(4)
Hall Expo	2,063	6,406	99.97	1,191	1,191	(3,134)		19,741		
International Standing France	480	(431)	100.00	9,147	9,147	2,819		12,184		
Kobé	37	268	100.00	4,488	4,488	(890)		2,924	250	
Market Place	541	541	89.95	3,664	3,664	4,759		21,871	550	
Owen Brown	4,943	10,823	100.00	14,892	14,892	31		14,800		
Package	762	2,615	100.00	1,995	1,995	(217)		17,920	400	
Padova Fiere	8,000	8,000	80.00	20,000	20,000	(4,347)		14,610		
Polygone Vert	381	269	99.92	608	608	363		3,036		
Profil	8	218	100.00	1,679	1,679	(60)		3,611	390	
GL events Italia	8,783	44,131	95.21	71,927	71,927			5,487		
SEAN (Acropolis Nice)	250	331	99.96	250	250	(2,986)	500	14,819		
SECECAM (Amiens)	50	50	100.00	50	50					
SECCSE (Centre Fauriel St-	50	86	100.00	50	50	(225)	50	2,009	63	
SECCPB (Pierre Baudis)	8	104	100.00	15	15	(1,036)		3,291	158	
SECIL	660	338	99.92	1,550	1,550	169		237		

(€ thousands)	Share capital	Equity before appropriation of income	Ownership interest (%)	Gross carrying value of shares	Net carrying value of shares	Loans and advances granted	Guarantees and sureties granted	Sales ex-VAT for year ended	Dividend income in the period	Notes
Subsidiaries (+50% owned by the company) - continued										
SECSP (Chateau St-Priest)	8	(34)	100.00	8	8	(49)		621	17	
SEMUP (Palais Mutualité)	50	299	100.00	50	50	1,311		1,437		
SEPCFD (Polydome Clermont-Fd)	50	266	100.00	50	50	(357)		2,914	316	
SEPE (Parc Floral Paris)	297	1,064	100.00	297	297	(2,703)	900	4,064	682	
SEPEAT (Troyes)	50	(13)	100.00	50	50	(38)		1,749		
GL events Exhibitions	1,637	7,584	95.00	28,698	28,698	(1,257)		41,309	1,001	
Spaciotempo	2,211	13,092	100.00	16,740	16,740	(1,253)		21,576	1,765	
Spaciotempo UK	105	2,516	100.00	10,208	10,208	1,626		6,429		
Toulouse Expo	468	12,663	88.31	4,050	4,050	(15,246)		10,669	25	
Total	**135,023**	**240,760**		**434,553**	**431,185**	**52,275**	**13,431**	**529,361**	**19,536**	
2) Associates (10% to 50%-owned)										
Idées en tête	77	223	35.06	0	0			1,270		
Première Vision	10,050	22,400	24.50	9,811	9,811			38,334	494	
SA Lyonnaise de Télévision	5,000		10.00	501	250			3,120		(6)
Sepel	5,172	18,340	46.25	8,211	8,211			30,153	925	
Société du Partage	5	(2,150)	39.22	2	0	798		0		(5)
Sodes	6,900	22,953	49.00	11,334	11,334			15,726		
Total	**27,204**	**61,766**		**29,859**	**29,606**	**798**	**0**	**88,603**	**1,419**	
3) Other participating interests				**4,,882**	**3,086**	**5,489**			**43**	
TOTAL	**162,227**	**302,526**		**469,293**	**463,877**	**45,988**	**13,431**	**617,964**	**20,998**	

(1) Current account write-down of €1,749,000
(2) Current account write-down of €365,000
(3) Current account write-down of €91,000
(4) Current account write-down of €682,000
(5) Loan write-down of €798,000
(6) Securities write-down of €251,000
(7) Securities write-down of €616,000

STATUTORY AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This statement should consequently be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France

To the shareholders:

In accordance with the terms of our appointment as auditors by your annual general meetings, we hereby report to you for the year ended 31 December 2009 on:

- The audit of the annual financial statements of GL events SA as enclosed herewith;
- The justification of our assessments;
- The specific procedures and disclosures required by law.

The annual financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements, based on our audit.

I - OPINION ON THE ANNUAL FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France. These standards require that we plan and perform the audit to obtain reasonable assurance that the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the annual financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
In our opinion, the annual financial statements give a true and fair view of the financial position and the assets and liabilities of the company as at 31 December 2009 and the results of its operations for the year ended in accordance with French accounting standards.

II - JUSTIFICATION OF OUR ASSESSMENTS

Pursuant to the provisions of article L.823-9 of the French Commercial Code defining our obligation to explain our assessments, we draw your attention to the following:
The assets of your company consist primarily of equity investments recorded according to the procedures set forth in note 2.4 of the parent company financial statements. We have reviewed the method adopted by the company on the basis of available information and assessed the reasonable nature of the estimates and assumptions retained.
Our assessments on these matters are thus part of our audit approach regarding the annual financial statements taken as a whole and contribute to the formation of our unqualified audit opinion expressed in the first part of this report.

III - SPECIFIC PROCEDURES AND DISCLOSURES

We have also performed the other procedures required by law, in accordance with professional standards applicable in France.
We have no matters to report on the fair presentation and consistency of the financial statements with the information given in the management discussion and analysis of the Board of Directors and document sent to shareholders in respect to the financial position and the annual financial statements.
Regarding the information provided in accordance with the provisions of article L.225-102-1 of the French Commercial Code on compensation and benefits paid to corporate officers as well as commitments incurred in their favour, we have verified their consistency with the accounts or with the data used to prepare these accounts, and when necessary, obtained by your company from companies exercising control over or controlled by it. On the basis of these procedures, in our opinion this information is accurate and provides a fair presentation.

Pursuant to the law, we have verified that the management discussion and analysis contains the appropriate disclosures about participating and controlling interests acquired and the identity of holders of capital and voting rights.

Lyon and Villeurbanne, 13 April 2010

The Statutory Auditors

Maza Simoens	**Mazars**
Michel Maza	Christine Dubus

AUDITORS' AUDITORS REPORT ON RELATED PARTY TRANSACTIONS

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This statement should consequently be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France

To the shareholders:

As the statutory auditors of your Company, we hereby present our report on related party transactions.

Pursuant to Article L 225-40 of the French Commercial Code, the following transactions, previously authorised by the Board of Directors of your Company, have been brought to our attention.

The terms of our engagement do not require us to identify such other transactions, if any, but to communicate to you, based on information provided to us, the principal terms and conditions of those transactions brought to our attention, without expressing an opinion on their merits. It is your responsibility, pursuant to article R.225- 31 of the French Commercial Code, to assess the significance of these transactions and justify their approval.

We performed procedures that we considered necessary in accordance with professional accounting standards applicable in France relating to this mission. These standards require that we ensure that the information provided to us is consistent with the relevant source documents.

AGREEMENTS AND COMMITMENTS ENTERED INTO IN THE PERIOD AND PREVIOUSLY AUTHORIZED

Agreement for consulting and training administration services with GL events Campus:
GL events SA concluded an agreement to provide consulting and training administration services with GL events Campus:
Fees invoice by GL events Campus in 2009 totalled €6,145,000.
Authorized by the Board of Directors on 6 March 2009.

Partial debt waiver for fees under an agreement to provide technical and sales assistance to ISF:
GL events SA granted a credit for fees payable under the technical and commercial assistance agreement in favour of it subsidiary ISF on 31 December 2009.
The amount of this credit was €226,000.
Authorised by the Board of Directors on 30 November 2009.

Grant to Sodes:
GL events SA decided to provide its subsidiary Sodes a grant in light of the latter's financial situation.
The amount of the grant provided by GL events SA in 2009 totalled €600,000.
Authorised by the Board of Directors on 14 December 2009.

AGREEMENTS AND COMMITMENTS AUTHORISED IN PRIOR PERIODS THAT REMAINED IN FORCE DURING THE PERIOD UNDER REVIEW

In addition, in accordance with the provisions of the French Commercial Code, we were informed that the following agreements and commitments, approved in prior periods, remained in force in the period under review.

Fees payable under an agreement to provide technical and sales assistance:
Technical and sales support provided by GL events to SAS Fonciere Polygone is governed by a regulated agreements subject to a flat annual fee of €20,000.

Lease agreement with SAS Le Grand Rey:
The lease agreement commenced on 1 January 2007 and will expire on 31 December 2015. Lease payments are made as initially planned.
The amount recorded under expenses in the period totalled €790,805.

Fees payable under an agreement to provide technical and sales assistance:
Technical and sales support provided by GL events to Group companies is governed by a regulated agreement.
The amount of annual fees pay for said services ranges from 0.75% to 4 % of revenue and also includes flat fees (subcontractors).

