2013 REGISTRATION DOCUMENT

Annual financial report

BOURBON

Building together a sea of trust

BOURBON-ONLINE.COM

CONTENTS

2013 REGISTRATION DOCUMENT

Annual financial report

This Registration Document contains all the information included in the annual financial report.

BOURBON

AUTORITÉ DES MARCHÉS FINANCIERS

AMF

This document is an unofficial translation of the French *Document de référence*, which was filed with the French *Autorité des marchés financiers* (AMF) on April 11, 2014, in accordance with article 212-13 of the AMF General Regulations.

This unofficial translation has been prepared by BOURBON for the information and convenience of English-speaking readers and has not been reviewed or registered with the AMF.

The French *Document de référence* may be used for purposes of a financial transaction if supplemented with an offering memorandum approved by the AMF. In the event of any ambiguity or discrepancy between this unofficial translation and the French Document de référence, the French version shall prevail.

The Registration Document can be viewed in its entirety on and downloaded from www.bourbon-online.com/fr/finance

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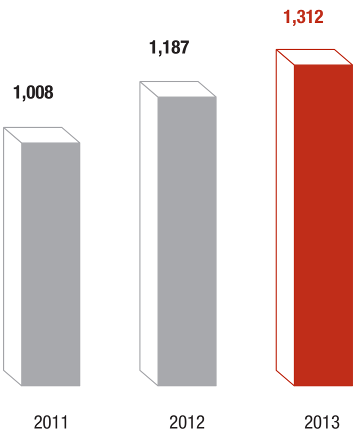
BOURBON **IN 2013**

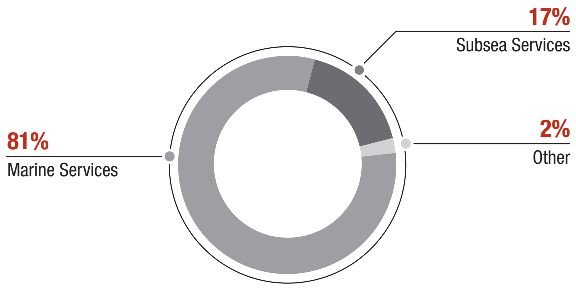
A platform towage and anchor handling operation performed by the AHTS Bourbon Kaimook (Bourbon Liberty 300 series), off the coast of Thailand.

1. KEY FIGURES

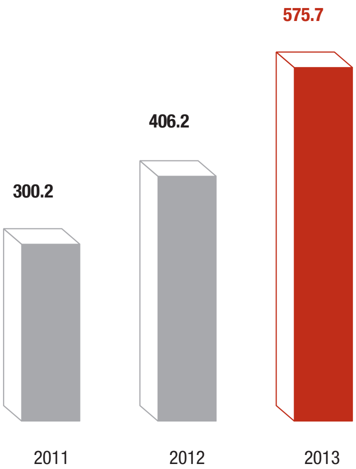
REVENUES *(IN € MILLION)*



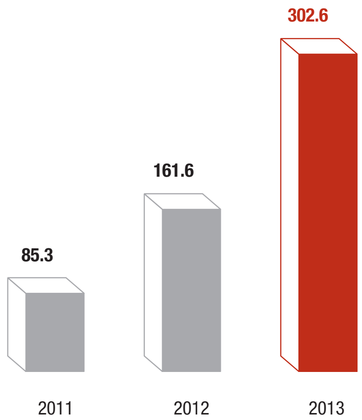
BREAKDOWN OF 2013 REVENUES BY ACTIVITY



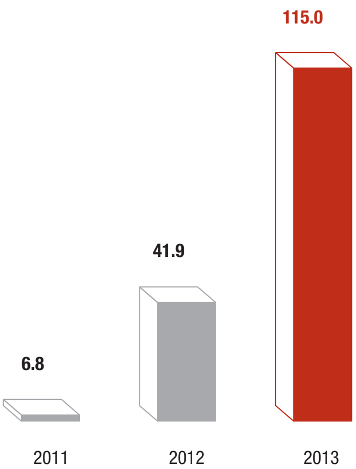
EBITDA *(IN € MILLIONS)*



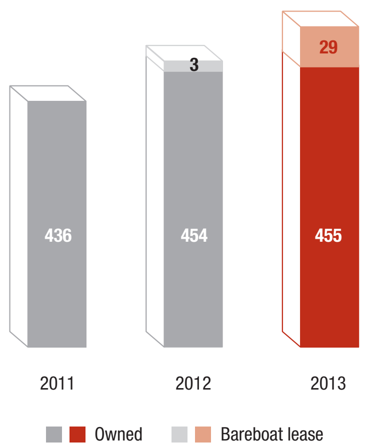
EBIT *(IN € MILLIONS)*



NET INCOME, GROUP SHARE *(IN € MILLIONS)*

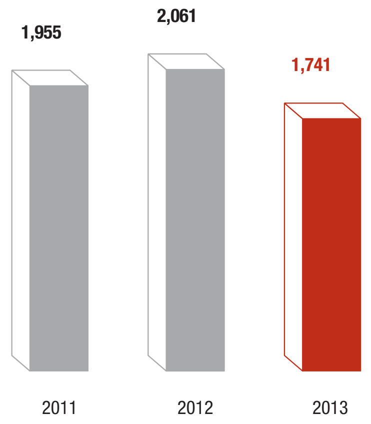


► VESSELS OPERATED BY BOURBON AT DECEMBER 31, 2013*



*excluding Endeavor

► NET DEBT AT DECEMBER 31 *(IN € MILLIONS)*



2. STOCK MARKET DATA

2.1 HISTORICAL DATA

	2013	2012	2011
Number of shares as of December 31	**74,559,688**	**67,781,535**	**61,781,535**
Closing share price *(in €)*			
- high	24.08	28.10	35.95
- low	17.95	16.95	15.06
- as of December 31	20.00	20.81	21.30
Stock market capitalization as of December 31 *(in € millions)*	**1,491**	**1,411**	**1,444**
Net earnings per share *(in €)*	**1.61**	**0.64**	**0.11**
Dividend per share *(in €)*	**1.00**	**0.82**	**0.82**
Total dividend *(in € millions)*	**74.6**	**53.4**	**53.3**

2.2 ADJUSTED DATA*

	2013	2012	2011
Closing share price *(in €)*			
- high	21.97	25.55	29.83
- low	17.27	15.41	13.67
- as of December 31	20.00	18.91	19.36
Net earnings per share *(in €)*	**1.61**	**0.59**	**0.10**
Dividend per share *(in €)*	**1.00**	**0.75**	**0.75**

* *For comparison purposes, the figures have been adjusted following the bonus share award of one new share for ten existing shares on June 6, 2013.*

Shareholders' calendar

April 30, 2014

Publication of first quarter revenues for 2014

May 20, 2014

Annual General Meeting of Shareholders

September 3, 2014

Publication of the results for the first half of 2014

Presentation of the results for the first half of 2014

November 5, 2014

Publication of third quarter revenues for 2014

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3. MANAGEMENT BODIES

3.1 EXECUTIVE COMMITTEE AT DECEMBER 31, 2013

Christian Lefèvre

Chief Executive Officer

Gaël Bodénès

Executive Vice President and Chief Operating Officer

Laurent Renard

Executive Vice President and Chief Financial Officer

The BOURBON Board of Directors, at its meeting of Monday, December 2, 2013 decided, on the proposal of the Nominating, Compensation and Governance Committee, to renew the mandate of Christian Lefèvre, the Chief Executive Officer, from January 1, 2014 for three years.

On the proposal of the Chief Executive Officer, approved by the Nominating, Compensation and Governance Committee, the Board of Directors also decided to renew the mandates of the Executive Vice Presidents, Gaël Bodénès and Laurent Renard, for the same duration.

3.2 BOARD OF DIRECTORS AT DECEMBER 31, 2013

Jacques d'Armand de Chateauvieux

Chairman of the Board of Directors

Henri d'Armand de Chateauvieux

Guy Dupont *

Christian Lefèvre

Baudouin Monnoyeur

Christian Munier

Agnès Pannier-Runacher *

Philippe Sautter *

Mahmud Tukur *

Vo Thi Huyen Lan

3.3 COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors is assisted in preparing its work by two special committees. These committees have a research and preparation role for various Board deliberations and they submit their opinion, proposals or recommendations to the Board of Directors.

3.4 NOMINATING, COMPENSATION AND GOVERNANCE COMMITTEE

The purpose of this committee is to study and submit to the Board proposals concerning the selection of Directors, the succession plan for members of the management team and the compensation of the Chairman and other corporate officers, including, where applicable, allocations of stock options for new or existing shares.

The Nominating, Compensation and Governance Committee is currently composed of three members:

- Mr. Guy Dupont, independent Director, Chairman of the committee;
- Mr. Henri d'Armand de Chateauvieux;
- Mr. Philippe Sautter, independent Director.

3.5 AUDIT COMMITTEE

The mission of the Audit Committee is to assist the Board of Directors so that it can monitor the accuracy and consistency of BOURBON's Company and consolidated accounts, the quality of internal control and the information available to shareholders and the markets.

The committee is currently composed of three members:

- Ms. Agnès Pannier-Runacher, independent Director, Chairperson of the committee;
- Mr. Christian Munier;
- Mr. Mahmud Tukur, independent Director.

* *Independent Directors.*

GENERAL INTRODUCTION
TO THE GROUP

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The MPSV Bourbon Evolution 802 (Bourbon Evolution 800 series), multi-purpose supply vessel, involved in a jumper installation operation, off the coast of Nigeria.

BOURBON offers a broad range of offshore oil and gas marine services. The company has a large fleet of innovative and highly productive offshore vessels to guarantee the safest and highest quality services to the most demanding oil and gas customers worldwide. BOURBON also protects the French coastline for the French Navy.

Classified by ICB (Industry Classification Benchmark) in the "Oil Services" sector, BOURBON is listed for trading on NYSE Euronext Paris, Compartment A, participates in the Deferred Settlement Service ("SRD") and is included in the SBF 120 and CAC Mid 60 indices.

1. BOURBON TIMELINE

Established in 1948, BOURBON (then known as Sucreries de Bourbon) was a sugar company based in Reunion Island when Jacques d'Armand de Chateauvieux was appointed Chairman in 1979.

► 1980 to 1989:

Industrial restructuring of the sugar activity. Diversification of activities into food-processing, then distribution and marine services.

► 1992:

Acquisition of the Compagnie Chambon and its subsidiary Surf, dedicated to offshore oil and gas marine services.

► 1998:

Initial Public Offering on the Paris secondary market.

► 2001:

The Group steadily disengaged from its historic activities in Foods, Distribution and Sugar and began to concentrate on marine services.

► 2003:

Implementation of the 2003-2007 strategic plan, which stepped up the Group's shift toward the sole business of marine services.

► 2004:

BOURBON was classified by Euronext in the "Oil Services" sector.

► 2005:

"BOURBON Group" became "BOURBON" and the registered office was transferred from La Réunion to Paris.

► 2006:

BOURBON added to the SBF 120 index.

BOURBON completed the 2003-2007 plan a year ahead of schedule and launched a new strategic plan: Horizon 2010.

► 2008:

BOURBON extended its strategic plan and outlook within the new strategic plan: Horizon 2012.

BOURBON positioned itself on the offshore oilfield IMR (Inspection, Maintenance and Repair) market: the Group extended its range of services by launching a new Subsea Services business.

► 2010:

BOURBON announced the new "BOURBON 2015 Leadership Strategy" in line with the outlook of the previous plan: a new US$2 billion investment program supported the growth of the deepwater offshore business and the continuing renewal of the shallow water offshore fleet.

► 2011:

Changes in BOURBON's governance: the roles of Chairman of the Board of Directors and Chief Executive Officer were separated.

► 2012:

Bourbon Offshore Surf is celebrating 40 years of professionalism in client service.

► 2013:

BOURBON implemented its "Transforming for beyond" plan, to prepare for its future growth. As part of the transformation project, BOURBON announced its intention to sell supply vessels for up to US$2.5 billion, while continuing to operate them for 10 years under a bareboat chartering contract.

2. SIMPLIFIED OVERVIEW OF BOURBON'S BUSINESS ACTIVITIES

Marine Services	Subsea Services
- Offshore installation supply	- Offshore operations engineering, supervision and management
- Offshore installation anchor handling, towage and position	- Offshore field and wind farm development support
- Offshore oil and gas production and storage terminal support	- Inspection, Maintenance and Repair (IMR) of submarine infrastructure
- Personnel transport	
- Assistance, salvage and pollution remediation	

BOURBON provides its clients with marine resources and equipment, billing its clients for daily leases under contracts of which 70% are for over 6 months. Fifteen affiliates in charge of ship management ensure the reliability of the fleet on a daily basis, supported by a centralized maintenance organization based in Dubai, to ensure that each vessel is certified, manned, stocked and properly maintained.

Further, as part of its Subsea Services business, BOURBON offers its clients integrated contracts which limit the number of interfaces with the client while providing a quality, reliable and accessible service at optimized cost. These contracts include: the provision of IMR vessels and underwater robots operated by BOURBON personnel, as well as engineering and management services.

3. ACTIVITIES

As a services company which is close to its clients, BOURBON is committed to a constant pursuit of operational excellence as part of its maritime support offer for offshore gas and oil fields. The Group offers a wide range of maritime services for offshore exploration, production and development in difficult environments, in both shallow and deepwater offshore.

BOURBON offers local services through its 28 affiliates, which are close to clients and their operations. It meets the highest operational excellence and risk management standards all over the world. The Group has two activities, Marine Services and Subsea Services. For over 30 years, it has also been protecting the French coast on behalf of the French navy.

3.1 GEOGRAPHICAL PRESENCE

BOURBON operates in the main oil producing areas, apart from the US section of the Gulf of Mexico. BOURBON is present in:

- Africa, in particular the Gulf of Guinea;
- the North Sea;
- the Mediterranean Sea;
- Brazil, Mexico and the Caribbean;
- India and the Middle-East;
- Australia;
- South-East Asia.

3.2 MARINE SERVICES

BOURBON is a leader in the offshore oil maritime services industry, relying on a sustainable strategy and modern, evolving technology. BOURBON's added value comes from its ability to provide solutions to all oil and gas clients through a range of maritime services which reflect its operational excellence and risk management priorities based on:

- a modern, diverse fleet of 484 offshore vessels predominantly built in series;
- 11,000 employees working under the flag of excellence;
- a unique organization with complete management systems.

BOURBON applies very high international quality standards when supplying maritime services.

Having made operational risk management its main priority, the Marine Services Activity has established a client satisfaction chain, a unique organizational model focused on the vessel which in line with the 4 pillars of operational excellence:

- the safety of people and materials, while respecting the environment, both on land and at sea;
- the competence to ensure service quality;
- the technical availability of the vessels, to ensure service continuity;
- optimization of costs and fuel consumption.

3.2.1 The fleet – Offshore support

Anchor Handling Tug Supply vessels (AHTS)

BOURBON's AHTS are used to set up and maintain oil platforms. They have powerful engines and winches, can tow drilling rigs and barges, lay and lift anchors, and deploy various pieces of equipment connected with oil production.

Platform Supply Vessels (PSV)

These vessels supply offshore rigs with special equipment and products. In addition to their large bridge area, which enables them to transport all types of equipment such as irregular sized parcels, they have considerable storage capacity and optimized fuel consumption. BOURBON also provides seismic support services via its new generation of seismic support vessels (SSV), a series of dedicated vessels specially designed for CGG.

Terminal Tugs

BOURBON's fleet of terminal tugs is used for assistance, standby and intervention operations on offshore oil and gas terminals, and is specialized in FPSO (floating production, storage and unloading unit) assistance.

Crewboats

The FSIVs (Fast Support Intervention Vessels) provide urgent supplies and transport of response teams. The Surfers are fast crewboats that can transport personnel rapidly to offshore oil sites and serve platforms located in an oil or gas field.

Since 1986, thanks to the skills of its teams, BOURBON has offered a safe and reliable personnel transport service, making the Group the world's leading provider of this key service to the oil industry.

3.2.2 The fleet – Coastal protection

Assistance & salvage tugs

Assistance and salvage tugs are used to protect French coasts (refloatation, assistance and rescue of vessels in distress, and clean-ups).

3.2.3 Types of contract used

Maritime services are governed by vessel time chartering contracts according to which the service is billed on the basis of daily rates.

These services include the provision of the vessel and its equipment to the oil operator for a period of time agreed in advance. These periods may vary from a few days to several years. Long-term contracts (over 6 months) are favored by BOURBON.

The standard terms of these contracts are set out in a sample contract created by the BIMCO (Baltic and International Maritime Council), which is commonly used in the industry.

From the start of operations, the performance of the service is closely monitored by the Contracts Manager who is the client's main point of contact. His or her role is to be available at any time to meet client expectations and enable operational excellence targets to be met.

3.3 SUBSEA SERVICES

BOURBON offers its clients (oil operators or contractors) a range of resources for Inspection, Maintenance and Repair (IMR) activities. This range includes:

- specialized vessels;
- underwater robots which can perform operations at depths of up to 4,000 meters;
- teams of engineers and technicians to provide solutions for the installation and maintenance of specialized equipment.

Therefore, the service is contracted as follows:

- bareboat chartering (a vessel);
- chartering with vessel navigation equipment, crane operator and hotel service;
- or chartering with vessel navigation equipment, crane operator, hotel service, underwater robots and operations management.

Chartering of underwater robots is billed on a per-day basis, and may include positioning and survey services. These services are subcontracted.

Vessel and robot chartering contracts involve an obligation to provide resources and have limits on recourse liability.

Engineering services are mostly provided on a package basis and their liability extends to repeating the study in the event of a defect. Engineering surveys performed on chartered vessels are essentially lifting surveys so that BOURBON can ensure the integrity and proper use of the equipment made available to the charterer.

3.3.1 The Subsea fleet

IMR vessels

These are multipurpose vessels mainly devoted to Inspection, Maintenance and Repair (IMR) operations at great depths that can also support wind farms. BOURBON offers a wide range of vessels with cranes from 10 to 150 tons at depths of up to 3,000 m. They have dynamic positioning technology and cranes with built-in swell compensation systems. BOURBON's IMR vessels have a large cargo capacity and sizeable deck space and they can accommodate over 100 people.

This range of vessels has been specially developed to meet the needs of oil operators during:

- the exploration phase for testing wells;
- the phase of field development by constructors;
- the surface or subsea maintenance phase of offshore oil and gas fields.

The new generation Bourbon Evolution 800 vessels benefit from the support of and synergies with the Bourbon Marine Services Activity, and the standardization of propulsion and communication equipment.

Remote Operated Vehicles (ROV)

The ROVs in the Bourbon Subsea Services fleet are multipurpose and highly flexible robots falling into three main categories:

- ROVs for light observation;
- Compact ROVs used for instrumental surveys and light construction work at depths of between 600 and 2,000 meters;
- ROVs of the UHD (Ultra Heavy Duty) and HD (Heavy Duty) "Work Class" type, which enable crews to work and handle packages on all types of sites at depths of up to 4,000 meters with great stability and precision.

3.3.2 Engineering and management services

BOURBON also offers recognized IMR project engineering expertise for oil fields in operation (replacement of undersea connections, well heads, cables, etc.). This activity is complementary to the provision of vessels and robots, enabling BOURBON to establish itself as a single provider for preparing and performing operations required on offshore fields. This service includes the more or less complex project management and planning of procedures, as well as the provision of specialized personnel to manage the operations in question on board the BOURBON vessels.

4. INNOVATION

Innovation is at the heart of BOURBON's model and strategy. This approach is reflected in technological concepts, new techniques and operational innovations.

BOURBON keeps a constant watch on technological developments, supports research and development at its main subcontractors', and supports innovative developments such as French marine clusters.

For example, this approach has made it possible to develop the BOURBON Liberty 100, 150, 200 and 300 series.

These vessels share many innovative features: reduced fuel consumption, increased cargo capacity of around 30% (compared to vessels of comparable size), reduced operation times and high maneuverability. Finally, a high level of availability can be guaranteed because the maintenance of these modern vessels is facilitated by standardization. All these assets generate significant productivity gains on operations conducted for clients, efficiently and over the long term.

BOURBON support vessels are set apart by the standardized installation of high tech equipment, such as dynamic positioning, which is essential to the safety of towing, anchoring, and refueling operations. BOURBON also took the decision to equip most of its support vessels with a diesel-electric propulsion system, which is more fuel efficient for offshore oil support operations and equally more environmentally friendly.

As part of the "BOURBON 2015 Leadership Strategy" plan, the construction of new series of vessels is continuing:

- the AHTS Bourbon Liberty 300 which is an extension of the Bourbon Liberty 200 with its "Clean Ship" version (no polluting product is in direct contact with the hull, thus minimizing the risk of pollution in case of loss of integrity of the floater);
- the PSV Bourbon Liberty 150, an extension of the Bourbon Liberty 100 with even greater cargo capacity;
- the 3,600 ton-deadweight PSV Bourbon Explorer 500, which also meets the "Clean Design" standard.

5. COMPETITIVE ENVIRONMENT

5.1 MARINE SERVICES

There are two types of operator:

- international companies present on the main regional markets, or even across the entire global market; they represent around 27% * of the total fleet (including BOURBON). The main companies are as follows in the United States: Edison Chouest, Hornbeck, Gulfmark, Seacor and Tidewater. In Scandinavia: Farstad, Maersk Supply and Solstad. In Asia: Swire Pacific;
- over 400 local * operators, each with a fleet made up of a limited number of vessels.

* *Source: IHS-Petrodata.*

5.2 SUBSEA SERVICES

The Subsea Services business has a special position on the oil field maintenance and development market, as it offers chartering of vessels, mostly long-term, as well as underwater robots and its team of engineers and technicians. Specializing in raising operations, the Subsea Services business has developed its expertise in cranes and the installation of packages at extreme depths. The raising resources installation and maintenance support teams regularly do work on the vessels.

A global operator, the Subsea Services business benefits from the nearby location of all BOURBON subsidiaries. Therefore, competition is established principally according to the type of services required by the local end-client, taking into account internationally recognized standards.

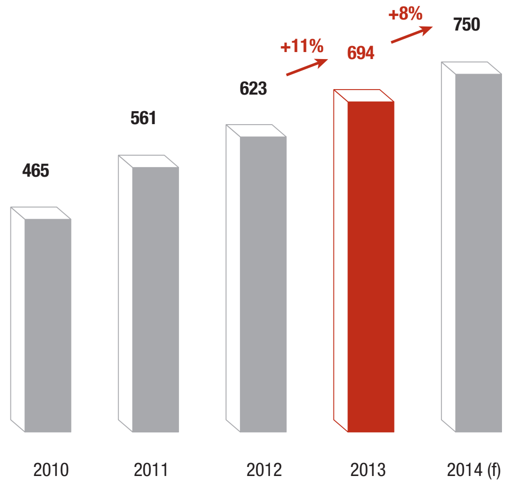
Internationally, the competition primarily includes shipowners such as Maersk Supply (Denmark), Tidewater (USA), Solstad (Norway) or Sealion (UK) for straight chartering, and integrated service operators such as DOF Subsea (Norway), DeepOcean (Norway), Hallin – Superior Energy Services (Singapore), Canyon – Helix ESG (USA).

6. MAIN MARKET TRENDS

Current projections of changes in energy demand indicate an increase of 41% over the period 2012 to 2035 *(source: BP's Energy Outlook 2030)*. Furthermore, crude has maintained prices above US$100 per barrel (with the average price for 2013 being maintained at US$109 per barrel).

In this environment, exploration and production expenditure by oil companies is forecast to increase *(source: IFP October 2013)* across all operating zones.

INVESTMENTS IN EXPLORATION-PRODUCTION
(IN BILLIONS OF US DOLLARS)



(f) forcast
Source: IFP

In West Africa, BOURBON's leading region in terms of revenues, these investments will be concentrated chiefly in deepwater and ultra-deepwater offshore (new discoveries are mainly in this segment).

Deepwater Offshore

With sustained demand for offshore marine services in most regions in which BOURBON has a presence, the Group invests primarily in high-growth markets (Asia, India, Africa and South America). This sustained activity is confirmed by a large number of semi-submersible drilling rigs and drillships commissioned in 2013 coupled with a utilization rate of 90% *(source: IHS Petrodata)*.

	Utilization rate	% of total fleet	Units under construction
Semi-submersible drilling rigs and drillships	90% (+0.3% pt) (2013 *vs* 2012)	31%	96

Further, of 426 vessels ordered worldwide in 2013, those ordered by BOURBON accounted for 4.2% *(source: IHS Petrodata)*. This figure was 5% in 2012.

The average age of BOURBON's deepwater offshore fleet is 8.5 years in a global fleet estimated at in excess of 1,400 units, 8% of which are over 25 years old *(source: IHS Petrodata/BOURBON)*.

Shallow water offshore

Activity in this market has remained stable but is expected to increase. In fact, many drilling rigs were delivered in 2013 and orders are substantial with 127 new units to be delivered by 2018. In 2013, the average utilization rate of these rigs was more than 85%.

	Utilization rate	% of total fleet	Units under construction
Jack Up	86% (+3% pt) (2013 vs 2012)	26%	127

To meet the requirements of oil operators in terms of risk management, the phenomenon of replacing vessels which are old or deemed obsolete with more recent vessels continues, as the use of more powerful vessels equipped with dynamic positioning technology is necessary for use at the new drilling rigs. Of the 134 shallow water offshore vessels ordered worldwide, 6% belong to BOURBON, which has chosen to drive its development along this growing segment. BOURBON's share of all vessels ordered is decreasing, as BOURBON has already attained some of the objectives of its investment plan in recent years. The average age of BOURBON's shallow water offshore fleet is 4.7 years in a global fleet estimated at in excess of 1,800 units, 36% of which are over 25 years old (source: IHS Petrodata/BOURBON).

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MANAGEMENT **REPORT**

The AHTS BOURBON Training Center Asia's bridge simulator, in Singapore, integrating the specificities of the Bourbon Liberty 200 series.