The following fees were invoiced to subsidiaries in 2009:

Subsidiaries	Amount (€)	Subsidiaries	Amount (€)
Agor	457,430	GL events USA	1,848
Altitude	12,000	GL World Forum Convention Centre	59,326
Auvergne Evènements	126,980	Hall Expo	468,309
Auvergne Evènements Spectacles	31,608	Hungexpo	357,100
CCIB Catering	107,353	ISF	78,959
CEE	40,345	Kobé	73,106
Chorus	42,331	Market Place	546,780
Décorama	335,927	Menuiserie Expo	48,000
Eastern Exhibition Services Ltd	24,115	Mont'Expo	24,000
Esprit Public	59,417	Norexpo	96,487
Expo indus	211,568	Owen Brown	223,335
Fabric Expo	36,000	Package	447,837
Fagga Promocao de Eventos	216,647	Performance	163,116
GL Convenciones Barcelona – CCIB	622,481	Polygone Vert	75,869
GL events Audiovisual	673,699	Profil	90,145
GL events Belgium	90,838	Ranno	357,656
GL events Centro de Convecoes	116,249	SEAN – Acropolis Nice	370,470
GL events Cité Centre de Congrès Lyon	426,507	SECCPB – Pierre Baudis	131,640
GL events Exhibitions	1,044,375	SECCSE – Saint- Etienne Fauriel	50,229
GL events Exhibitions Shanghai	5,755	SECIL – Grand Cercle et Verrière	5,418
GL events Hong Kong	35,519	SECSP – Château de Saint-Priest	15,530
GL events Macau	1,373	SEPCFD – Polydôme Clermont Ferrand	72,814
GL Parc des Expos Metz Métropole	202,338	SEPE – Parc Floral	101,599
GL events Scarabée	24,047	SEPEAT – Agglomération Troyenne	43,720
GL events Services	2,183,580	SEPEL	232,000
GL events SI	47,000	SEPMU – Palais de la Mutualité	35,929
GL events Turquie	3,985	Sign'Expo	112,052
GL Fourniture Asia	9,798	Spaciotempo France	539,397
GL Mobilier	84,000	Spaciotempo UK Ltd	97,046
GL Portugal	17,823	Toulouse Expo	266,726
GL Suisse	11,418	Traiteurs Loriers	164,948
		Vachon	65,829

General management services
Polygone SA provides general management services to GL events in exchange for fees representing 0.27% of sales. In the period under review, the amount of fees recorded under expenses totalled €1,567,228.
.

Mission entrusted to Mr. Philippe Marcel:
GL Events SA wanted to entrust Mr. Philippe MARCEL, through his company PBM, a mission to perform an analysis and diagnosis of the Group's management and operating bodies. Fees incurred by your company for this assignment totalled €78,000 for 2009.

Business producer agreement with GL Convenciones Barcelona:
GL events SA concluded a business producer agreement with GL events Centro de Convenciones Internacionales de Barcelona (CCIB). Fees invoiced by GL events in the period totalled €316,668.

Lyon and Villeurbanne, 13 April 2010

The Statutory Auditors

Maza Simoens	**Mazars**
Michel Maza	Christine Dubus

APPENDIX I
PERSONS CONCERNED BY REGULATED AGREEMENTS
UNDER THE PROVISIONS OF ARTICLE L. 225-40 OF THE FRENCH COMMERCIAL CODE

FRENCH COMPANIES

	Olivier GINON	Gilles GOUEDARD COMTE	Olivier ROUX	Damien BERTRAND	Erick ROSTAGNAT	GL events actionnaire > 10 %
Agor			X	X		X
Altitude						X
Auvergne Evènements	X (PR)		X	X	X	X
Auvergne Evènements Spectacles						X
CEE						X
Chorus			X	X	X (PR)	X
Décorama			X			X
Esprit Public						X
Expo Indus			X			X
Fabric Expo						X
Foncière Polygone SAS	X	X			X	
GL events	X	X	X	X	X	
GL events Audiovisual						X
GL events Campus						X
GL events Cité Centre de Congrès Lyon		X (PR)	X		X	X
GL events Exhibitions	X			X		X
GL events Parc Expo Metz Métropole						X
GL events Scarabée						X
GL events Services	X (PR)		X	X		X
GL events SI SNC						X
GL Mobilier	X	X	X	X		X
Hall Expo	X (PR)			X		X
ISF			X	X	X	X
Kobé						X
La Compagnie du Planay		X				
Le Grand Rey	X					
Market Place			X	X		X
Menuiserie Expo						X
Mont Expo						X
Norexpo					X	X
Package			X	X (PR)	X	X
Performance						X
Polygone SA	X		X		X	
Polygone Vert						X
Profil						X
Ranno Entreprise			X	X		X
SEAN Acropolis Nice			X	X	X (PR)	X
SECCPB - Pierre Baudis						X
SECCSE - Saint Etienne Fauriel						X
SECIL - Grand Cercle et Verrière		X (PR)	X		X	X
SECSP - Château de Saint Priest						X
SEPCFD - Polydôme Clermont Ferrand						X
SEPE - Parc Floral			X			X
SEPEAT - Parc Expo.Agglo.Troyenne						X
SEPEL	X			X		X
SEPMU - Palais de la Mutualité						X
Sign'Expo						X
Sodes	X		X			X
Spaciotempo France SA			X	X	X (PR)	X
Toulouse Expo	X	X	X		X	X
Vachon		X	X	X	X	X

APPENDIX I
PERSONS CONCERNED BY REGULATED AGREEMENTS
UNDER THE PROVISIONS OF ARTICLE L. 225-40 OF THE FRENCH COMMERCIAL CODE

FOREIGN COMPANIES

	Olivier GINON	Gilles GOUEDARD COMTE	Olivier ROUX	Damien BERTRAND	Erick ROSTAGNAT	GL events shareholder > 10 %
CCIB Catering						X
Eastern Exhibitions Services Ltd						X
Fagga Promocao de Eventos				X	X	X
GL events Belgium	X			X		X
GL events CCIB	X				X	X
GL events Centro de Convençoes						X
GL events Exhibitions Shangaï	X		X	X	X	X
GL events Hong Kong	X				X	X
GL events Macao	X				X	X
GL events Suisse						X
GL events Turquie						X
GL Furniture Asia	X					X
GL Portugal						X
GL USA	X	X			X	X
Hungexpo	X		X	X	X	X
Owen Brown	X			X	X	X
Spaciotempo UK Ltd				X	X	X
Traiteurs Loriers	X (RP)				X	X
World Forum La Haye						X

(PR): Directors serving as permanent representatives of GL events
Note: Shareholdings in capital refers to both direct and indirect holdings.

06

Shareholder information

STATUTORY INFORMATION ON THE COMPANY

Company name and registered office:

GL events (name adopted by the extraordinary shareholders' meeting of 11 July 2003, replacing the name Generale Location)
Route d'Irigny – Zone Industrielle – 69530 Brignais

Nationality: French

Form and applicable law: *Société Anonyme* [French equivalent of a joint stock company] governed by French law.

Registry of Companies: 351 571 757 RCS LYON – APE Code: 741 J

Corporate charter:

The company's corporate purpose is:
The acquisition of interests in any companies and firms, whether French or foreign joint ventures, current or future, by any means, including by contribution, subscription or purchase of shares, merger, etc.
Any financial transactions or transactions involving movable and immovable property related directly or indirectly to the corporate purpose and to any similar or related purposes;
Any administrative consulting services and other services and any research and development activities;
The organisation, communication, management, general installation and layout of exhibitions, fairs, public or private events, and events of any type, whether in France or other countries, as well as training;
The design, manufacture, leasing, installation and layout of stands, floor covering, floral decoration, decoration of any premises and exhibitions, signs, museum fittings, venue design, furnishings, furniture-equipment and accessories, electricity distribution, lighting systems, light space design, heating, air-conditioning, sound system, captation and projection of films and high-power video projection on any media, multimedia screen walls, temporary structures, platforms, producing signage, exhibition items, and, more generally, any products, processes and undertakings related to these events, as well as their advertising and their promotion in any form whatsoever.

It may act directly or indirectly and may engage in all of these undertakings on its behalf or on behalf of third parties either alone, or through partnerships, associations, joint ventures or companies, with any other persons or companies and carry them out in any form whatsoever.

It may also acquire interests in any companies and business dealings, regardless of the purpose thereof.

Fiscal year

Each fiscal year lasts for one year, commencing on 1 January and ending on 31 December.

General meetings (Articles 22 and 23 of the bylaws or *statuts*)

General meetings of the Shareholders are called by the Board of Directors, or, in its absence, the auditors and any person so authorised by law.

In particular, one or more shareholders, representing at least the required share of the share capital and acting according to the conditions and periods fixed by the law, may request -- by registered mail with request for acknowledgement of receipt -- draft resolutions to be included on the meeting's agenda.

The forms and periods for calling such meetings are governed by the law. The meeting notice must fix the place of the meeting, which may be the registered office, or any other place, as well as its agenda.

Any shareholder may attend general meetings and proceedings in person or through a representative, regardless of the number of his or her shares, subject to providing proof of identity, and provided that no payments are due on said shares on condition they have been registered in his or her name no later than five days preceding the meeting.

Any shareholder may vote by mail using a form that may be obtained according to the conditions indicated by the general meeting notice. Any shareholder may, under the conditions fixed by laws and regulations, send his or her proxy and voting form by mail concerning any general meeting, in paper form, or, based on a decision of the Board of Directors, published in the meeting announcement and notice, by electronic transmission.

A shareholder may also be represented according to the conditions fixed by regulations in effect, provided that the representative is equally a shareholder. A shareholder may also be represented by his or her spouse. A shareholder not domiciled in France whose shares are registered in the name of an intermediary under the conditions fixed in Article L. 228-1 of the French Commercial Code may be represented by this intermediary.

The right to attend or to be represented at the general meetings is conditional either upon registration of the shareholder holding the registered shares in the accounts kept by the company, or filing at the place indicated in the meeting notice certificates issued by the authorised intermediaries confirming that until the date of the meeting, bearer shares are held in an account by the latter and remain non-transferable. These formalities must be accomplished no later than five days preceding the meeting.

The Board of Directors may however reduce or set aside these time requirements.

Holders of registered shares are admitted upon furnishing proof of their identity, while owners of bearer shares are admitted subject to furnishing proof of the aforementioned certificate.

Access to the general meeting is open to registered shareholders, subject to proof of their status. However, if it deems this useful, the Board of Directors may provide shareholders personal admission cards in their name.

Voting rights (article 25 of the bylaws)

At general meetings, each member of the meeting has one vote for each share that he or she possesses or represents, without limitation. However, a voting right double that conferred upon the other shares, with regard to the percentage of the capital they represent, is given to all fully paid up shares held in registered form for at least the last three years in the name of the same shareholder.

If new shares are issued further to the capitalisation of reserves or an exchange of shares in connection with a stock-split or reverse split, the double voting right is conferred upon shares granted in registered form, provided they were held in registered form since their allotment. This double voting right is conferred upon shares held in registered form for three years after being allotted.

Mergers or demergers of the company do not affect the double voting right that may be exercised at the beneficiary company provided the bylaws of the latter have established a double voting right.

Appropriation of income (Article 28 of the bylaws)

At least one-twentieth of the year’s profit, less any losses carried forward, is deducted and allocated to a reserve fund, called the "legal reserve", limited to one-tenth of the share capital. Said deduction shall once again be necessary if, for any reason whatsoever, the "legal reserve" falls below said level.
The distributable profit is constituted by the year’s profit, less any loss carried forward and amounts posted to reserves pursuant to the law or the bylaws, and increased by retained earnings.
From this profit the general meeting then deducts amounts it deems appropriate to allocate to any optional reserve funds, whether ordinary or extraordinary, or to retained earnings.
The balance, when it exists, is allocated to the shares in proportion to their paid up, unredeemed amount.

However, with the exception of a capital reduction, no distribution may be made to the shareholders if, following said transaction, the equity capital is or falls below the amount of the capital increased by the reserves that cannot be distributed pursuant to the law or the bylaws.
The general meeting may decide to distribute amounts deducted from available reserves. In this case, the decision must expressly indicate the reserve accounts from which the deductions are made.

The losses, if any, after approval of the accounts by the general meeting, are registered under liabilities in a special balance sheet account, to be charged to the profits of subsequent years, until extinction or charged to reserves.

Special disclosure requirements concerning ownership thresholds (Article 12 of the bylaws)

In addition to the legal obligation to inform the company of certain percentages of voting rights attached to the capital held, any shareholder, whether an individual or a legal entity, who comes to own or control (whether directly or indirectly, or jointly with other shareholders pursuant to the law) at least 2.5% of the capital and/or voting rights of the company, must inform the company thereof by registered mail with acknowledgement of receipt within fifteen days of the crossing of the threshold. It must also indicate if the shares are held on behalf of, under the control of or jointly with other individuals or legal entities. This notification is repeated for each additional fraction of 2.5% of the capital and/or voting rights up to the threshold of 50% of the capital.

Documents and information concerning the company may be consulted at:

The registered office: Route d'Irigny – Zone Industrielle – 69530 Brignais

INFORMATION ON THE SHARE CAPITAL

Capital stock

The share capital at 31 December 2009 was consequently €71,694,960, divided into 17,923,740 shares of €4.

GL events shares are traded on Eurolist Euronext Paris - Compartment B.

Securities conferring rights to the capital
None

Employee stock options

The combined shareholders meeting of 19 May 2006 authorised the Board of Directors to issue a total of 100,000 options to subscribe for new shares and 100,000 to purchase existing shares in favour of the employees of GL events and of the Group and/or officers of the company or companies of GL events Group. These options were allotted by the Board of Directors on 13 December 2006 (plan 9).

The combined shareholders meeting of 19 May 2008 authorised the Board of Directors to issue a total of 200,000 options to subscribe for new shares or purchase existing shares in favour of employees of GL events and of the Group and/or the directors of the company or companies of GL events Group. These options were granted by the Board of Directors on 8 December 2008 (plan 10). Beneficiaries can only exercise the options allotted to them by the Board of Directors three years following the date of the Board meeting on which they were granted, on condition that said beneficiaries remain employees or officers of GL events or one of the Companies of the Group during this period. In consequence, if they cease to exercise their functions as a salaried employee or officer before exercising their options, the vested rights of the options will be forfeited *ipso jure* by the beneficiaries.

Stock option plan highlights:

	Plan 9 06-01	Plan 10 08-01
Date of the general meeting authorising the grant of bonus shares	19/05/2006	16/05/2008
Date of the Board of Director's meeting	13/12/2006	08/12/2008
Number of shares able to be granted	8,000	129,750
Of which: number to the top 10 grantees	8,000	65,000
Of which: number of shares that can be subscribed by the current members of the Executive Committee	--	30,000
Number of directors concerned	--	10,000
Option exercise starting date	13/12/2008	08/12/2011
End of the holding period	13/12/2010	08/12/2012
Deadline for exercising the options	13/12/2011	08/12/2013
Subscription price (€)	32.79	12.02
Number of shares subscribed (*)	0	0
Remaining number of shares available for subscription	8,000	129,750

(*) At 6 March 2009, after recording the exercise of options by the Board of Directors' meeting of 6 March 2009.

Information on stock option plans in force concerning corporate officers:

	Plan 9 06-01	Plan 10 08-01
Number of shares available for subscription		
Damien Bertrand	--	5,000
Erick Rostagnat	--	5,000
Remaining number of shares available for subscription		
Damien Bertrand	--	5,000
Erick Rostagnat	--	5,000

Bonus shares

The extraordinary shareholders' meeting of 19 May 2006 granted authority to the Board of Directors for 38 months, in accordance with the provisions of articles L225-197-1 *et seq.* of the French Commercial Code, to grant bonus shares either from the existing shares of the company or the issue of new shares. The extraordinary shareholders' meeting fixed the number of bonus shares that may be granted at 40,000. The Board of Directors' meeting of 13 December 2006 decided to grant 38,075 bonus shares (Plan 1).

The extraordinary shareholders' meeting of 16 May 2008 granted authority to the Board of Directors for 38 months, in accordance with the provisions of articles L225-197-1 *et seq.* of the French Commercial Code, to grant bonus shares either from the existing shares of the company or the issue of new shares. The extraordinary shareholders' meeting fixed the number of bonus shares that may be granted at 100,000. The Board of Directors' meeting of 8 December 2008 decided to grant 93,000 bonus shares (Plan 2).

Bonus share grants are subject to the following conditions:

1. Possession of the status of an employee in the Company or companies and or groups of companies affiliated therewith, from the first to the last day of the vesting period;
2. No incident of unfair conduct causing a prejudice to the Company or an affiliated company;
3. Average growth in revenue of GL events Group for 2009 and 2010 of at least 3 % per year.