1. ACTIVITIES AND HIGHLIGHTS

1.1 HIGHLIGHTS

- Revenues grew by 10.5% (13.1% at a constant exchange rate) in 2013, following growth between 2011 and 2013 in line with the aim of the BOURBON 2015 Leadership Strategy to achieve 17% average yearly growth between 2011 and 2015 (set using the rate of US$1.30 to €1).
- The 2013 operating result (€303 million) is up 87% compared to the previous year, despite the unfavorable change in exchange rates; this increase in the operating result is due to, inter alia, the pursuit of organic growth (38 new vessels), better cost performance and capital gains made as a result of the new active fleet management strategy.
- In March 2013, BOURBON announced the implementation of the "Transforming for beyond" action plan, to prepare the company for a new phase of growth and value creation beyond 2015, which has four components:
  - "MyBOURBON": a personalized client relationship platform, based on transparency which optimizes the joint benefit of the service supplied with the client,
  - "Under the flag of excellence": the employer brand for employees seeking mutual growth and development. What does BOURBON want to do for its employees? What do they agree to do for BOURBON?
  - The "BOURBON way": striving for operational excellence and cost control. The aim is to develop the Group's existing tools to meet this objective,
  - "Asset smart": financial component to give the Group a solid financial footing via an appropriate investment strategy;
- As part of the financial component of the "Transforming for beyond" action plan, BOURBON has decided to sell US$2.5 billion worth of its vessels and will continue to operate them for 10 years under bareboat leases. During 2013, BOURBON signed two contracts for the sale of 57 recent vessels, for a total of US$1,650 million; as at December 31, 24 of these vessels had already been sold, for US$587 million.
- The growth of income and the implementation of the "Asset smart" strategy led to a very positive (€450 million) generation of free cash-flow (1) in 2013 and made it possible to begin the debt reduction program (decrease of €320 million from one year to the next).
- By signing the Diversity Charter (promoting diversity in recruitment and career management) in France at the start of the year 2013, BOURBON completed its commitment to equal opportunities.
- In 2011, CGG signed a five-year chartering contract with BOURBON for 6 new seismic support vessels, an industry first. Two years later, 3 vessels are already in service, showing that BOURBON is able to support its clients with demanding projects by giving them quality services in constantly changing environments and markets.
- Bourbon Offshore Norway celebrated 10 years of innovation in 2013. From 2002, BOURBON chose to penetrate the North Sea market by acquiring shares in a listed Norwegian offshore company. One year later, BOURBON took full control of this company; its name was changed to Bourbon Offshore Norway. It has been innovating ever since.

1.2 SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

Since the start of 2014, BOURBON sold and bareboat chartered 12 additional vessels for a total of US$338 million, as part of the agreement signed in April 2013 with the Chinese company ICBC Financial Leasing Co, Ltd.

(1) Free cash flow: Cash flows from operating activities-payments for acquisitions of property, plant and equipment and intangible assets + proceeds from disposals of property, plant and equipment and intangible assets.

2. RESULTS

2.1 CONSOLIDATED RESULTS

(in millions of euros, unless stated otherwise)	2013	2012	Change 2013/2012
Revenue	**1,311.9**	**1,186.9**	**+10.5%**
EBITDAR* (excl. capital gains)	**450.3**	**383.0**	**+17.6%**
% of revenues	*34.3%*	*32.3%*	*+2.1 pts*
EBITDA (excl. capital gains)	**437.2**	**382.4**	**+14.3%**
EBITDA	575.7	406.2	+41.7%
EBIT (Operating result)	302.6	161.6	+87.3%
Net income	**143.4**	**53.2**	**+169.5%**
Net income, Group share	**115.0**	**41.9**	**+174.0%**
Number of vessels (end of period)**	485	458	+27
Average utilization rate excluding Crewboats	89.5%	90.4%	-0.9 pt
Average daily rate excluding Crewboats (in US$ per day)	19,447	18,743	+3.8%

* *EBITDAR = EBITDA excl. capital gains and before bareboat leases.*
** *Vessels operated by BOURBON (either owned or bareboat chartered).*

3

Annual revenues increased by 10.5% in 2013, partly due to the 5.9% fleet increase and sustained demand in the offshore sector.

The EBITDAR ratio (before capital gains)/revenues (operating margin) rose by 2 points, to 34.3%, partly due to the focus on operational excellence. EBITDA, at €575.7 million (+41.7%) includes bareboat leases for €13.1 million and capital gains of €138.5 million.

The profitability of the average capital used (EBIT/average capital used excl. advances) rose 9.8% compared to 5.8% in 2012. In future, this ratio will be negatively affected by the increase in the cost of bareboat leases and the slump in the capital gains generated. However, it will benefit from the sharp drop in the capital committed following the sale of vessels.

In 2013, the effect of the change in exchange rates impacted the annual results by around €53 million. Free cash flows were positive by €449.7 million during the year, including sales of vessels.

Independent firms of experts value the potential capital gains on the BOURBON fleet at over €900 million. This does not appear in the balance sheet where vessels are recognized in the assets with a carrying value of €2.5 billion.

(in € million)	2013	2012	Change 2013/2012
Revenue	**1,311.9**	**1,186.9**	**+10.5%**
Africa	750.4	729.2	+2.9%
Europe & Mediterranean/Middle East	228.0	201.1	+13.4%
American Continent	187.5	146.3	+28.2%
Asia	145.9	110.3	+32.3%

Revenue grew in all regions compared to 2012; for the second consecutive year, Asia saw the strongest revenue growth by geographical area, benefiting from both the entry of the new vessels into the fleet and the accelerated growth of business in the region.

Most vessel sales took place at the end of the year. The cost of financial debt remained stable compared to 2012 (€73 million). The other financial costs were mainly exchange rate losses, 65% of which were unrealized at the end of the year.

2.2 RESULTS BY ACTIVITY

2.2.1 Marine Services

	2013	2012	Change 2013/2012
Number of vessels (end of period)*	466	439	+27
Average utilization rate	83.0%	83.9%	-0.9 pt

* *Vessels operated by BOURBON (either owned or bareboat chartered).*

(in € million)	2013	2012	Change 2013/2012
Revenue	**1,064.7**	**972.2**	**+9.5%**
Direct costs and general and administrative costs	(712.6)	(668.1)	+6.7%
EBITDAR (excl. capital gains)	**352.0**	**304.1**	**+15.8%**
EBITDAR (excl. capital gains)/Revenue	33.1%	31.3%	+1.8 pt

In 2013, revenue from the Marine Services business grew by 9.5% compared to 2012, essentially thanks to the integration of new vessels into the fleet and sustained demand for offshore activities. The decrease in the utilization rate, partly due to the transit of vessels between regions, was offset by the rise in average daily rates, mainly in the Deepwater Offshore and Crewboat sectors. Further, the change in the scope of consolidation which took effect on January 1, 2013 had an impact on all Marine Services segments.

The operating margin grew by almost 2 points compared to 2012, reflecting the benefits of pursuing operational excellence. This growth, combined with the increased size of the fleet and utilization rates (which only went down slightly overall), led to a 15.8% increase in EBITDAR. The decrease in the utilization rate, partly due to the transit of vessels between regions, was offset by the rise in average daily rates, mainly in the Deepwater Offshore and Crewboat sectors.

2.2.1.1 Deepwater offshore vessels

	2013	2012	Change 2013/2012
Number of vessels (end of period)*	**72**	72	unchanged
Average utilization rate	**88.9%**	91.6%	-2.7 pts
Average daily rate (in US$ per day)	**22,156**	20,683	+7.1%

* *Vessels operated by BOURBON (either owned or bareboat chartered).*

(in € million)	2013	2012	Change 2013/2012
Revenue	**391.6**	**360.8**	**+8.5%**
Direct costs and general and administrative costs	(245.3)	(229.3)	+7.0%
EBITDAR (excl. capital gains)	**146.2**	**131.5**	**+11.2%**
EBITDAR (excl. capital gains)/Revenue	*37.3%*	*36.4%*	*+0.9 pt*

The increase in revenue partly reflects the rise in average daily rates, despite the drop in utilization rates. In 2013, the increase in transit time weighed down utilization rates as BOURBON had to transfer some vessels to adapt to market conditions. The increase in average daily rates in 2013 compared to 2012 is partly due to the dynamism of the North Sea market during the summer, the renewal of medium and large PSV vessel contracts, and a mix effect (the daily rate changing depending on the size of the vessel) with the delivery of 4 large PSVs at the start of the year. Seasonal winter effects weighed heavily on North Sea average daily rates in the last quarter of 2013 compared to the previous quarter.

The demand for PSV vessels for deepwater offshore was sustained, partly reflecting the numerous exploration and production projects. The EBITDAR grew by 11.2% when the size of the fleet remained stable. The increase in the vessel mobilization time, which weighed on direct costs and utilization rates, was more than offset by the increase in average daily rates (dynamism of the North Sea market over the summer, renewal of medium and large PSV vessel contracts and mix effect), causing the operating margin to increase by almost one point.

In 2013, BOURBON took delivery of the first PSV vessel to be used for deepwater offshore, from the BOURBON Explorer 500 series, widening the range of standardized, safe, and reliable vessels available to clients.

2.2.1.2 Shallow water offshore vessels

	2013	2012	Change 2013/2012
Number of vessels (end of period)*	**122**	102	+20
Average utilization rate	**89.8%**	89.9%	-0.1 pt
Average daily rate (in US$ per day)	**13,978**	13,918	+0.4%

* *Vessels operated by BOURBON (either owned or bareboat chartered).*

(in € million)	2013	2012	Change 2013/2012
Revenue	**376.0**	**336.7**	**+11.7%**
Direct costs and general and administrative costs	(257.5)	(245.1)	+5.1%
EBITDAR (excl. capital gains)	**118.4**	**91.6**	**+29.4%**
EBITDAR (excl. capital gains)/Revenue	*31.5%*	*27.2%*	*+4.3 pts*

The fleet increased by almost 20% in 2013 while revenue grew by almost 11.7% due to a regional effect: most new vessels in this segment were allocated to the Asia and MMI regions, where average daily rates (and operating costs) are lower than in other regions. In 2013, utilization rates remained stable, at a high level, despite the delivery of a new shallow water offshore vessel every 18 days on average.

The growth of the offshore shallow water segment was sustained by the commissioning of new generation jack-ups and the continuing policy of replacing old support vessels with more recent ones. Compared to 2012, the operating margin has grown markedly, reflecting the focus on operational excellence and cost control, against a backdrop of fleet growth (+20%). This is also due to a favorable geographical mix effect following the expiry of contracts in Australia, which were heavily impacted by higher direct costs than in other regions. Further, the direct costs continue to benefit BOURBON's strategy which involved operating standardized serial vessels, with the delivery, in 2013, of the 100th vessel in the Bourbon Liberty series. The combination of the overall stability of average daily rates and utilization rates compared to 2012, as well as the clear improvement in the operating margin and the increase in the size of the fleet led to an increase of almost 30% in EBITDAR compared to the previous year.

2.2.1.3 Crewboats

	2013	2012	Change 2013/2012
Number of vessels (end of period)	**272**	265	+7
Average utilization rate	**78.7%**	79.6%	-0.9 pt
Average daily rate (in US$ per day)	**5,198**	4,852	+7.1%

(in € million)	2013	2012	Change 2013/2012
Revenue	**297.2**	**274.8**	**+8.2%**
Direct costs and general and administrative costs	(209.8)	(193.7)	+8.3%
EBITDAR (excl. capital gains)	**87.3**	**81.1**	**+7.7%**
EBITDAR (excl. capital gains)/Revenue	*29.4%*	*29.5%*	*-0.1 pt*

The growth in revenue reflects the contrasting effects of the increase in average daily rates partly offset by a drop in utilization rates in 2013 compared to the previous year. The increase in average daily rates is partly due to a mix effect with higher utilization rates for the large vessels in the segment than for the smaller ones.

In 2013, the operating margin excluding capital gains remained stable, at close to 30%, and benefited from a marked increase of 7 new vessels, the 14 new vessels delivered over the year being on average larger than the vessels which left the fleet. The higher utilization rates and average daily rates for the large vessels contributed to the almost 8% growth in EBITDAR. On a global scale, demand for large crewboats has increased, especially for FSIVs (Fast Support Intervention Vessels) (DP2). From a geographical point of view, the West African market is more and more competitive and BOURBON has diversified its presence with vessels in the Middle East and in the Caribbean sea.

2.2.2 Subsea Services

	2013	2012	Change 2013/2012
Number of vessels (end of period)*	**18**	18	unchanged
Average utilization rate	**90.2%**	88.1%	+2.1 pts
Average daily rate (in US$ per day)	**41,190**	38,497	+7.0%

* *Vessels operated by BOURBON (either owned or bareboat chartered).*

(in € million)	2013	2012	Change 2013/2012
Revenue	**223.3**	**190.0**	**+17.5%**
Direct costs and general and administrative costs	(129.5)	(117.1)	+10.6%
EBITDAR (excl. capital gains)	**93.8**	**73.0**	**+28.6%**
EBITDAR (excl. capital gains)/Revenue	*42.0%*	*38.4%*	*+3.6 pts*

Annual revenue grew by over 17% compared to 2012, with an increase in utilization rates and average daily rates, a rise which partly reflects the continuing demand for vessels. In the 4th quarter, maintenance operations and scheduled technical stoppages weighed down the utilization rate, as well as the transit of MPSV vessels to new operational areas.

Subsea Services recovered their good performance and continued to manage their costs, also benefiting from the integration of new vessels into the fleet. These factors led to a rise in the operating margin (excluding capital gains) of 3.6 points, in line with increases in the margin rate which is 42%. With the delivery of new vessels as part of the Group's strategy to build standardized series vessels, the positive cost effects will be increasingly visible. In 2013, Subsea Services invested in the Asian market (3 of the fleet's 18 vessels). This new business development, combined with the rise in average daily rates and utilization rates resulted in a 28.6% increase in EBITDAR compared to 2012. The business also benefited from the increase in the number of wellhead facilities during the year, with an increase of over 10% in facilities expected over 2013-2017. The outlook for the demand for Subsea IMR (Inspection, Maintenance and Repair) services were also driven by the maturity of the submarine equipment, which amount to 5,000 wellheads in operation aged over 10 years on average.