In accordance with the provisions of L225-197-4 of the French Commercial Code, the following information is provided:

Bonus share plan highlights:

	Plan 1	Plan 2
Date of the general meeting authorising the grant of bonus shares	19/05/2006	16/05/2008
Date of the Board of Director's meeting	13/12/2006	08/12/2008
Number of shares able to be granted	38,075	93,225,
Value on date of grant	34.52	12.02
Of which: number of shares that can be granted to current members of the Executive Committee	4,400	28,000
Number of directors concerned	2,300	8,000
Of which: number to the top 10 grantees	7,500	64,500
End of vesting period	13/12/2009	08/12/2011
End of selling restrictions (holding period)	13/12/2011	08/12/2013
Number of shares exercised	--	--

Information on bonus share plans in force concerning corporate officers:

	Plan 1	Plan 2
Number of shares available for subscription		
Damien Bertrand	1,300	3,000
Erick Rostagnat	1,000	5,000
Number of shares fully vested		
Damien Bertrand	1,300	--
Erick Rostagnat	1,000	--

Authorised capital not issued

The extraordinary shareholders' meeting of 16 May 2008 authorised the Board of Directors to issue all types of negotiable securities conferring present or future rights to shares of the company, with the maintenance and/or cancellation of the preferential subscription right, for a maximum nominal amount of €30 million.

This authorisation was given for 26 months and expires on 16 July 2010.

The Board of Directors did not make use of this authorisation in fiscal 2009.

Five-year summary of changes in GL events' share capital

Date	Type of transaction	Change in capital			Successive amounts of capital	Number of shares		Nominal value
		Issue in cash or in kind		Capitalisation of reserves / debt offset				
		Nominal	Premium			Issued	Total	
11/03/2005	Exercise of options	546 000	1 049 425		54 882 412	136 500	13 720 603	€4
11/03/2005	Exercise of warrants	20	70		54 882 432	5	13 720 608	€4
28/10/2005	Exercise of options	34 800	52 405		54 917 232	8 700	13 729 308	€4
28/10/2005	Exercise of warrants	134 552	470 932		55 051 784	33 638	13 762 946	€4
09/12/2005	Cash contribution	6 116 864	29 666 790		61 168 648	1 529 216	15 292 162	€4
09/12/2005	Exercise of options	134 000	471 825		61 302 648	33 500	15 325 662	€4
09/12/2005	Exercise of warrants	65 616	229 656		61 368 264	16 404	15 342 066	€4
14/03/2006	Exercise of options	56 400	77 315		61 424 664	14 100	15 356 166	€4
14/03/2006	Exercise of warrants	47 724	167 034		61 472 388	11 931	15 368 097	€4
10/07/2006	Exercise of options	56 400	99 065		61 528 788	14 100	15 382 197	€4
10/07/2006	Exercise of warrants	1 491 812	5 221 342		63 020 600	372 953	15 755 150	€4
5/09/2006	Exercise of options	8 000	8 900		63 028 600	2 000	15 757 150	€4
5/09/2006	Exercise of warrants	387 944	1 357 804		63 416 544	96 986	15 854 136	€4
13/12/2006	Exercise of options	103 200	154 070		63 519 744	25 800	15 879 936	€4
12/03/2007	Exercise of options	30 000	83 995		63 549 744	7 500	15 887 436	€4
16/07/2007	Exercise of options	72 000	182 950		63 621 744	18 000	15 905 436	€4
03/09/2007	Exercise of options	10 800	20 061		63 632 544	2 700	15 908 136	€4
07/11/2007	Cash contribution	7 961 216	69 660 640		71 593 760	1 990 304	17 898 440	€4
07/12/2007	Exercise of options	63 200	149 414		71 656 960	15 800	17 914 240	€4
07/03/2008	Exercise of options	10 000	26 875		71 666 960	2 500	17 916 740	€4
13/03/2008	Exercise of options	4 000	12 570		71 670 960	1 000	17 917 740	€4
09/05/2008	Exercise of options	4 000	8 020		71 674 960	1 000	17 918 740	€4
14/05/2008	Exercise of options	12 000	24 060		71 686 960	3 000	17 921 740	€4
04/09/2008	Exercise of options	8 000	25 140		71 694 960	2 000	17 923 740	€4

Analysis of capital and voting rights

At 5 march 2010, the total number of voting rights was 27,261,272. Information concerning the allotment of voting rights is provided on page 135 of the registration document or article 25 of the bylaws.

To the best of the company's knowledge, the breakdown of capital and voting rights held at 5 March 2010 is as follows:

	Number of shares	Percentage of capital	Percentage of voting rights
Polygone (1)	10,309,214	57.52	66.83
Banque de Vizille	905,602	5.05	6.27
Corporate officers			
- Olivier Ginon	91,986	0.51	0.67
- Olivier Roux	4,200	0.02	0.03
- Gilles Gouedard-Comte	41,318	0.23	0.30
- Damien Bertrand	25,795	0.14	0.16
- Nicolas de Tavernost	563	0.00	0.00
- Aquasourça	1	0.00	0.00
- Philippe Marcel	3,925	0.02	0.02
- Yves-Claude Abescat	100	0.00	0.00
- André Perrier	4,850	0.02	0.02
- Erick Rostagnat	28,544	0.16	0.20
Public	6,511,842	36.33	25.50
TOTAL	**17,923,740**	**100.00**	**100.00**

(1) Polygone is a holding company whose capital is held as follows:
- Olivier Ginon: 50.20%
- Olivier Roux: 19.70%
- Aquasourça: 10.00%
- Banque de Vizille: 5.01%
- Salvepar: 5.00%
- Xavier Ginon: 3.91%
- Compagnie du Planay: 3.17%
- Crédit Agricole Capital Investissement: 2.25%
- LCL Régions Développement: 0.43%
- Calixte Investissement: 0.32% - Other individual investors holding jointly a total of 0.01% of the capital.

Compagnie du Planay is a holding company in which Mr. Gilles Gouedard-Comte has a controlling interest of 99.99%.

Disclosures concerning the crossing of ownership thresholds

To the best of the Company’s knowledge, no shareholder ownership thresholds were crossed in 2009 subject to disclosure requirements.

Non-transferable shares

None.

Own shares held directly or through Group subsidiaries

In accordance with the provisions of L225-211 of the French Commercial Code, the following information is provided:

Within the framework of the share repurchase program renewed by the combined shareholders' meeting of 24 April 2009, GL events engaged in the following transactions:

	Balance at 01/01/09		Purchases from 01/01/2008 to 31/03/2009 (12 months)		Sales from 1/01/2008 to 31/12/2009 (12 months)		Balance at 31/12/2009		Balance at 31/12/09
	1	2	1	2	1	2	1	2	
Number of shares	414,498	44,472	24,495	482,868	215,561	513,048	223,432	14,292	237,724
Average price (in €)	31.21	12.97[1]	11.73	13.32	30.53	13.11	23.73	17.14[1]	28.97
Purchase price (euro thousands)	12,938	577[1]	287	6,431	6,582	6,728	6,643	245[1]	6,888
Sale price (euro thousands)						6,441			
Percentage of capital	2.31%	0.25%	0.14%	2.69%	1.20%	2.86%	1.25%	0.25%	1.33%

Col. 1: Treasury shares
Col. 2: Liquidity agreement
[1] Valuation based on the market share price of the day.

The liquidity agreement with an investment services provider adheres to the conduct of business rules recognised by the French financial market authority (AMF) for market making purposes. Trading fees for the above transactions in connection with this market making agreement totalled €30,500 for 2009.

Treasury stock is destined for use in connection with external growth transactions, stock option programs or bonus share grants.

Changes in the shareholder structure over the last three years

Pursuant to the changes in capital described in the above table "Five-year summary of changes in GL events' share capital", the shareholder structure has evolved as follows:

Percentage of capital (at 31 December)	**2007**	**2008**	**2009**
Polygone	55.07	56.05	57.52
Other directors	1.14	2.49	1.10
Banque de Vizille	5.06	5.05	5.05
Other shareholders	38.73	37.82	36.33

Percentage of capital (at 31 December)	**2007**	**2008**	**2009**
Polygone	66.67	65.59	65.59
Other directors	1.73	2.20	1.40
Banque de Vizille	5.89	6.05	6.27
Other shareholders	25.71	23.59	25.50

Shareholders' agreements

There are no shareholders agreements.

Pledges, guarantees and sureties
Pledges of shares of the issuer registered in an account in the name of the shareholder (*nominatif pur*): At 31 December 2003, 3,711,800 GL events share were pledged by Polygone SA as collateral for the Club Deal syndicated loan agreement.

07

Additional information

DRAFT RESOLUTIONS SUBMITTED TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 30 APRIL 2010

Ordinary resolutions

RESOLUTION ONE

(Approval of the parent company financial statements for the fiscal year ended 31 December 2009 and grant of discharge to directors)

The shareholders, having reviewed the report of the Board of Directors, the report of the chairman on the preparation and organisation of the work of the Board of Directors and internal control procedures, and the report of the statutory auditors on the parent company financial statements and their report on this latter report of the chairman, approve the annual financial statements and notably, the balance sheet, income statement and notes to the financial statements for the period ended 31 December 2009, as presented, as well as the operations reflected in the financial statements or summarised in the reports.

In accordance with article 223 *quater* of the French General Tax Code, they approve the expenses and charges provided for under article 39-4 of said code that totalled €33,631.

In consequence, the shareholders grant a discharge to the directors for their management for the period ended 31 December 2009.

RESOLUTION TWO

(Approval of the consolidated financial statements for the fiscal year ended 31 December 2009)

The shareholders, having reviewed the report of the Board of Directors and the report of the statutory auditors on the consolidated financial statements, approve the consolidated annual financial statements and notably, the balance sheet, income statement and notes to the financial statements for the period ended 31 December 2009, as presented, as well as the operations reflected in the financial statements or summarised in the reports.

RESOLUTION THREE

(Appropriation of net income of the period)

The shareholders, In accordance with the conditions of quorum and majority that apply at ordinary general meetings, decide to appropriate the net income of €16,294,665.77, as follows:

Determination of distributable income	
Net income for the period	€16,294,665.77
Retained earnings	€14,252,306.49
Distributable amount	€30,546,972.26

Proposed appropriation

Legal reserve	€814,733.29
Dividends or €0.90 per share (x 17,923,740*)	€16,131,366.00
Retained earnings	€13,600,872.97
Total	€30,546,972.26

After the distribution of earnings, the company's share capital would be €218,966,000.

As required by law, dividends distributed for the last three financial periods were as follows:

Fiscal year	Net dividend	Rebate (**)
31/12/2006	€0.70	€0.28
31/12/2007	€0.90	€0.36
31/12/2008	€0.90	€0.36

(**) - individual investors are eligible for a 40% tax rebate for dividends distributed in 2009, 2008 and 2007 for fiscal years 2008, 2007 and 2006.

In compliance with the provisions of Article 243 *bis* of the French General Tax Code, shareholders are duly informed that the breakdown of the dividend eligible for the 40% tax deduction provided for under article 158 of the French General Tax Code amended by the 30 December 2005 law 2005-1719 is as follows:

Year	Registered shares held by individuals(*)	Registered shares held by legal entities	Dividend eligible for a 40% tax rebate	Dividend not eligible for a 40% tax rebate
31/12/2009	6,819,229		€6,137,306.10,	
		11,104,511		€9,994,059.90

(*) Under this heading are included by default bearer shares including those that may be held by legal entities.

And provided that beneficiaries of dividends or selected beneficiaries do not opt for the flat rate withholding tax on dividends.

Whether or not individual investors opt for the application of a flat rate withholding tax, the shareholders' meeting notes that the French taxes (CSG – CRDS) on investment income will be withheld by the Company for payment to the tax authorities no later than within the first fifteen days of the month following the payment of the dividend. In consequence, the amount of dividends reverting to individual investors will be reduced by 12.1%.

RESOLUTION FOUR

(Approval of related-party agreements presented in the Auditors' special report)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary general meetings, having reviewed the Auditors' special report on regulated agreements governed by articles L. 225-38 *et seq.* of the French Commercial Code, approve the agreements presented therein.

RESOLUTION FIVE

(Renewal of the appointment of Olivier Ginon as director)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary general meetings, having reviewed the Board of Directors’ report, duly noting that the appointment of:

- Olivier Ginon

as Director has expired on this day, renew his appointment for six (6) years or until the annual shareholders' meeting to be held in 2016 called to rule on the financial statements for the fiscal year ending 31 December 2015.

RESOLUTION SIX

(Renewal of the appointment of Olivier Roux as director)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary general meetings, having reviewed the Board of Directors' report, duly noting that the appointment of:

- Olivier Roux

as Director has expired on this day, renew his appointment for six (6) years or until the annual shareholders' meeting to be held in 2016 called to rule on the financial statements for the fiscal year ending 31 December 2015.

RESOLUTION SEVEN

(Authority of the Board of Directors to buy back shares of the company)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary general meetings, having reviewed the Board of Directors' report:

- Terminate, with immediate effect for the unused portion, the authorisation granted under resolution six of the ordinary general meeting of 24 April 2009 for repurchase by the Company of its own shares;
- Authorise the Board of Directors in accordance with the provisions of articles L.225-209 *et seq.* of the French Commercial Code to purchase shares of the Company not to exceed 10% the number of shares representing the share capital of the company on the date of this meeting (including treasury shares currently held), as follows:
    - The maximum purchase price per share under this authorisation is €80 (excluding execution fees) In the event of equity transactions including notably the capitalization of reserves and the grant of bonus shares, stock splits or reverse splits, or a modification of the nominal value of the shares, this price will be adjusted in consequence.

On this basis, the maximum funds destined for this share repurchase program is €141,406,464 calculated on the basis of the share capital at 5 March 2010 with 247,932 treasury shares held on the same date. This maximum amount may be adjusted to take into account the amount of capital on the date of the general meeting.

This authorisation is granted for the following purposes:

- Grants of shares to employees or corporate officers of the company and French or foreign companies or groups of companies related thereto according to the procedures provided by law, and notably in connection with employee profit-sharing, stock ownership or company savings plans, stock option programs or the grant of bonus shares;

- Hold shares for subsequent use as a means of payment or exchange in connection with acquisitions, in compliance with market practices admitted by the AMF (*autorité des marchés financiers*) and subject to the limits provided for under paragraph 6 of article L.225-209 of the French Commercial Code;

- Ensure the liquidity of the market of the company's share through an independent investment service provider within the framework of a liquidity agreement in compliance with conduct of business rules admitted by the AMF, it being specified that the number of shares taken into account to calculate the aforementioned 10% limit corresponds to shares purchased minus the number of shares sold over the duration of this authorisation;

- Reduce the share capital of the company, in accordance with resolution eight of this general meeting, subject to its adoption;

- Remit shares following the exercise of rights attached to securities conferring present or future rights to shares;

- Engage in any market practice subsequently admitted by law or the AMF.

The shares may be acquired, sold or transferred, on one or more occasions, by any means and at any time, including during takeover bids, on or off-market, and notably over-the-counter and including through block trades or recourse to derivative financial instruments and the purchase of stock purchase options in compliance with applicable regulations.

In compliance with article L.225-209 paragraph 3 of the French Commercial Code, the Board of Directors grants full powers to its Chief Executive Officer to proceed with one or more share repurchase programs, whereby the Chief Executive Officer must report to the Board of Directors on usages of this authority.
All powers are granted to the Board of Directors, which it may in turn further delegate, to implement this authorisation and notably to:

- Produce, as applicable, a description of the program mentioned under article 241-2 of the AMF General Regulation and publish the procedures in accordance with article 221-3 of this Regulation, before proceeding with this share repurchase program;

- Place all stock market orders, sign all purchase, sale or transfer agreements;

- Conclude all agreements and carry out all formalities and all other measures required for the application of this authorisation.

This authorisation is granted for eighteen months from the date of this meeting.

Extraordinary resolutions

RESOLUTION EIGHT

(Authority of the Board of Directors to reduce the share capital through the cancellation of treasury shares)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report, in accordance with the provisions of article L.225-209 of the French Commercial Code, and subject to approval of the preceding resolution seven, authorise the Board of Directors to:

- Cancel shares acquired under resolution seven herein and previous authorisations, on one or more occasions, subject to a limit of 10% of the share capital on the date of the Board of Directors' decision to cancel the shares and per 24 month period and reduce in consequence the share capital of the company;

- Adjust, if necessary, the rights of holders of securities conferring rights to share capital and stock options or stock purchase options for which issuance may have previously been decided and is still outstanding on the date the capital reduction is carried out.

All powers are granted to the Board of Directors, which it may in turn further delegate, to implement this authorisation and notably to:

- Make all decisions concerning cancellations or the reduction of capital;

- Allocate the difference between the purchase price of potential shares and their par value to reserve accounts of their choosing including "additional paid-in capital;

- Take all measures, make all declarations, fulfil all formalities, including declarations with the AMF;

- Amend the bylaws of the company in consequence;

- And in general, undertake all that is necessary.

This authorisation is granted for eighteen months from the date of this meeting. It supersedes and replaces the authorisation granted under resolution seven of the shareholders meeting of 24 April 2009.