2.3 "OTHERS"

(in € million)	2013	2012	Change 2013/2012
Revenue	**24.0**	**24.7**	**-2.8%**
Direct costs and general and administrative costs	(19.5)	(18.8)	+4.0%
EBITDAR (excl. capital gains)	**4.5**	**5.9**	**-24.3%**
EBITDAR (excl. capital gains)/Revenue	*18.6%*	*23.9%*	*-5.3 pts*

There are two advantages to using chartered vessels for BOURBON. On the one hand, it allows the company to meet client requirements and honor contracts while waiting for new vessels to leave the shipyards and join the fleet. On the other, this allows the Group to offer additional vessels to its range of services in global invitations to tender. The volatility of "Other" revenues essentially reflects the change in the number of chartered vessels during the period.

2.4 STRATEGIC PLAN

During 2013, BOURBON continued to implement its five-year strategy (2011-2015), the BOURBON 2015 Leadership Strategy. Also, from the start of the year, BOURBON launched the "Transforming for beyond" action plan to prepare the growth strategy after 2015; this plan focuses on:

- BOURBON clients, with "MyBOURBON", a personalized client relationship platform, based on transparency which optimizes the joint benefit of the service supplied with the client;
- BOURBON teams, with "Under the flag of excellence", the employer brand for employees seeking mutual growth and development;
- operational efficiency and cost management, with "BOURBON way";
- the financial structure, with "Asset smart", the financial component that gives the Group a solid financial footing thanks to an appropriate investment strategy.

Revenue growth in 2013

In 2013, BOURBON's revenues were up 10.5% at prevailing exchange rates (+13.1% at constant exchange rates) and 10.8% for Marine Services and Subsea Services Activities. In the first three years of the plan, Group revenues have increased by 15.6% per year on average at prevailing exchange rates (15.8% at constant exchange rates). The BOURBON 2015 Leadership Strategy plan has a targeted annual average growth of 17% in revenues over the period 2011-2015.

BOURBON aims for a revenue growth objective of 8% to 10% in 2014.

Progress of the investment programs

In line with the Horizon 2012 investment plan, BOURBON had taken delivery of 258 vessels at the end of 2013. BOURBON is still to take delivery of seven vessels under this plan.

In line with the BOURBON 2015 Leadership Strategy investment plan, as of December 31, 2013, BOURBON had ordered 122 vessels for a total of €1,109 million, thus having implemented 72% of the plan. On that date, BOURBON had already taken delivery of 75 vessels.

The breakdown of deliveries of vessels is given in other legal and financial information in paragraph 3.

Investments which as yet, have not been committed under the BOURBON 2015 Leadership Strategy investment plan represented €429 million on December 31, 2013. New orders for vessels will now be placed in line with opportunities and will have no impact on revenues before 2016. Therefore BOURBON ordered a large AHTS vessel built in Norway in January 2014, with delivery planned for the start of 2016.

Financing of the investment programs

The implementation of the "Transforming for beyond" financial component was authorized by the BOURBON Board of Directors on March 4, 2013; it involves:

- selling vessels at market price for a total of US$2.5 billion;
- bareboat leasing these vessels for 10 years;
- limit [1] bareboat leases to a maximum of 30% of EBITDAR;
- in 2015, not exceed a maximum debt ratio of 0.5 and a maximum net debt/EBITDA ratio of 2.

In 2013, under the "Transforming for beyond" plan, BOURBON entered into two sales contracts, for a total of US$1,650 million, and a 10 year bareboat lease: one with a Chinese company, ICBC Financial Leasing ("ICBCL"); another with Standard Chartered Bank ("SCB"). Of the 57 vessels to which these two agreements apply, 24 had already been sold at December 31, 2013 for a total of US$587 million.

In parallel to these sales, BOURBON sold older vessels in 2013 for a total of US$183 million, with a bareboat chartering contract for some of them.

The proceeds of these sales were allocated to reducing the net debt. At December 31, 2013, net debt was €1,741 million, down €449 million compared to June 30, 2013.

Financial ratios in 2015

Following the launch of the "Transforming for beyond" plan in 2013, BOURBON's 2015 objectives (at an exchange rate of: €1 = US$1.30) have become:

	BOURBON in 2015	Objectives
Yearly average revenue growth	17%	Unchanged
EBITDA/Revenue	30%	Adjusted
EBITDA/Average capital employed excl. advances	24%	Adjusted
Fleet availability rate	> 95%	Unchanged
Index of operational costs excl. bareboat leases	-4%	Unchanged

(1) EBITDAR = EBITDA before bareboat leases.

The "EBITDA to revenue" ratio was 43.9% in 2013; excluding the capital gains on the sales of vessels, the ratio was 33.3%. This figure is not directly comparable to the adjusted objective for 2015; it takes account of the full impact of the bareboat leasing of all the vessels sold from now until then as part of the "Transforming for beyond" plan.

The "EBITDA (gross operating earnings) to average capital employed excl. advances" ratio was 18.7% for 2013. This figure is not directly comparable to the adjusted objective for 2015; it takes account of the full impact of the level of capital employed from the sales of vessels scheduled as part of the "Transforming for beyond" plan, as well as the full impact on the EBITDA of bareboat leases on these same vessels.

The fleet's availability rate (1) was 94.5% in 2013, with a target of 95% in 2015.

The index of operating costs (base 100 = 2010) reached 104 in 2013, down compared to the previous year (106.5) thanks to the gradual standardization of operations.

The objectives summarized above are not data forecasts but simple objectives arising from the Group's strategic guidelines and plans of action. They are based on data and hypotheses considered to be reasonable by BOURBON. These data and hypotheses are likely to change or to be amended due to uncertainties relating, in particular, to investment opportunities and the economic, financial, competitive or even regulatory environment. Moreover, the occurrence of certain risks described in paragraph 4 "Risk factors" of the management report, may have an impact on BOURBON's activities and its capacity to achieve such objectives. In addition, the achievement of these objectives assumes the strategy described in this document to be successful.

BOURBON cannot, therefore, make any commitments nor give any guarantees as to the achievement of the objectives appearing in this chapter and does not agree to publish or give notice of any corrections or updates in this regard.

2.5 BOURBON SA RESULTS (PARENT COMPANY)

The company made no revenues in 2013. The €7.7 million loss from operating activities is up €4.1 million on the previous year. This increase is mainly due to the fees from the vessel sale projects.

Financial income was positive at €58.0 million, down €6.4 million from the previous year. This decline was mainly on account of a €3.2 million decrease in dividends cashed. It is also caused by the drop in financial income during 2013 compared to the previous year.

Non-recurring losses were €1.8 million, stable compared to the previous year.

As a result, the net income of €52.8 million posted for the year was down €17.7 million compared to 2012.

No expense referred to in Articles 39.4 and 223 quarter of the French General Tax Code was identified.

Information on BOURBON SA payment deadlines

In accordance with the provisions of Article L. 441-6-1 of the French Commercial Code, and pursuant to the law on the modernization of the economy (LME), we inform you that as at December 31, 2013, the balance of debts to suppliers amounted to €56,369.20 and was constituted of:

- 100% of invoices payable at 30 days from the date of issue of the invoice.

At that date, the balance did not include any significant overdue debt.

As of December 31, 2012, the outstanding trade payables balance totaled €61,388.65, broken down as follows:

- 91% of invoices payable at 45 days from the date of issue of the invoice;
- 9% of invoices payable at 30 days from the date of issue of the invoice.

At that date, the balance did not include any significant overdue debt.

2.6 CHANGE IN ACCOUNTING METHODS

There is no change in accounting methods to report.

2.7 OUTLOOK: PRINCIPAL TRENDS

Demand for offshore vessels is maintained by high investment and operational spending in the offshore oil and gas sector.

In deepwater offshore, average expenses are expected to increase by around 10% per year over the next three years. However, prices may be subject to the cumulative effects of delays to certain deepwater offshore projects, the fall in utilization rates of the floating deepwater platforms and the scheduled delivery of new vessels. The consequences should be minimal for BOURBON; 19 of its PSV vessels under construction will be delivered in 2015.

In the offshore shallow water market, the increased demand for vessels is driven by regular expenditure in the oil and gas sector, especially as regards maintaining the production levels of existing fields. Demand is also boosted by the high utilization rates for drilling jack-ups and the renewal of the jack-up fleet. BOURBON has 12 Liberty vessels under construction which, once added to the existing fleet, will place it in a good position to benefit from the sector's continued growth.

(1) Availability rate of a vessel: over a given period, number of days the vessel was not stopped for technical reasons (example: periodic class visit, breakdown preventing the service being supplied), divided by the number of calendar days.

The Subsea Services market is sustained by the growing number of undersea wellheads and the construction of new deep oil fields. Contracts have already been signed for 3 of the 5 vessels in the BOURBON Evolution 800 series which will be delivered in 2014.

Deliveries of vessels currently on order are mostly expected in 2014. New orders for vessels will now be placed in line with opportunities and will have no impact on revenues before 2016.

BOURBON is aiming at a revenue growth target of between 8% and 10% and a slight improvement in the EBITDAR/revenue ratio in 2014. BOURBON also aims to generate significant free cash flow in 2014 and 2015.

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At the Annual General Meeting of Shareholders of May 20, 2014, The Board of Directors will suggest payment of a dividend of €1.00 per share, with an ex-date set at May 29, 2014 and a payment date of June 3, 2014.

3. CORPORATE GOVERNANCE

At its meeting of December 8, 2008, the BOURBON Board of Directors decided that the corporate governance code of the AFEP-MEDEF (hereafter “AFEP-MEDEF Code”) of December 2008, most recently reviewed in June 2013, is the one to be used by the company, notably to draw up the report stipulated by Article L. 225-37 of the French Commercial Code.

3.1 CHAIRMAN AND CHIEF EXECUTIVE

Further to the decision taken at its meeting of December 6, 2010, the Board of Directors decided to separate, with effect from January 1, 2011, the functions of Chairman of the Board of Directors and Chief Executive Officer; the function of Chairman of the Board of Directors was then devolved to Mr. Jacques d’Armand de Chateauvieux and that of Chief Executive Officer to Mr. Christian Lefèvre.

The Chairman organizes and directs the work of the Board of Directors. He provides the General Meeting with a report on said work. He supervises the proper functioning of the Company’s administrative bodies and ensures, in particular, that the Directors are in a position to perform their mission. He may ask for any document or information necessary to enlighten the Board when preparing its meetings.

The Chairman of the Board of Directors must be aged under 70 years.

The Chief Executive Officer manages the company and represents it vis-à-vis third parties within the limits of its corporate purpose. He is vested with the widest powers to act under all circumstances on behalf of the company, subject to the powers the law allocates to the Board of Directors and the General Meeting of Shareholders and the limits set by the Board of Directors.

The Chief Executive Officer must be aged under 70 years.

Mr. Christian Lefèvre is assisted in his functions by two Executive Vice Presidents, Mr. Gaël Bodénès and Mr. Laurent Renard, appointed on that same date, for a period of three years, all three having the same general management powers.

3.2 TERMS OF OFFICE AND FUNCTIONS OF CORPORATE OFFICERS

3.2.1 Directors in office as at December 31, 2013

It is specified in the introduction that paragraph 1.1 of the report from the Chairman of the Board of Directors on the Board’s modus operandi and internal control and risk management procedures, should indicate which of the AFEP-MEDEF Code criteria were used by the Board of Directors in order to assess Directors’ independence.

Mr. Jacques d'Armand de Chateauvieux
Date of birth: February 13, 1951

Chairman of the Board of Directors

Business address:
JACCAR
33 rue du Louvre
75002 PARIS

First term of office: October 14, 1977

End of term of office: General Meeting called to approve the financial statements for the year ending December 31, 2015

A graduate of the Institut Supérieur de Gestion de Paris and holder of an MBA from the University of Columbia, New York. Chairman of BOURBON since 1979, Jacques d'Armand de Chateauvieux has been the leading force in the transformation of the Company from a conglomerate involved in a variety of activities to an international group devoted to marine services, particularly for offshore oil and gas. He was BOURBON's Chairman and Chief Executive Officer until December 31, 2010.

Positions held outside the Group

- Chairman of Cana Tera SAS
- Chairman and Director with delegated powers of Jaccar Holdings SA (Luxembourg)
- Chairman of SAGES
- Chairman of Sapmer SA (listed on Euronext Paris)
- Chairman of Sapmer Holding (Singapore)
- Director, Sinopacific Shipbuilding Group (China)
- Director, Greenships Holdings (Singapore)
- Advisor to CBo Territoria SA (listed on NYSE Euronext Paris)

Positions that expired in the past five years

- Chairman of the Supervisory Board, AXA
- Chairman of the Board of Directors, CBo Territoria SA
- Member of the Supervisory Board of Piriou SAS
- Director, Innodis Ltd (Mauritius)
- Director, AXA
- Director, Sinopacific Offshore and Engineering (China)
- Director, Evergas (Denmark)

Mr. Henri d'Armand de Chateauvieux
Date of birth: August 17, 1947

Director

Member of the Nominating, Compensation and Governance Committee

Brother of the Chairman of the Board of Directors

First term of office: May 25, 1987

End of term of office: General Meeting called to approve the financial statements for the year ended December 31, 2013

Airline pilot at Air France for over 30 years. As at December 31, 2013, through the companies Mach-Invest and Mach-Invest International, Henri d'Armand de Chateauvieux held 7.73% of the capital of BOURBON.

Positions held outside the Group

- Chairman of Mach-Invest SAS
- Director, Sapmer SA (listed on Euronext Paris)
- Managing Director of Mach-Invest International (Luxembourg)

Positions that expired in the past five years

- Director, Vindémia SAS

Mr. Guy Dupont
Date of birth: August 25, 1944

Independent Director

Chairman of the Nominating, Compensation and Governance Committee

First term of office: June 18, 1999

End of term of office: General Meeting called to approve the financial statements for the year ended December 31, 2013

A doctor of law, Guy Dupont began his career as CEO of local authorities. He became Chief Executive Officer of BOURBON then Chairman of the food companies following BOURBON's focus on marine activities. He is currently honorary Chairman of the overseas territories federation of commerce (FEDOM).

Positions held outside the Group
- Chairman of GVS SAS
- Chairman of ASR
- Chairman of Ink-Oi
- Director, French Development Agency
- Director, CBo Territoria SA (listed on NYSE Euronext Paris)
- Director, A.R. T
- Director, Sapmer SA (listed on Euronext Paris)
- Manager, SCI Orion

Positions that expired in the past five years
- Director, Boluda Réunion
- Director, Brasseries de Bourbon

Mr. Christian Lefèvre
Date of birth: August 27, 1957

Director and Chief Executive Officer

Business address:
BOURBON
33 rue du Louvre
75002 PARIS

First term of office: May 28, 2013

End of term of office: General Meeting called to approve the financial statements for the year ending December 31, 2015

Christian Lefèvre gained a postgraduate degree from the National Merchant Navy School in 1984. He began his career at BOURBON as an officer then Chief Engineer and Captain of offshore vessels before becoming Head of Agencies in Gabon then Cameroon. He was then successively appointed Chief Operating Officer at Bourbon Offshore Surf (a subsidiary of BOURBON) from 1990 to 1995, then CEO of Bourbon Offshore Surf from 1996 to 2001. In 2001, he was appointed CEO of the Offshore Division and in December 2005, Executive Vice President and Chief Operating Officer of BOURBON. Since January 1, 2011, he has been Chief Executive Officer of BOURBON.

Positions held outside the Group
- Chairman of SAS Marine
- Director, Sapmer SA (listed on Euronext Paris)
- Director, ENSM

Positions that expired in the past five years

None

Mr. Baudouin Monnoyeur
Date of birth: April 24, 1949

Director

Business address:
MONNOYEUR SAS
117 rue Charles-Michels
93200 SAINT-DENIS

First term of office: May 30, 2008

End of term of office: General Meeting called to approve the financial statements for the year ended December 31, 2013

A graduate of the Paris Institut d'Études Politiques and holder of an MBA from INSEAD. Baudouin Monnoyeur is Chairman of the Monnoyeur Group, a French family company created in 1906, specializing in building and engineering distribution and services, which is now established in several countries as distributor of brands such as Caterpillar, Mercedes Benz and John Deere. As at December 31, 2013, Baudouin Monnoyeur held 5.35% of the capital of BOURBON through Monnoyeur SAS.

Positions held outside the Group
- Chairman of the Monnoyeur Group
- France Council Member of INSEAD
- Member of the Fonds Quelium policy committee (CDC)

Positions that expired in the past five years
None

Mr. Christian Munier
Date of birth: December 10, 1950

Director

Member of the Audit Committee

First term of office: June 18, 1999

End of term of office: General Meeting called to approve the financial statements for the year ended December 31, 2013

After studying finance at Aix-en-Provence (DECS-DESS), Christian Munier began his career as an auditor at the Groupe Maritime des Chargeurs Réunis. Administrative and Finance Director of the Compagnie CHAMBON since 1986, then Member of the Management Board, then Managing Director of the marine division on the merger of CHAMBON and BOURBON, before being appointed Executive Vice President of BOURBON. Christian Munier has been actively involved in refocusing the Company on its marine business and restructuring BOURBON's portfolio of activities.

Positions held outside the Group
- Chairman of the CDM2 Supervisory Board
- Director, SAS Régusse
- Director, HDC
- Director, SAS Marbour
- Director, SAS Siacom
- Director, Finadvance

Positions that expired in the past five years
None

Ms. Agnès Pannier-Runacher
Date of birth: June 19, 1974

Independent Director

Chairman of the Audit Committee

Business address:
COMPAGNIE DES ALPES
89 rue Escudier
92100 BOULOGNE

First term of office: August 24, 2009

End of term of office: General Meeting called to approve the financial statements for the year ending December 31, 2014

Agnès Pannier-Runacher is a graduate of the HEC and ENA and holder of a CEMS (Community of European Management Schools) Masters. Inspector of Finance at the Ministry of the Economy, Finance and Industry, then Cabinet Director and Member of the Management Committee at Assistance Publique-Hôpitaux de Paris; in 2006, she joined the Caisse des Dépôts as Deputy Director for Finance and Strategy Manager of the Equity Investments and Development Department.
In 2009, she became a member of the Executive Committee and Director for Finance and Strategy for the FSI portfolio. In 2011, she joined Faurecia as Director of the Tata-JLR, GME and Volvo Clients division at Faurecia Systèmes d'Intérieur.
Agnès Pannier-Runacher became the Executive Vice-President of Compagnie des Alpes on January 28, 2013.

Positions held outside the Group
- Director and Member of the Audit Committee of BPI France
- Director, Compagnie du Mont Blanc
- Director, Grévin and Compagnie

Positions that expired in the past five years
- Director and Member of the Liaison Committee for Soprol SAS
- Director, FSI-PME Entreprises Portefeuille SAS
- Director, CDC Entreprises portefeuille SAS
- Director, Daher

Mr. Philippe Sautter
Date of birth: June 30, 1949

Independent Director

Member of the Nominating, Compensation and Governance Committee

First term of office: June 3, 2009

End of term of office: General Meeting called to approve the financial statements for the year ending December 31, 2014

Having entered the French Naval School in 1968, Philippe Sautter served on numerous French Navy vessels, including the patrol boat La Paimpolaise, the nuclear submarine missile launcher Le Foudroyant, the frigate Aconit, and the aircraft carrier Foch, of which he was captain.
He became Marine Advisor to the Military Cabinet at the Ministry of Defense at the end of the 1990s, serving Charles Millon then Alain Richard.
In 1999, he rejoined the French Navy and took on a number of responsibilities. Initially he was involved in the creation of the Fleet Support Department, in charge of vessel maintenance, before becoming the first local Director in Toulon. In 2002, he was appointed Personnel Director before taking command of Navy Surface vessels in 2005.
Admiral Philippe Sautter left the Navy in September 2008.

Positions held outside the Group
None

Positions that expired in the past five years
None

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Mr. Mahmud Tukur
Date of birth: February 19, 1973

Independent Director

Member of the Audit Committee

Business address:
ETERNA PLC
5a Oba Adeyinka Oyekan Avenue
LAGOS – NIGERIA

First term of office: June 1, 2012

End of term of office: General Meeting called to approve the financial statements for the year ending December 31, 2014

A Nigerian national, Mahmud Tukur is a joint honors graduate of Accounting & Management from the Business School of the University of Wales College, Cardiff.
Vice Chairman of Ecomarine Group, a shipping line and Terminal Operator in West Africa, he is also an Executive Director of Independent Energy Limited (IEL), an indigenous Oil Exploration and Production Company. IEL is the operator of the Ofa marginal field.
Mahmud Tukur has also served for a number of years as the MD / CEO of Daddo Maritime Services Limited. On June 1, 2010, he was appointed as the MD/CEO of Eterna Plc.

Positions held outside the Group
- CEO and Director, Eterna Plc (Nigeria)
- Director, Daddo Maritime Services Ltd (Nigeria)
- Director, ECM Terminals Ltd (Nigeria)
- Director, Independent Energy Ltd (Nigeria)
- Director, Lenux Group (Nigeria)
- Director, Dragnet Solutions Ltd (Nigeria)
- Director, Micro Access Ltd (Nigeria)

Positions that expired in the past five years
None

Ms. Vo Thi Huyen Lan
Date of birth: October 16, 1971

Director

Business address:
JACCAR
16th floor Fideco Tower
81-85 Jan Nghi St
HO CHI MINH CITY – VIETNAM

First term of office: December 10, 2007

End of term of office: General Meeting called to approve the financial statements for the year ending December 31, 2015

Vo Thi Huyen Lan is Vietnamese and she holds a DEA diploma in Finance and is a graduate of the HEC business school. Having been Chief Financial Officer then Assistant Deputy CEO of BOURBON's Retail business in Vietnam, she joined JACCAR in 2006 as CEO.

Positions held outside the Group
- Director, Jaccar Holdings SA (Luxembourg)
- Director, Long Hau (Vietnam)
- Director, Viet Au (Vietnam)
- Director, Hiep Phuoc (Vietnam)
- Director, Hoang Anh Gial Lai (Vietnam)
- Director, Agrex Saigon (Vietnam)
- Director, Seas (Vietnam)
- Director, Mylan (Vietnam)
- Director, Sinopacific Shipbuilding Group (China)

Positions that expired in the past five years
- Director, Dien Quang (Vietnam)
- Director, Bourbon An Hoa (Vietnam)
- Director, Indira Gandhi (Vietnam)
- Director, Bourbon An Lac (Vietnam)
- Director, Tuong An Vegetable Oil JSC (Vietnam)
- Director, Dai Viet Securities Companies (Vietnam)
- Director, Ever Fortune (Vietnam)
- Director, Viet Fortune (Vietnam)

3.2.2 Management in post as of December 31, 2013

Mr. Christian Lefèvre
Date of birth: August 27, 1957

Chief Executive Officer and Director
Since January 1, 2011
Business address:
BOURBON
33 rue du Louvre
75002 PARIS
Term expires on: December 31, 2016

Christian Lefèvre gained a postgraduate degree from the National Merchant Navy School in 1984. He began his career at BOURBON as an officer then Chief Engineer and Captain of offshore vessels before becoming Head of Agencies in Gabon then Cameroon. He was then successively appointed Chief Operating Officer at Bourbon Offshore Surf (a subsidiary of BOURBON) from 1990 to 1995, then CEO of Bourbon Offshore Surf from 1996 to 2001. In 2001, he was appointed CEO of the Offshore Division and in December 2005, Executive Vice President and Chief Operating Officer of BOURBON. Since January 1, 2011, he has been Chief Executive Officer of BOURBON.

Positions held outside the Group
- Chairman of SAS Marine
- Director, Sapmer SA
- Director, ENSM

Positions that expired in the past five years
None

Mr. Gaël Bodénès
Date of birth: April 3, 1968

Executive Vice President – Operations
Since January 1, 2011
Business address:
BOURBON
33 rue du Louvre
75002 PARIS
Term expires on: December 31, 2016

Gaël Bodénès is a naval engineer who graduated from ENSIETA (Naval Engineering School) in 1991. He also has an MBA awarded by HEC (Business School) Paris in 2007.
He began his career with the French Navy (DGA) as a naval engineer in the Newbuilding Design Department, then joined the Sales Department of the DCN in Brest (France). In 1998, he joined Barry Rogliano Salles as an offshore shipbroker.
In September 2002, Gaël Bodénès joined BOURBON as Marketing and Business Development Manager for the Offshore Division. In line with the growth of the business, he contributes to the structuring of the Offshore Division and to the development of the Marketing Department of Bourbon Offshore.
In September 2005, he was appointed Deputy CEO of Bourbon Offshore, before becoming in 2010 Deputy CEO of the Offshore Division, in charge of Business Management.
He has been Executive Vice President for Operations since January 1, 2011.

Positions held outside the Group
None

Positions that expired in the past five years
None

Mr. Laurent Renard
Date of birth: July 25, 1953

Executive Vice President – Finance & Administration

Since December 5, 2005
Business address:
BOURBON
33 rue du Louvre
75002 PARIS

Term expires on: December 31, 2016

Laurent Renard gained a postgraduate degree from the École Supérieure de Commerce in Paris in 1975. He began his career with Royal Dutch Shell where he held various positions during a 24-year career with the Royal Dutch Shell Group. Having assumed a variety of responsibilities in Niger, France, Oman, the UK and the Netherlands, Laurent Renard was appointed Chief Financial Officer of Exploration-Production of Shell International at The Hague from 1997 to 1999. He then joined Technip in 2000 before joining BOURBON in mid-2003 in the post of Administrative Director of the marine branch. Since December 2005, he has been BOURBON Executive Vice President, Chief Financial Officer.

Positions held outside the Group
- Director, Noreva Pharma

Positions that expired in the past five years
None

3.2.3 Additional information on the corporate officers

To the Company's knowledge, in the past five years, no corporate officer:

- has been found guilty of fraud;
- has been involved in a bankruptcy, receivership or liquidation;
- has been found guilty of any offense or been subject to any official public sanction issued by any statutory or regulatory authority;
- has ever been prevented by a court of law from acting as a member of any administrative, management or supervisory body of any issuer, or from participating in the management or conduct of the business of any issuer.

3.2.4 Shares held by corporate officers

Pursuant to the provisions of Article 13 of the Bylaws in force at the date of this Registration Document, each Director is required to own at least 300 shares of the Company. These must be held in registered form.

As at December 31, 2013, as far as the Company was aware, the members of the Board of Directors and the corporate officers held the following number of shares in registered form:

Number of shares held in registered form	
Directors	
Jacques d'Armand de Chateauvieux	13,325
Henri d'Armand de Chateauvieux	172,357
Guy Dupont	128,910
Baudouin Monnoyeur	399
Christian Munier	59,390
Agnès Pannier-Runacher	363
Mahmud Tukur	330
Vo Thi Huyen Lan	399
Philippe Sautter	1,100
Corporate officers	
Christian Lefèvre, Chief Executive Officer and Director	238,153
Gaël Bodénès, Executive Vice President	5,673
Laurent Renard, Executive Vice President	81,989
TOTAL	**702,388**

3.3 COMPENSATION OF CORPORATE OFFICERS

3.3.1 Compensation paid to the Chairman of the Board of Directors, the Chief Executive Officer and the Executive Vice Presidents

The compensation of corporate officers is set by the Board of Directors on the recommendation of the Nominating, Compensation and Governance Committee.