RESOLUTION NINE

(Authority of the Board of Directors to issue ordinary shares of the company and securities conferring rights to said shares maintaining preferential subscription rights)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report and duly noting that the share capital was fully paid up, in accordance with articles L. 225-129-2 and L. 228-92 of the French Commercial Code:

- Terminate, with immediate effect for the unused portion the authorisation granted under resolution sixteen by the extraordinary shareholders' meeting of 16 May 2008;

- And grant the Board of Directors authority, for 26 months from the date of this meeting, to issue, maintaining the preferential subscription rights of shareholders, shares of the company or securities, including straight warrants issued for or without consideration conferring present and/or future rights to the Company's shares, that may be subscribed for by cash or by offseting debt;

- Decide that the maximum nominal amount of present or future capital increases of the company, resulting from issues undertaken by virtue of this authorisation shall not exceed €30 million, that shall not include the nominal value of futures shares the Company may issue, when necessary, for adjustments to maintain holders' rights attached to securities conferring rights to ordinary shares;

- Decide that the securities issued conferring rights to ordinary shares may consist of bonds or other debt securities or be attached to said securities thus issued or serve as interim securities leading to the issuance of debt securities. They may be issued in euros, foreign currencies or in currency units composed of a basket of currencies, paying fixed or variable rate interest or accruing until maturity. In addition, they may be subject to guarantees or securities, repayment with or without premiums or redemption. The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further proviso that this amount (i) does not include any repayment premium or premiums in excess of par when provided for, (ii) applies to a common limit for all debt securities issued in accordance the following resolution (iii) is autonomous and distinct from the amount of any negotiable securities conferring a right to grant debt securities issued pursuant to a decision or authorisation of the Board of Directors in compliance with article L. 228-40 of the French Commercial Code. The term of the bonds other than those in the form of perpetual notes may not exceed 15 years. Securities thus issued may in addition be repurchased on the stock market or used in connection with tender bids or exchange offers by the Company.

Shareholders shall have a preferential right to subscribe for ordinary shares or securities issued under this resolution on the basis of irrevocable entitlement (*à titre réductible*) in proportion to their rights and within the limit of their demand. The Board may also grant shareholders rights to subscribe for excess ordinary shares or securities without trading rights on a non-preferential basis (*à titre réductible*) in accordance with applicable laws.

If applications for new shares on the basis of irrevocable entitlement, and as the case may be, for excess shares on a non-preferential basis (*à titre réductible*), should fail to account for the entire issue, the Board of Directors may in the order of its choice opt for one or more of the following solutions: (i) reduce as provided for under law the amount of the offering on the basis of applications received provided that they cover at least three quarters the amount of the offering decided, (ii) freely allocate all or part of the offering unsubscribed to beneficiaries of its choice (existing shareholders or otherwise), or (iii) offer all or part of the unsubscribed securities to the public.

The shareholders duly note that this authorisation shall entail waiver by existing shareholders of their preferential rights to subscribe for ordinary shares issued in consideration for the exercise of rights attached to said securities.

The shareholders decide that warrants in respect to the company shares may be issued both in connection with subscription offers but also free grants to owners of existing shares. Moreover, in the case of the free grant of warrants, the Board of Directors will have the authority to decide that fractional rights to the allotment of free shares shall not be negotiable and the corresponding securities shall be sold.

The Board of Directors shall set the characteristics, amount and procedures of the issue and all other securities issued. In particular, it shall determine, in accordance with the terms of its report, their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued under this authorisation shall confer access to ordinary shares of the Company and for debt securities, their seniority.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the bylaws accordingly, and to proceed with all formalities and filings and solicit all authorisations necessary to ensure the success of the issue.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION TEN

(Authority of the Board of Directors to proceed with a public offering by issuing ordinary shares of the company and securities conferring rights to said shares entailing cancellation of preferential subscription rights).

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report and duly noting that the share capital was fully paid up, in accordance with articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-92 of the French Commercial Code:

- Terminate, with immediate effect for the unused portion, the authorisation granted under resolution seventeen by the extraordinary shareholders' meeting of 16 May 2008;

- Grant the Board of Directors authority for 26 months from the date of this meeting to issue through a public offering (i) ordinary shares of the company (ii) and other securities conferring present or future rights through any means, to ordinary shares of the Company, existing or to be issued, that may be subscribed for by cash or by being offset by debt that is due and payable;

- Decide to cancel the preferential subscription rights of existing shareholders to these ordinary shares and securities;

- Decide that the maximum nominal amount of present or future capital increases of the company, resulting from issues undertaken by virtue of this authorisation shall not exceed €30 million, that shall not include the nominal value of futures shares the Company may issue, when necessary, for adjustments to maintain holders' rights attached to securities conferring rights to ordinary shares;

- Decide that the securities issued conferring rights to ordinary shares may consist of bonds or other debt securities or be attached to debt securities or serve as interim securities leading to the issuance of debt securities. For the term of these securities and the rights they may confer to ordinary shares, their reimbursement, seniority or redemption, the provisions concerning securities of the same nature may be issued on the basis of the preceding resolution. The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further proviso that (i) this amount does not include any repayment premium or premiums in excess of par when provided for, (ii) this amount applies to a common limit for all debt securities issued in connection with this authorisation (iii) this amount is autonomous and distinct from the amount of any negotiable securities conferring a right to grant debt securities issued pursuant to a decision or authorisation of the Board of Directors in compliance with article L. 228-40 of the French Commercial Code.

The Board of Directors may grant shareholders the possibility to apply for the exact rights of ordinary shares or securities on the basis of irrevocable entitlement and/or on a non-preferential basis for excess shares, for which it shall set, in accordance with applicable laws, the procedures and conditions for exercising these rights, without however creating negotiable rights. Securities not taken up on this basis may be placed through a public offering.

If applications to take up shares, including if applicable those of shareholders should fail to account for the entire issue, the Board of Directors may reduce the amount of the offering under the conditions provided for by law.

The shareholders duly note that this authorisation shall entail waiver by existing shareholders of their preferential rights to subscribe for ordinary shares issued in consideration for the exercise of rights attached to said securities.

The Board of Directors shall set the characteristics, amount and procedures of the issue and all other securities issued. In particular, it shall determine, in accordance with the terms of its report, their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued under this authorisation shall confer access to ordinary shares of the Company and for debt securities, their seniority, whereby:

A. The issue price of ordinary shares shall equal at least the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary the amount to take into account the difference in the date of record;

B. The issue price of securities shall be such that the amount immediately received by the company, plus any amount received subsequently shall be for each ordinary share issued in consequence, at least equal to the amount referred to above in paragraph A, after adjustments if applicable, to take into account the difference in the date of record.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the bylaws accordingly, and to proceed with all formalities and filings and solicit all authorisations necessary to ensure the success of the issue.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION ELEVEN

(Authority of the Board of Directors to proceed with a public offering provided for under section II of Article L411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) by issuing ordinary shares of the company and securities conferring rights to said shares entailing cancellation of preferential subscription rights.)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report and duly noting that the share capital was fully paid up, in accordance with articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-92 of the French Commercial Code:

- Terminate, with immediate effect for the unused portion the authorisation granted under resolution seventeen by the extraordinary shareholders' meeting of 16 May 2008;

- Grant the Board of Directors authority for 26 months from the date of this meeting to issue through a public offering in accordance with section II of Article L411-2 of the French Monetary and Financial Code (*Code monétaire et financier*) (i) ordinary shares of the company (ii) and other securities conferring present or future rights through any means, to ordinary shares of the Company, existing or to be issued, that may be subscribed for by cash or by being offset by debt that is due and payable;

- Decide to cancel the preferential subscription rights of existing shareholders to these ordinary shares and securities;

- Decide that the maximum nominal amount of present or future capital increases of the company, resulting from issues undertaken by virtue of this authorisation shall not exceed 20% of the share capital per 12 month period, that shall not include the nominal value of futures shares the Company may issue, when necessary, for adjustments to maintain holders' rights attached to securities conferring rights to ordinary shares;

- Decide that the securities issued conferring rights to ordinary shares may consist of bonds or other debt securities or be attached to debt securities or serve as interim securities leading to the issuance of debt securities. For the term of these securities and the rights they may confer to ordinary shares, their reimbursement, seniority or redemption, the provisions concerning securities of the same nature may be issued on the basis of the preceding resolution. The face value of debt securities thus issued shall not exceed €120 million or an equivalent value in another currency at the time the issue is decided with the further proviso that (i) this amount does not include any repayment premium or premiums in excess of par when provided for, (ii) this amount applies to a common limit for all debt securities issued in connection with this authorisation (iii) this amount is autonomous and distinct from the amount of any negotiable securities conferring a right to grant debt securities issued pursuant to a decision or authorisation of the Board of Directors in compliance with article L. 228-40 of the French Commercial Code.

If applications to take up shares, including if applicable those of shareholders should fail to account for the entire issue, the Board of Directors may reduce the amount of the offering under the conditions provided for by law.