- Mr. Jacques d'Armand de Chateauvieux, the Chairman of the Board of Directors, does not receive any direct compensation from BOURBON apart from Directors' fees. Mr. Jacques d'Armand de Chateauvieux is an employee of the JACCAR Holdings company, the managing holding company with a substantial stake in BOURBON and which, as such, receives management services.
- The compensation paid to the Chief Executive Officer and the Executive Vice Presidents has a fixed component and a component which is variable annually. Some years they are also allocated stock options or stock purchase options linked to performance.

For the fixed component, the Nominating, Compensation and Governance Committee strives in its recommendations to promote a compensation policy which reflects the responsibilities of each person and ensures that the compensation components fit the Group's overall compensation policy for executives in key positions. The committee also compares the consistency of the compensation policy with those of fellow SBF 120 companies of the same size and for similar positions, and with international companies operating in the same business sector.

For the variable component, the Board of Directors has been using for the last few years a calculation procedure based on the fixed component, and the variable component may reach up to 70% of the fixed component if the targets are exceeded. The criteria are reviewed yearly and partly aligned on the targets for the Group's key people; these criteria are structured as follows: 40% of targets are operational (operational safety performance (TRIR [1], fleet availability rate), 60% are economic and financial performance targets linked to profitability, 20% are qualitative personal targets.

For 2013, the fixed compensation paid to the Chief Executive Officer and the Executive Vice Presidents, set according to the advice of the Nominating, Compensation and Governance Committee at the Board meeting of June 1, 2012, remained unchanged.

At its March 3, 2014 meeting, the Board evaluated the performance of the Chief Executive Officer and the two Executive Vice Presidents, and after having heard the proposal of the Nominating, Compensation and Governance Committee, decided on the variable compensation to be granted for 2013. This component is 51% of the gross annual fixed compensation, compared to 45% for 2012.

3.3.1.1 Table summarizing the compensation, stock options and shares awarded to each Executive Director (in €)

Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors	Year 2012	Year 2013
Compensation due for the year *(detailed in table 3.3.1.2)*	216,000	77,817
Variable long-term compensation allocated over the year	-	-
Value of the options granted during the year	-	-
Value of the performance stock granted during the year	-	-
TOTAL	**216,000**	**77,817**

Christian Lefèvre, Chief Executive Officer	Year 2012	Year 2013
Compensation due for the year *(detailed in table 3.3.1.2)*	433,061	473,153
Variable long-term compensation allocated over the year	-	-
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	-	233,600 [1]
Value of the performance stock granted during the year	-	-
TOTAL	**433,061**	**706,753**

Gaël Bodénès, Executive Vice President	Year 2012	Year 2013
Compensation due for the year *(detailed in table 3.3.1.2)*	386,793	402,693
Variable long-term compensation allocated over the year	-	-
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	-	175,200 [1]
Value of performance shares awarded during the year *(detailed in 3.3.4.1)*	-	-
TOTAL	**386,793**	**577,893**

(1) TRIR: Total incidents per million hours worked based on a 24-hour day.

Laurent Renard, Executive Vice President	Year 2012	Year 2013
Compensation due for the year *(detailed in table 3.3.1.2)*	482,162	501,930
Variable long-term compensation allocated over the year	-	-
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	-	175,200[1]
Value of performance shares awarded during the year *(detailed in 3.3.4.1)*	-	-
TOTAL	**482,162**	**677,130**

(1) The value of the options awarded was calculated on the day of the award using the Black & Scholes method based on the assumptions used for drawing up the consolidated financial statements before deferment of expenses. The methodology and calculation details can be found in sections 1.5.14 and 3.10 of the notes to the consolidated financial statements.

3.3.1.2 Table summarizing the compensation of each Executive Director (in €)

Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors	Year 2012		Year 2013	
	due for the year	paid over the year	due for the year	paid over the year
- fixed compensation[1]	197,000	197,000	62,817	62,817
- variable compensation	-	-	-	-
- variable long-term compensation	-	-	-	-
- exceptional compensation	-	-		
- Directors' fees	19,000	15,000	15,000	19,000
- benefits in-kind				
TOTAL	**216,000**	**212,000**	**77,817**	**81,817**

Mr. Jacques d'Armand de Chateauvieux does not receive any direct compensation from BOURBON apart from Directors' fees. JACCAR Holdings, of which Mr. Jacques d'Armand de Chateauvieux is the Chairman, invoices BOURBON every year for services rendered. These services are subject to a regulated agreement which is described in the special report of the Statutory Auditors on regulated agreements and commitments.

(1) The fixed compensation amounts indicated in the table are the amounts paid by JACCAR Holdings, BOURBON's managing holding company, to Mr. Jacques d'Armand de Chateauvieux in his capacity as an employee of this company. For 2013, the amount indicated corresponds to an accumulation of retirement benefit obligations. BOURBON has been notified that, as of January 1, 2014, Mr. Jacques d'Armand de Chateauvieux is retired, and no longer has an employment contract.

Christian Lefèvre, Chief Executive Officer	Year 2012		Year 2013	
	due for the year	paid over year	due for the year	paid over year
- fixed compensation	240,000	240,000	240,000	240,000
- variable compensation[1]	176,208[2]	45,306 [2]	214,200[2]	176,208 [2]
- variable long-term compensation	-	-	-	-
- exceptional compensation	-	-	-	-
- Directors' fees for terms of office served in the Group	12,792	12,792	15,000	-
- benefits in kind[3]	4,061	4,061	3,953	3,953
TOTAL	**433,061**	**302,159**	**473,153**	**420,161**

Mr. Christian Lefèvre is also Chairman of the Marine SAS company. This company invoices a BOURBON subsidiary fees for specific technical services relating to the management of the fleet for the company, amounting to €150,000 per year. These services are subject to a regulated agreement which is described in the special report of the Statutory Auditors on regulated agreements and commitments.

(1) Variable compensation is payable the following year, after approval of the financial statements by the General Meeting.

(2) Directors' fees were deducted from the total variable compensation payable. The amount shown is the remainder paid or still outstanding.

(3) Company car.

Gaël Bodénès, Executive Vice President	Year 2012		Year 2013	
	due for the year	paid over the year	due for the year	paid over the year
- fixed compensation	265,000	265,000	265,000	265,000
- variable compensation(1)	114,939(2)	66,000(2)	135,150(2)	114,939(2)
- variable long-term compensation	-	-	-	-
- exceptional compensation	-	-	-	-
- Directors' fees for terms of office served in the Group	4,311	4,311	-	-
- benefits in kind(3)	2,543	2,543	2,543	2,543
TOTAL	**386,793**	**337,854**	**402,693**	**382,482**

(1) Variable compensation is payable the following year, after approval of the financial statements by the General Meeting.
(2) Directors' fees were deducted from the total variable compensation payable. The amount shown is the remainder paid or still outstanding.
(3) Company car.

Laurent Renard, Executive Vice President	Year 2012		Year 2013	
	due for the year	paid over the year	due for the year	paid over the year
- fixed compensation	330,000	330,000	330,000	330,000
- variable compensation(1)	135,708(2)	27,396(2)	168,300(2)	135,708(2)
- variable long-term compensation	-	-	-	-
- exceptional compensation	-	-	-	-
- Directors' fees for terms of office served in the Group	12,792	12,792	-	-
- benefits in kind(3)	3,662	3,662	3,630	3,630
TOTAL	**482,162**	**373,850**	**501,930**	**469,338**

(1) Variable compensation is payable the following year, after approval of the financial statements by the General Meeting.
(2) Directors' fees were deducted from the total variable compensation payable. The amount shown is the remainder paid or still outstanding.
(3) Company car.

No supplementary pension scheme has been granted by BOURBON, nor any benefit in kind other than those mentioned in the tables above, for the Chief Executive Officer and for each of the two Executive Vice Presidents.

3.3.2 Directors' fees

As sole compensation, the members of the Board of Directors are paid Directors' fees totalling €240,000 in accordance with the decision by the Combined General Meeting of May 28, 2013 for the year 2012 and subsequent years, to be distributed according to the following terms:

- fixed compensation of €5,000;
- Variable compensation reflecting the attendance rate, in the amount of €2,000 for each meeting attended; this applies to meetings of the Board as well as meetings of the specialized committees.

Under these terms, the amount paid to the members of the Board of Directors in 2013 totalled €193,000.

(in €)	Directors' fees paid in 2013	Directors' fees paid in 2012
Current members of the Board		
Jacques d'Armand de Chateauvieux	19,000	15,000
Henri d'Armand de Chateauvieux	23,000	19,000
Guy Dupont	23,000	19,000
Christian Lefèvre	-	-
Baudouin Monnoyeur	19,000	13,000
Christian Munier	23,000	21,000
Agnès Pannier-Runacher	25,000	19,000
Philippe Sautter	23,000	19,000
Vo Thi Huyen Lan	9,000	7,000
Mahmud Tukur	13,000	-
Directors, whose term ended during the year		
Christian d'Armand de Chateauvieux	7,000	13,000
Marc Francken	9,000	23,000
TOTAL	**193,000**	**168,000**

The Members of the Board of Directors (excluding the CEO) were not granted any other compensation or benefit during the year. The Directors did not receive any stock option or bonus share awards.

3.3.3 Stock options awarded and/or exercised during 2013

3.3.3.1 Policy of allocation of stock options

The stock option plans for new or existing shares relate exclusively to shares of BOURBON SA.

The stock options granted for new and/or existing shares reflect a policy of proportional distribution which is not concentrated on one category of beneficiaries and, more particularly, on the Executive Directors, in accordance with the recommendations of the AFEP-MEDEF Code.

Each plan is decided by the Board of Directors, as delegated by the General Meeting, on the recommendation of the Nominating, Compensation and Governance Committee, which is specifically responsible for recommending the number of options to be awarded to management as well as setting any performance criteria.

Stock options can only be exercised after the expiration of a period of four years, subject to presence conditions. Their exercise price corresponds to the average price of the share for the twenty stock market trading sessions prior to the date of award of the options, with no discount applied.

At its meeting of December 2, 2013, the Board of Directors decided to allocate a new stock option plan to 65 managers occupying key positions in the company, and to 3 corporate officers of BOURBON SA, subject to certain performance criteria being met, as outlined in sections 3.3.3.2 and 3.3.3.5.

3.3.3.2 Stock options awarded during the year to each Executive Director

Options allocated to each Executive Director by the issuer and any Group company	No. and date of plan	Nature of the options (purchase or subscription)	Valuation of the options according to the method used for the consolidated financial statements	Number of options awarded during the year	Exercise price	Exercise period
Jacques d'Armand de Chateauvieux						None
Christian Lefèvre	Plan No. 11 12/2/2013	Purchase and/ or subscription	(1)	80,000(2)	€19.68	From 12/2/2017 to 12/1/2019
Gaël Bodénès	Plan No. 11 12/2/2013	Purchase and/ or subscription	(1)	60,000(2)	€19.68	From 12/2/2017 to 12/1/2019
Laurent Renard	Plan No. 11 12/2/2013	Purchase and/ or subscription	(1)	60,000(2)	€19.68	From 12/2/2017 to 12/1/2019

(1) The value of the options awarded was calculated on the day of the award using the Black & Scholes method based on the assumptions used to draw up the consolidated financial statements before deferment of expenses. The methodology and calculation details can be found in sections 1.5.14 and 3.10 of the notes to the Consolidated Financial Statements.

(2) The stock options allocated are subject to performance conditions as defined below:

- *10% will be paid if the 2013/2014/2015 TRIR (total incidents recorded per million hours worked based on a 24-hour day) average does not exceed 0.65 in 2015;*
- *10% will be paid if the fleet availability rate is at least 95% in 2015;*
- *20% will be paid if the EBITDAR/revenue ratio is at least 38% in 2015;*
- *20% will be paid if the EBITDA/capital employed ratio is at least 20% at the end of 2015;*
- *40% will be paid if the annual average increase in BOURBON share prices, over the four years of the plan, is at least 8% (based on the allocation price).*

The Board reserves the option to adjust performance conditions in the event of major changes to exchange rates, in the event of exceptional circumstances requiring and justifying such a change, subject to approval by the Nominating, Compensation and Governance Committee, to neutralize, as far as possible, the consequences of major changes to the targets set at the time of initial allocation.

The options awarded to corporate officers under this plan account for 19.3% of the total stock options allocated; *i.e.* 0.27% of the company's capital at December 31, 2013 on the 1.39% potential dilution for the duration of the plan. Moreover, 1.03% of the capital was reserved for a free share allocation from which the corporate officers did not benefit.

Corporate officers must not use any hedging instruments on any stock options or shares allocated to them by the company.

Pursuant to the AFEP-MEDEF Code, the corporate officers are required to respect a duty of prudence and vigilance, and an obligation of particular precaution on any personal transaction concerning the securities of the company. In particular, they must not carry out any speculative and short-term transactions or trades on company shares, in the following cases:

- when they are in possession of information that could, when published, affect the price of these shares;
- during periods explicitly indicated to them by the company, especially during the month preceding the preliminary announcement of the annual and half-yearly results of the company, and two weeks prior to the publication of the company's quarterly revenues;
- during this period, only the simple exercise of options is permitted.

3.3.3.3 Requirement to keep shares

In March 2008, the Board of Directors instituted an obligation for corporate officers to keep 20% of the shares resulting from the exercise of stock options for the duration of their term of office. This rule has been in force since plan n°6 of December 10, 2007.

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3.3.3.4 Stock options exercised during the year by each Executive Director

Options exercised by Executive Directors	No. and date of plan	Number of options exercised during the year	Exercise price
Jacques d'Armand de Chateauvieux	-	-	-
Christian Lefèvre	-	-	-
Gaël Bodénès	-	-	-
Laurent Renard	-	-	-

3.3.3.5 Stock options granted to the ten first employees who are not corporate officers/Stock options exercised by the first ten employees who are not corporate officers during 2013

	Total number of options awarded / stock subscribed to or purchased	Price *(in €)*	Plan
Options awarded, during the year, to the first ten employees of BOURBON SA and of any company included within the Group's scope, of which the number of options allocated is highest	198,000	€19.68	No. 11 December 2, 2013
Options exercised, during the year, to the first ten employees of BOURBON SA and of any company included within the Group's scope, of which the number of options allocated is highest	-	-	-

The number of stock options definitively allocated to all beneficiaries (excluding corporate officers) will be subject to the following performance conditions:

- 50% of stock options will be awarded on the condition of presence after a four-year period;
- 50% of stock options awarded on the condition of presence after a four-year period and attainment of performance targets:
  - 10% will be paid if the 2013/2014/2015 TRIR (total incidents recorded per million hours worked based on a 24-hour day) average which must be lower does not exceed 0.65 in 2015,
  - 10% will be paid if the fleet availability rate is at least 95% in 2015,
  - 30% will be paid if the EBITDAR/revenue ratio is at least 38% in 2015.

3.3.4 Free allocation of performance shares awarded and/or exercised over 2013

The Board of Directors, at its meeting of December 2, 2013, in response to the 18th resolution of the Combined General Meeting of June 1, 2011, proceeded to the free allocation of shares linked to performance to several personnel categories. There were 2,103 beneficiaries, representing a total of 767,400 shares, *i.e.* 1.03% of the capital.

The corporate officers did not benefit from this plan.

Only BOURBON SA shares were allocated under this plan.

The shares will be definitively allocated subject to the following performance conditions:

- 60% of the shares allocated on the condition of presence after two (2) years;
- 40% of the shares allocated on the conditions of presence after two (2) years and the attainment of performance targets:
  - 20% will be allocated if the 2013/2014/2015 TRIR (total incidents recorded per million hours worked based on a 24-hour day) average is 0.65 or lower,
  - 20% will be allocated if the fleet availability rate in 2015 is 95% or over.

3.3.4.1 Bonus performance shares allocated to each corporate officer

Bonus performance shares allocated by the General Meeting of Shareholders over the year to each corporate officer by the issuer and by any other Group company	Date of the plan	Number of shares awarded during the year	Valuation of the shares according to the method used for the consolidated financial statements	Acquisition date	Date available
Jacques d'Armand de Chateauvieux	-	-	-	-	-
Christian Lefèvre	-	-	-	-	-
Gaël Bodénès	-	-	-	-	-
Laurent Renard	-	-	-	-	-

3.3.4.2 Bonus performance shares that became available for each corporate officer

Performance shares that became available for each corporate officer	Date of the plan	Number of shares that have become available during the year	Acquisition conditions
Jacques d'Armand de Chateauvieux	-	-	-
Christian Lefèvre	-	-	-
Gaël Bodénès	-	-	-
Laurent Renard	-	-	-

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3.3.4.3 Bonus shares allocated to the first ten employees who are not corporate officers / Bonus shares allocated to the first ten employees who are not corporate officers during 2013

	Number of bonus shares notified/ allocated definitively(1)	Allocation date	Acquisition date(2)	Availability date(2)
Bonus shares allocated over the year to the first ten employees of BOURBON SA and any company in the Group's scope, of which the number of shares thus allocated is highest	4,000	December 2, 2013	December 2, 2015	December 2, 2017
Shares held, during the year, by the first ten employees of BOURBON SA and of any company included within the Group's scope, of which the number of options thus acquired is highest	-	-	-	

(1) The number of bonus shares definitively allocated to all beneficiaries (excluding corporate officers) will be subject to the following performance conditions:
- *60% of the shares will be allocated on the condition of presence after two (2) years;*
- *40% of the shares will be allocated on the conditions of presence after two (2) years and the attainment of performance targets:*
  20% will be allocated if the 2013/2014/2015 TRIR (total incidents recorded per million hours worked based on a 24-hour day) average is 0.65 or lower,
  20% will be allocated if the fleet availability rate in 2015 is 95% or over.

(2) The acquisition period is two years for French residents (followed by a two-year holding period) and four years for foreign residents (with no holding period).

3.3.5 Performance bonus shares awarded and/or that became available in 2013

3.3.5.1 Bonus performance shares allocated to each corporate officer

Performance shares allocated by the General Meeting of Shareholders during the year to each corporate officer by the issuer and by any Group company	Date of the plan	Number of shares awarded during the year	Valuation of the shares according to the method used for the consolidated financial statements	Acquisition date	Date available	Performance conditions
Jacques d'Armand de Chateauvieux	-	-	-	-	-	-
Christian Lefèvre	-	-	-	-	-	-
Gaël Bodénès	-	-	-	-	-	-
Laurent Renard	-	-	-	-	-	-

3.3.5.2 Performance shares that became available for each corporate officer

Performance shares which became available for each corporate officer	Date of the plan	Number of shares that have become available during the year	Acquisition conditions
Jacques d'Armand de Chateauvieux	-	-	-
Christian Lefèvre	-	-	-
Gaël Bodénès	-	-	-
Laurent Renard	-	-	-

3.3.6 History of stock options or stock purchase options awarded

The table below shows all the information related to stock option plans granted by the Company, in force as at December 31, 2013.

Meeting date	May 30, 2008		June 1, 2011			Total
	Plan No. 7(1)	Plan No. 8(1)	Plan No. 9(1)	Plan No. 10(1)	Plan No. 11	
Date of Board Meeting	December 8, 2008	August 24, 2009	December 5, 2011	November 30, 2012	December 2, 2013	
Start date for exercising options	December 8, 2012	September 24, 2013	December 5, 2015	November 30, 2016	December 2, 2017	
Expiration date	December 7, 2014	September 23, 2015	December 4, 2017	November 29, 2018	December 1, 2019	
Number of original beneficiaries	50	895	1,153	2	68	
Total number of stock subscription or purchase options:	47,384	2,339,535	2,789,050	29,700	1,037,000(3)	
a) Corporate officers in this capacity at the time of allocation		108,900(2)	165,000(2)		200,000(4)	
Incl. Jacques de Chateauvieux						
Incl. Christian Lefèvre		54,450	71,500		80,000	
Incl. Gaël Bodénès			38,500		60,000	
Incl. Laurent Renard		54,500	55,000		60,000	
b) Top ten employee beneficiaries	23,426	258,940	2,211,000	29,700	198,000	
Subscription or purchase price	€15.78	€26.12	€18.18	€19.82	€19.68	
Discounts granted	No	No	No	No	No	
Options exercised at 12/31/2013	-	-	-	-		
Options cancelled or voided as at 12/31/2013	19,965	374,979	239,800	-	0	
Options remaining to be exercised as at 12/31/2013	27,419	1,964,556	2,549,250	29,700	1,037,000	5,607,925

(1) Numbers of options and exercise prices are adjusted values, as required under applicable regulations, following operations on the BOURBON share.
(2) Options related to performance conditions.
(3) Options related to performance conditions (see management report – section 3.3.3.5).
(4) Options related to performance conditions (see management report – section 3.3.3.2).

3.3.7 History of bonus share allocations in force at December 31, 2013

Meeting date	June 1, 2011
Date of Board Meeting	December 2, 2013
Number of beneficiaries	2,013
Total number of bonus shares allocated	767,400[(1)]
Of which allocated to:	
Jacques d'Armand de Chateauvieux	-
Christian Lefèvre	-
Gaël Bodénès	-
Laurent Renard	-
Date of acquisition of shares	December 2, 2015[(2)]
	December 2, 2017[(2)]
End of lock-up period	December 2, 2017
Total number of cancelled or voided shares	0
Allotted bonus shares remaining at end of period	767,400

(1) Shares dependent on performance conditions (see management report – section 3.3.4).
(2) The acquisition period is 2 years for French residents (followed by a two-year holding period) and 4 years for foreign residents (with no holding period).

3.3.8 Commitments of any kind made by the Company to its corporate officers

Executive corporate officers covered by the AFEP-MEDEF recommendation	Employment contract		Supplementary pension scheme		Indemnity or benefits payable or potentially payable due to termination or change of function		Indemnities as a result of a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors Start date of term of office: 05/28/2013 End date of term of office: General Meeting called to approve the financial statements for the year ending 12/31/2015		x[(1)]		x		x		x
Christian Lefèvre, Chief Executive Officer Start date of term of office: 01/01/2014 End date of term of office: 12/31/2016	x[(2)]			x		x		x
Gaël Bodénès, Executive Vice President Start date of term of office: 01/01/2014 End date of term of office: 12/31/2016	Not applicable			x		x		x
Laurent Renard, Executive Vice President Start date of term of office: 01/01/2014 End date of term of office: 12/31/2016	Not applicable			x		x[(3)]		x

The AFEP-MEDEF Code of Corporate Governance, which BOURBON uses as a reference, recommends that companies put an end to the practice of corporate officers also holding employment contracts, but does not make this a requirement:

(1) The Chairman of the Board of Directors of BOURBON has an employment contract with Jaccar Holdings, the Group's managing holding company. This company bills BOURBON for its management services as managing holding company. On the basis of the information available to it, BOURBON's Board of Directors cannot prejudge any provisions of the employment contract between Jacques d'Armand de Chateauvieux and JACCAR Holdings and, as a result, terminate that contract, BOURBON has not given Mr. Jacques d'Armand de Chateauvieux any undertaking with regard to the non-renewal of his term of office as Chief Executive Officer. BOURBON has been notified that, as of January 1, 2014, Mr. Jacques d'Armand de Chateauvieux is retired, and no longer has an employment contract.

(2) The Board of Directors believes that there are no grounds for terminating the employment contract of Mr. Christian Lefèvre, CEO since January 1, 2011, due to his length of service with the Group. In fact, his term of office is merely an extension of the salaried duties performed by him since he joined the Group in 1982 and, for this reason, the Board of Directors believed that to terminate Mr. Christian Lefèvre's employment contract (within the subsidiary "Bourbon Management") would result in a loss of rights relating to his length of service with the Group. The CEO does not benefit from any special compensation clause in the event of departure. The same commitments made previously to Mr. Christian Lefèvre continue to apply to his new term of office.

(3) Mr. Laurent Renard is not entitled to any termination benefit under his term of office as corporate officer; however, his employment contract, dated before his appointment as Executive Vice President, contains a clause providing for benefits in the event of dismissal following a change of control of BOURBON.

3.4 APPLICATION OF THE AFEP-MEDEF CODE OF CORPORATE GOVERNANCE SUMMARY TABLE

As part of the "Apply or Explain" rule established in Article L. 225-37 of the French Commercial Code and Article 25.1 of the AFEP-MEDEF Code, BOURBON believes that it meets the recommendations of the AFEP-MEDEF Code. However, some provisions have been left out for the reasons stated in the table below:

Disregarded AFEP-MEDEF recommendations	Explanations	Reference
Criteria for the independence of the Directors Article 9.4: To be considered as independent, a director must not have been "a company director for over twelve years"	The board has not retained this 12-year independence criterion for Mr. Guy Dupont and has thus declared this director independent. Firstly, Mr. Guy Dupont's term of office was renewed at the General Meeting of January 1, 2011, *i.e.* prior to the date on which he exceeded 12 years of service; secondly, the Board of Directors believes that the interventions of this director during board meetings show a critical and relevant eye on the environment in which BOURBON operates and Mr. Guy Dupont has complete freedom of expression, using his good knowledge of the Group's history and his company management experience.	Chairman's report 1.1 Composition of the Board of Directors
Termination of the employment contract of the executive corporate officer Article 22: "It is recommended that, when an employee becomes an executive corporate officer, the employment contract which binds him or her to the company or a Group company is ended, either by termination of contract, or by resignation"	Christian Lefèvre's employment contract was not terminated when he became an executive corporate officer. The Board of Directors therefore believed that, given the employment seniority within the Group of Christian Lefèvre, Chief Executive Officer since January 1, 2011, terminating his employment contract was not justified. In fact, his term of office is merely an extension of the salaried duties performed by him since he joined the Group in 1982 and, for this reason, the Board of Directors believed that to terminate Mr. Christian Lefèvre's employment contract (within the subsidiary "Bourbon Management") would result in a loss of rights relating to his length of service with the Group. The CEO does not benefit from any special compensation clause in the event of departure. The same commitments made previously to Mr. Christian Lefèvre continue to apply to his new term of office.	Management report: 3.3.8 Commitments of any kind made by the Company to its corporate officers
Termination of the employment contract of the executive corporate officer Article 22: "It is recommended that, when an employee becomes an executive corporate officer, his or her employment contract, which binds him or her to the company or a Group company, is ended, either by termination of contract, or by resignation"	On the basis of the information available to it, BOURBON's Board of Directors cannot prejudge any provisions of the employment contract between Jacques d'Armand de Chateauvieux and JACCAR Holdings and, as a result, terminate that contract, BOURBON has not given Mr. Jacques d'Armand de Chateauvieux any undertaking with regard to the non-renewal of his term of office as Chief Executive Officer.	Management report: 3.3.8 Commitments of any kind made by the Company to its corporate officers

3.5 FEES CHARGED BY THE STATUTORY AUDITORS AND THE MEMBERS OF THEIR NETWORKS

(in € thousands)	EurAAudit CRC				Deloitte			
	Amount		Percentage		Amount		Percentage	
	2013	2012	2013	2012	2013	2012	2013	2012
Audit								
Statutory Auditors, certification, examination of consolidated and separate financial statements								
Issuer (parent company)	65	65	39%	39%	101	99	13%	12%
Fully consolidated subsidiaries	104	101	61%	61%	583	576	74%	72%
Other diligence and services directly connected to the work of the Statutory Auditors								
Issuer (parent company)	-	-	-	-	77	75	10%	9%
Fully consolidated subsidiaries	-	-	-	-	16	49	2%	6%
Sub-total	**169**	**166**	**100%**	**100%**	**776**	**800**	**99%**	**100%**
Other services rendered by the networks to the fully consolidated subsidiaries								
Legal, tax, corporate	-	-	-	-	6	-	1%	-
Other	-	-	-	-	-	-	-	-
Sub-total	**-**	**-**	**-**	**-**	**6**	**-**	**1%**	**-**
TOTAL	**169**	**166**	**100%**	**100%**	**782**	**800**	**100%**	**100%**

4. RISK FACTORS

To the best of the Company's knowledge, there are no exceptional events or disputes in existence that are likely to have a significant impact on the business, results, financial situation or capital assets of BOURBON or its subsidiaries.