The shareholders duly note that this authorisation shall entail waiver by existing shareholders of their preferential rights to subscribe for ordinary shares issued in consideration for the exercise of rights attached to said securities.

The Board of Directors shall set the characteristics, amount and procedures of the issue and all other securities issued. In particular, it shall determine, in accordance with the terms of its report, their subscription price, the amount of premium, if any, the conditions of their payment, their date of record which may be retroactive, the terms and conditions whereby securities issued under this authorisation shall confer access to ordinary shares of the Company and for debt securities, their seniority, whereby:

A. The issue price of ordinary shares shall equal at least the minimum amount provided for by laws and regulations in force when this authorisation is exercised, after adjusting, if necessary the amount to take into account the difference in the date of record;

B. The issue price of securities shall be such that the amount immediately received by the company, plus any amount received subsequently shall be for each ordinary share issued in consequence, at least to the equal amount referred to above in paragraph A, after adjustments if applicable, to take into account the difference in the date of record.

The Board of Directors shall have full authority to implement this authorisation, and in particular to conclude all agreements for this purpose notably to ensure the success of the issue, to proceed through one or more tranches, in proportions and at such times it considers appropriate with the issues mentioned above and, if applicable, to delay the same, record completion thereof and amend the bylaws accordingly, and to proceed with all formalities and filings and solicit all authorisations necessary to ensure the success of the issue.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION TWELVE

(Authorisation of the Board of Directors, in connection with issues entailing waiver of preferential subscription rights for ordinary shares or securities conferring rights to said shares to set the issue price in accordance with the terms and conditions as determined by the general meeting).

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report, and in accordance with article L. 225-136 of the French Commercial Code:

- Terminate, with immediate effect the authorisation granted under resolution eighteen by the extraordinary shareholders' meeting of 16 May 2008;

- Authorise the Board of Directors, for 26 months from the date of this meeting, for each of the issues undertaken in accordance with the authorisation proposed above under resolutions ten and eleven subject to a maximum limit of 10% of the Company's share capital (at the date of the meeting) per 12 month period, and as an exception to the procedures for determining the prices provided for under the said resolutions to set the price for the issue of ordinary shares and/or securities issued as follows:

A. The issue price for ordinary shares shall be at least equal to the average weighted price of the last twenty trading sessions subject to a discount of 5%;

B. The issue price of securities conferring rights to ordinary shares shall be such that the total amount immediately received by the company, or in the case of the issue of securities conferring rights to the ordinary shares of a subsidiary, by the subsidiary, plus when applicable any amount that may subsequently be received by the company or the subsidiary according to the case either for each ordinary share issued as a result of this securities issue, or at least equal to the amount referred to above in paragraph A, and after adjustments, if applicable, of this amount to take into account the difference in the date of record.

The maximum nominal amount of capital resulting from issues that may be undertaken under this authorisation shall be included under the limits for capital increases set forth herein under resolutions ten and eleven.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION THIRTEEN

(Authority of the Board of Directors to increase the number of shares to be issued in connection with capital increases with or without preferential subscription rights).

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report and in accordance with article L. 225-135-1 of the French Commercial Code:

- Terminate, with immediate effect the authorisation granted under resolution nineteen by the extraordinary shareholders' meeting of 16 May 2008;

- Authorise the Board of Directors for 26 months from the date of this meeting to decide, within 30 days following the end of the initial subscription period for each of the issue pursuant to the above resolutions nine, ten and eleven, to increase the number of shares to be issued by an amount not to exceed 15% the initial limit, and subject to the maximum amount provided for under the resolution on the basis of which the issue shall be decided.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION FOURTEEN

(Authority of the Board of Directors to issue ordinary shares and securities conferring rights to said shares in connection with public exchange offers initiated by the company)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report and the Auditors' special report in accordance with articles L. 225-129-2, L. 225-148 and L. 228-92 of the French Commercial Code:

- Terminate, with immediate effect for the unused portion the authorisation granted under resolution twenty by the extraordinary shareholders' meeting of 16 May 2008;

- Grant the Board of Directors, for 26 months from the date of this meeting, authority to decide, on the basis of and in accordance with the conditions set forth above in resolutions ten and eleven, to issue ordinary shares of the Company or securities conferring by any means present or future rights to existing or future ordinary shares in connection with a public exchange offer initiated in France or other countries in compliance with local regulations, by the Company for the shares of another company admitted for trading on a regulated market referred to in article L. 225-148 mentioned above, and cancelling, the preferential subscription rights of existing shareholders to these ordinary shares and securities in favour of the holders of such securities.

The shareholders duly note that this authorisation shall entail waiver by existing shareholders of their preferential rights to subscribe for ordinary shares issued in consideration for the exercise of rights attached to said securities.

The maximum nominal amount of present or future capital increases of the company, resulting from issues undertaken by virtue of this authorisation shall not exceed €30 million included under the maximum amount provided for above in resolutions ten and eleven, but shall not include the nominal value of ordinary shares the Company may subsequently issue, when necessary, for adjustments to maintain the rights attached to securities conferring rights to ordinary shares.

The shareholders decide that the Board of Directors will be vested with all powers to proceed with public offerings mentioned above and notably:

- Determine the share exchange ratio and when applicable, the balance to be paid in cash;
- Record the number of shares tendered in the exchange offer;
- Determine issue dates, terms and conditions of the issue including notably the price and data record, of the new ordinary shares or, if applicable, securities conferring present or future rights to ordinary shares of the Company;
- Record under liabilities in the balance sheet under ”additional paid-in capital” the difference between the issue price of ordinary new shares and their face value;
- If necessary, charge all expenses and costs incurred in connection with the exchange offer to "additional paid-in capital";
- And in general, take all useful measures and conclude all agreements to ensure the success of the transaction thus authorised, record the completion of the capital increase(s) and amend the bylaws in consequence.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION FIFTEEN

(Maximum amount of authorisations)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders’ meetings, having reviewed the Board of Directors’ report, and pursuant to adoption of the six preceding resolutions, set the maximum authorised amount of present and/or future capital increases at €60 million that may be carried out by virtue of the authorities granted under said resolutions, it being specified that to this nominal amount shall be added, if applicable, the nominal amount of ordinary shares of the Company that may be issued pursuant to adjustments made to protect the interests of holders of rights attached to securities conferring rights to ordinary shares.

RESOLUTIONS SIXTEEN

(Authority of the Board of Directors to increase the capital through the capitalisation of reserves, retained earnings or additional paid-in capital).

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary general meetings, having reviewed the Board of Directors’ report in accordance with articles L. 225-129-2 et L. 225-130 of the French Commercial Code:

- Terminate, with immediate effect for the unused portion the authorisation granted under resolution twenty-two by the extraordinary shareholders’ meeting of 16 May 2008;
- Grant the Board of Directors, for 26 months from the date of this meeting, authority to decide to increase the share capital through one or several tranches and at times and according to procedures it shall determine through the capitalization of reserves, retained earnings or additional paid-in

capital pursuant to the creation and grant of bonus shares or the increase in the par value of existing ordinary shares, or a combination thereof.

The shareholders grant the Board of Directors the authority to decide that fractional shares will not be negotiable nor transferable and that the corresponding security shall be sold. The proceeds of said sales will be allocated to the holders of such rights within the time limits provided for by regulation.

The maximum nominal amount of the capital increase, with immediate effect or in the future, resulting from issues undertaken under this authorisation shall not exceed €60 million, it being specified that this maximum amount shall be set (i) without taking into account the nominal value of ordinary shares of the Company that may be issued pursuant to adjustments made to protect the interests of holders of rights attached to securities conferring rights to ordinary shares and (ii) shall be separate and distinct from the maximum capital increases resulting from the issue of ordinary shares or securities proposed above under resolutions nine to fourteen.

The Board of Directors shall be vested with all powers to implement this authorisation and, in general, undertake all measures and formalities necessary for the successful completion of the capital increase.

The Board of Directors may furthermore, within the limits set forth above, in turn delegate the authority granted to it under this resolution to the Chief Executive Officer.

RESOLUTION SEVENTEEN

(Amendment of Article 16 of the bylaws)

The shareholders, in accordance with the conditions of quorum and majority that apply at ordinary general meetings, having reviewed the Board of Directors' report, decide to modify Article 16 of the bylaws as follows:

Article 16 – Board of Directors

The first sentence of the second paragraph of Article 16 of the bylaws is replaced by the following wording:

"In the course of the duration of the Company's life, Directors are appointed by the ordinary general meeting for terms of four (4) years and may be reappointed."

This modification shall take effect and apply for all appointments after the date of this meeting.

RESOLUTION EIGHTEEN

(Authority of the Board of Directors to proceed with rights issues reserved for company employees participating in an employee stock ownership plan in accordance with article L.225-129-6 of the French Commercial Code)

The shareholders, in accordance with the conditions of quorum and majority that apply at extraordinary shareholders' meetings, having reviewed the Board of Directors' report prepared in compliance with articles L.225-102 et L.225-129-6 of the French Commercial Code, the Auditor's special report, and the provisions of articles L. 225-129-6, L. 225-138 I and II and L. 225-138-1 of the French Commercial Code:

- Authorise the Board of Directors, to proceed with a rights issue for ordinary shares reserved for salaried employees of the Company and affiliated companies as defined under article L.225-180 of the French Commercial Code through an employee stock ownership plan. This rights issue will be carried out accordance with the conditions provided for under articles L. 3332 -18 *et seq.* of the French labour code.

On this basis, the shareholders shall:

- Decide to cancel preferential subscription rights to new shares to be issued in favour of employees of the Company and affiliated companies participating in an employee stock ownership plan ;

- Resolve that the issue price of the new shares shall be set by the Board of Directors in reference to the Company's share price on Eurolist of Euronext Paris that may not exceed the average price of the 20 trading sessions preceding the date of the Board of Directors' meeting that decided to open the subscription period nor be less than 20% of this average or 30% when the waiting period provided for by the employee stock ownership plan is greater than or equal to 10 years;

- Determine that the maximum nominal amount of the rights issue that the Board of Directors may undertake may not increase the shareholding of said employees (including shareholdings to date) to more than 3% of the total share capital on the date the Board of Directors decides to implement this authorisation;
- Decide that the new shares that shall be issued will be subject to all provisions of the bylaws and shall rank *pari passu* with existing shares and carry rights to dividends on the first day of the period in which the rights issue was carried out;
- Grant all powers to the Board of Directors, for the purpose of, and subject to the conditions and limits set forth above, deciding and undertaking, through a single transaction, this rights issue, determining the conditions for qualifying beneficiaries, that may include conditions of seniority as a salaried employee, without however exceeding six months, determining the conditions for the issuance and payment of the shares, amending the bylaws in consequence, and in general take all necessary measures;
- Decide that this authorised rights issue must be completed within one year from the date of the meeting.

The shareholders duly note that this resolution has been proposed to comply with the provisions of article L.225-129-6 of the French Commercial Code in respect to the authorisations granted above under resolutions nine to fourteen.

ANNUAL FILINGS AND DISCLOSURES

This annual report has been published in accordance with article 451-1-1 of the French Monetary and Finance Code and article 221-1-1 of the AMF General Regulation. This document contains information published or made available to the public between 1 January 2009 and 31 March 2010 by GL events in compliance with legal or regulatory disclosure obligations.

INFORMATION AVAILABLE ON WEB SITES: www.gl-events.com and www.amf-France.org

Announcements

Dates	Announcements
Monthly and weekly disclosures - Purchases and sales of own shares	
Monthly disclosures - Voting rights	
3 February 2009	2008 sales
10 March 2009	2008 annual results
20 March 2009	Notices of preliminary call (*convocation*) and second call (*avis de réunion*) of the shareholders' meeting of 24 April 2009
21 April 2009	2009 first-quarter sales
21 July 2009	2009 first-half sales
July 2009	Interim report on the liquidity agreement
	2009 first half results
5 October 2009	Management of the Palais de la Mutualité awarded to GL events
14 October 2009	Major development for GL events in Venue management and events in international markets
20 October 2009	2009 third-quarter sales
January 2008	Annual report on the liquidity agreement
2 February 2010	2009 sales
15 February 2010	The City of Paris' Special Commission selects GL events for the management of Palais Brongniart
9 March 2010	2009 annual results

Registration document and offering memorandums

Dates	Announcements
8 April 2009	Registration document 2008 D.09-0315

INFORMATION PUBLISHED THROUGH THE PRESS

Dates	Announcements	Publication
4 February 2009	2008 fourth quarter sales: Organic growth of 8.7% – Resumption of growth, 2009 off to a strong start	La Tribune
11 March 2009	2008 consolidated accounts – Good operating results and dividend proposal Maintained at €0.90 - Operating margin: 8,8% Net income: €28.7 million - Operating cash flow: €80.8 million	La Tribune
22 April 2009	2008 first-quarter sales: €188.5 million Organic growth of 12%, 2009 off to a strong start	Les Echos
30 June 2009	Accelerated expansion in the event communication segment	Les Echos
22 July 2009	2009 first-half sales	Les Echos
	2009 first half results	Les Echos
6 October 2009	Management of the Palais de la Mutualité awarded to GL events	Les Echos
15 October 2009	Major addition to GL events' portfolio of international venues under management	Les Echos
16 October 2009	Disposal of real estate assets in Turin and Budapest	Les Echos
21 October 2009	2009 Nine-month sales: €404 million	Les Echos
3 February 2010	2008 fourth quarter sales: €581.4 million, resilient Group performance in 2009	Les Echos
15 February 2010	The City of Paris' Special Commission selects GL events for the management of Palais Brongniart	Les Echos
10 March 2010	2009 consolidated results – Group performs well 2010 outlook: major developments in international markets	Les Echos

OFFICIAL LEGAL ANNOUNCEMENTS

Dates	Publication date	Announcements
20 March 2009	34	Notices of preliminary call & second call of the General Meeting
3 April 2009	40	Amended meeting notice constituting the preliminary and second call
8 May 2009	55	Voting rights
8 May 2009	55	Certification of the Statutory Auditors
24 March 2010	34	Notice of the General Meeting

INFORMATION FILED WITH THE REGISTRAR OF THE LYON COMMERCIAL COURT

Dates	Publication date	Announcements
27 August/2009		Filing of the 2009 annual financial statements
14 September/2009		Filing of the 2009 consolidated financial statements

OFFICER RESPONSIBLE FOR THE REGISTRATION DOCUMENT (*DOCUMENT DE REFERENCE*)

Olivier Ginon
Chairman and Chief Executive Officer

RESPONSIBILITY STATEMENT

"I declare that, to my knowledge, the information contained in this document provides a true and fair picture of the company's existing situation. It does not contain any omissions that could affect the validity of this document.

I declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable financial reporting standards and give a true and fair view of the assets and liabilities, financial position and results of the operations of the company and the group formed by the companies included in the consolidated financial statements, and that the management report for the period, included on page 32 herein faithfully presents business trends, the results and financial position of the company and the group included in the consolidation and the description of the main risks and uncertainties.

The statutory auditors have issued reports on the historical information presented in the registration document. The report on the consolidated financial statements for the fiscal year ended 31 December 2009 included on page 110 includes an observation."

Olivier Ginon
Chairman

Lyon 15 April 2010

AUDITORS

	Date of first appointment	Renewal date	End of appointment (AGM approving the accounts closed at)
Statutory auditors: **Maza – Simoens** Michel Maza 302, rue Garibaldi 69007 Lyon	14 June 2009	16 May 2009	31 December 2013
Mazars Christine Dubus 131, boulevard Stalingrad 69624 Villeurbanne	13 July 2005	16 May 2008	31 December 2013
Alternate auditors: Raphael Vaison de Fontaine 513, rue de Sans Souci 69760 Limonest	16 May 2008		31 December 2013
Olivier Bietrix 131, boulevard Stalingrad 69624 Villeurbanne	13 July 2005	16 May 2008	31 December 2013

INFORMATION INCORPORATED BY REFERENCE

In accordance with article 28 of the Commission Regulation (EC) 809-2004 implementing the prospectus directive, the following information shall be incorporated by reference in this registration document:

- The consolidated financial statements for the period ended 31 December 2008 and the auditors' report on these financial statements presented respectively on pages 78 to 110 and 121 of the registration document D09-0210 filed with the French financial market authority (AMF) on 08 April 2009.
- The consolidated financial statements for the period ended 31 December 2007 and the auditors' report on these financial statements presented respectively on pages 85 to 119 and 120 of the registration document D08-0315 filed with the French financial market authority (AMF) on 29 April 2008.

CROSS-REFERENCES WITH EC MINIMUM DISCLOSURE REQUIREMENTS FOR REGISTRATION DOCUMENTS

This table provides cross-references with the minimum disclosure requirements for share registration documents of Annex I of Commission Regulation (EC) 809/2004 of 29 April 2004

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

"This registration document was filed with the French financial market authority (*Autorité des Marchés Financiers* or AMF) on 16 April 2010 in compliance with article 212-13 of the AMF General Regulation.
It may be used in connection with a financial transaction only if accompanied by a memorandum approved by the AMF."