BOURBON's objective is to ensure that the entire internal control system can, as far as possible, prevent any risks to which it is exposed. With this in mind, a "risk-mapping" process was developed in 2005.

A dedicated project team was formed within the Group. An inventory of risks was prepared as thoroughly as possible, along with associated controls, then categorized by type. On a case-by-case basis, probabilities of occurrence and of potential impact were evaluated. The inventoried risks were ranked based on their possible frequency (from frequent to improbable) and their impact (negligible to catastrophic), which would require an action plan to be implemented immediately by a crisis unit.

The type and ranking of these risks are considered strategic and confidential. Nevertheless, the principal risk factors are outlined below.

The risk-map is regularly updated. In 2013, a specific compliance risk map was drawn up for the whole Group. This map is accompanied by a document containing details of the nature of and internal control measures associated with each non-compliance risk.

These are fed back regularly to the BOURBON internal control and auditing committees.

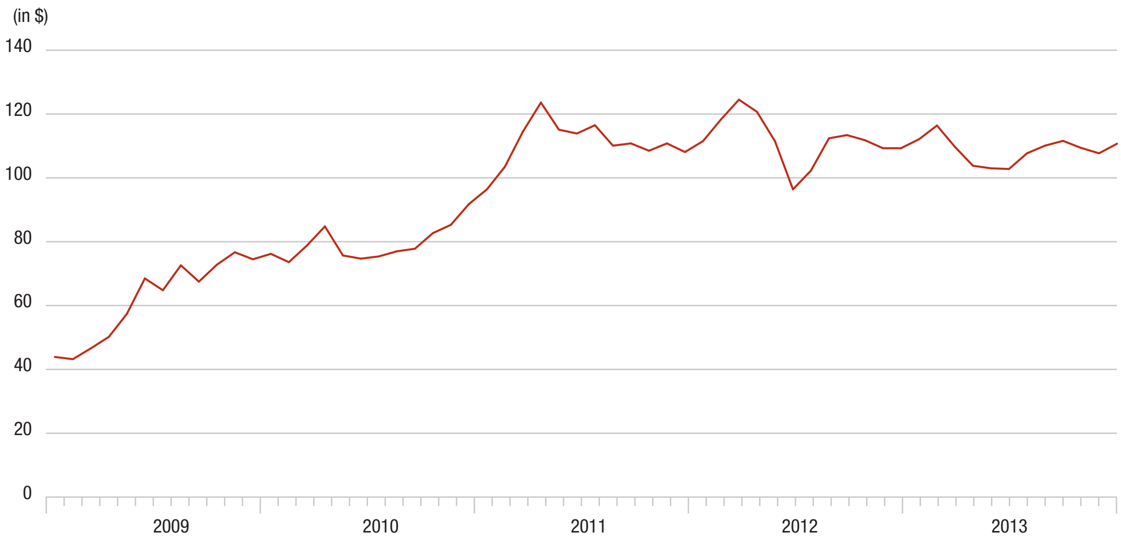
Investors are invited to take into consideration all the information contained in this Registration Document, including the risk factors described in this section, before deciding to invest. On the date of this Registration Document, these risks include such risks, the occurrence of which according to BOURBON could have a significantly prejudicial impact on the Group, its business, its financial position, its results or its growth. Investors' attention is drawn to the fact that there may exist other risks, which have not been identified yet on the date of this Registration Document or whose occurrence was not considered on that same date as being likely to have a significantly prejudicial effect on the Group, its business, its financial position, its results or its growth.

4.1 RISKS OF THE MARITIME OFFSHORE OIL SERVICES MARKET

The offshore marine services activity cycle depends on the demand from oil operators and the supply of vessels on the market.

Demand from oil companies is linked to their exploration/development cycles. This activity is related, among other things, to the 10 year average price per barrel assumptions. Exploration investments may also be influenced by short-term barrel prices, and by the need for oil companies to maintain their reserve levels. However, the production activity on existing fields is much less sensitive.

▸ PRICE OF OIL (BRENT)



In 2013, the average Brent price was US$109 with a relative stability over the period, consolidating the sustained trend of barrels costing over US$100 started in 2011. Different analysts (I.E.A, Pareto, Bloomberg, etc.) agree on an assumption of a sustained high barrel price in 2014.

In this favorable context, different organizations predict an increase in investments across all operational zones, especially in Asia and the North Sea. In East Africa, exploration/development programs in Kenya, Tanzania and Mozambique are continuing, confirming the opening of a new market in this part of the world. For West Africa, the main source of BOURBON's revenue, investments are focused on offshore deepwater and offshore ultra deepwater and include ongoing offshore shallow water maintenance programs.

With regard to supply, changes to the fleet of offshore supply vessels depend on the rate at which old vessels are scrapped and investment is made in new vessels. These two factors are influenced by several things, including:

- forecasts made by marine services suppliers with regard to changes in customer demand;
- the obsolescence of old vessels, this being dependent upon changes in oil companies' expectations;
- access to financial resources enabling operators to invest.

Unforeseen changes in oil companies' demand cycle and changes in numbers of vessels available on the market, events which by their very nature are beyond BOURBON's control and affect one or more of the markets on which BOURBON has a presence, may have a significantly prejudicial effect on BOURBON's business, financial position, results or outlook.

4.1.1 Risks related to changes in demand

A reduction in investments in the oil sector could result in a decline in demand for offshore oil and gas services and therefore limit BOURBON's capacity to increase or maintain its profits.

The demand for offshore oil and gas services is dependent on the oil companies' capacity to invest. The price of oil on world markets has a significant influence over decisions to engage in new investments in this sector. In fact, new investment projects are based on future projections, internal to each company, of the price per barrel that will be needed to cover the cost of extraction. The price of oil in the short term has a lesser influence once oil projects have been launched and in the production phase. The potential impact remains limited to exploration phases which may be delayed or even cancelled. Generally, oil investment cycles are long, between 10 and 20 years on average between the construction phase and the exploitation/production phase.

The price per barrel depends on demand, which is related to global growth and the production capacity of the producing countries. With forecasts for an increase in demand for oil and the accelerating decline in production at existing fields, the oil services activity is expected to grow in the medium and long term. The risk on the growth outlook of the activity is thus low. Nevertheless, any significant modification in these forecasts would affect BOURBON's business, financial position and results or outlook.

BOURBON's strategy is to develop close ties with the national and international oil majors that have sustained investment plans and to place particular importance on a policy of long-term contractualization of BOURBON vessels. As at December 31, 2013, 73.8% of offshore support vessels were subject to long-term contracts, with the average residual duration of contracts for these vessels, excluding crewboats, at 12 months. Active monitoring of the market in the field of production and exploration/development has been set up to react quickly to changes in the market.

The loss of one or more of its main clients could, however, have a significantly prejudicial effect on BOURBON's business, financial position, results or outlook.

Risks related to changes in technical requirements for marine oil exploitation and related services.

The already high demands of oil and gas companies, in terms of risk management, have gone up further in view of the incidents that took place aboard the oil rigs in the Gulf of Mexico and the North Sea. On this account, oil companies generally prefer cutting-edge, high performance vessels like those belonging to the BOURBON fleet. This made more than 25 years old vessels obsolete and increased the need to substitute these old vessels. In 2013, the worldwide fleet utilization rate for vessels that were more than 25 years old dropped below 39.5% (1), showing the predominance of safety at sea.

BOURBON has established long-term relationships with major oil companies, thereby enabling it to better understand their expectations. This has led BOURBON to develop a four-pillar model of operational efficiency, viz. safety of people and materials, respecting the environment on land and at sea; monitoring skills to guarantee service quality; technical availability of vessels to ensure continuity of service; optimization of cost and fuel consumption through the use of low fuel consumption diesel-electric propulsion vessels, which result in economizing on diesel.

It is important to note the increased attention of oil and gas companies and the industry in general towards reducing energy consumption not only to reduce air emissions but also to reduce the energy bills of the projects. In this context, BOURBON's diesel-electric propulsion vessels are particularly appreciated for their low fuel consumption.

At December 31, 2013, 81% of the supply vessels operated by BOURBON, or on order, had both class 2 dynamic positioning and diesel-electric propulsion.

BOURBON cannot, however, guarantee that it will always be able to perfectly predict its clients expectations, nor can it discount the fact that, in one or more of the geographical areas where it has a presence, some of its competitors may, due to their size or expertise, have at their disposal financial, commercial, technical or human resources that are equivalent, or superior, to those offered by BOURBON and that are also likely to meet the requirements of the major oil companies, which could, under certain circumstances, lead to market losses for BOURBON.

4.1.2 Risks related to changes in supply

On the deepwater offshore vessels market, in the event of new ships being delivered faster than the growth in demand, BOURBON may experience temporary over capacity as well as a drop in daily and utilization rates for its deepwater offshore vessels in certain geographical regions.

The annual growth forecast for the offshore deepwater market is 7% (1), and has been particularly strong in West Africa and the North Sea, which made it possible to maintain a high utilization rate for the offshore deepwater fleet of 88.9% in 2013.

In terms of geographic positioning, BOURBON is well placed to resist over-capacity in this segment as it has low exposure to the very competitive market of the North Sea, no presence in the US territorial waters of the Gulf of Mexico, and a dominant position in West Africa.

In addition, BOURBON's commercial strategy focuses on long-term contracts, which minimizes the risks of exposure to short-term market fluctuations.

Despite these different measures, BOURBON cannot discount the fact that temporary over-capacity could cause a fall in daily rates as well a drop in the utilization rates of its vessels, which are likely to have a prejudicial effect on its business, its financial position, its results or its outlook.

Concerning strategic choices, it is possible that certain BOURBON competitors in the offshore oil and gas marine services activity may decide to develop their market share in specific geographical regions or with targeted clients through an aggressive commercial policy. The immediate consequences for BOURBON would be the loss of new contracts or failure to renew existing ones in a particular area or vis-à-vis a client.

(1) Source: BOURBON/IHS Petrodata.

This type of commercial approach would need substantial investment, both by the competitor providing availability of a dedicated fleet of vessels corresponding to the needs of clients or of the targeted geographical region, by establishing a pricing policy that is considerably below the market price. Generally, a targeted attack from a competitor is a localized event and difficult to sustain over time as it is limited by operating costs and investments in vessels.

In this current context of market recovery, sustained by the dynamism of West Africa, Asia and the North Sea, and the opening up of new markets like East Africa, the risk related to price attacks is limited, since competitors are encouraged to consolidate their positions in their usual geographical areas.

In light of this risk, the first measure taken by BOURBON is to closely monitor the positioning of the fleets of its principal competitors and their pricing policy. The second measure is to geographically diversify the positioning of its fleet and the third is to screen the client portfolios, and thereby ensure diversification of clientele.

BOURBON's size and policy of investing in vessels constructed in series in shipyards at optimum costs enables it to counter such attacks, while maintaining some leeway to maneuver prices.

Finally, the reinforcement of local teams in areas where the vessels operate means more active monitoring of production or exploration vessels. The sales network monitors market trends on a permanent basis and is enhanced by a network of Contracts Managers who are in daily contact with the clients to respond to their requirements in real time. The task of these teams is to keep an eye on the vitality of the market and on client satisfaction in order to provide them with service that is always adapted to their requirements.

Increased competition and, in particular, the implementation of aggressive sales and/or pricing policies by some of our competitors, targeting geographical regions where BOURBON has a presence or targeting some of our existing or potential clients, is likely to result in BOURBON losing new contracts or failing to renew contracts for certain geographical regions which may result in a loss of one or more clients and a reduction in its market share.

BOURBON selects a limited number of shipyards to build its vessels, leading to a certain dependence on these shipyards. A failure in one of the selected shipyards could reduce BOURBON's ability to meet client expectations.

One of BOURBON's keys to success resides in providing clients with innovative vessels at competitive prices. BOURBON is developing new generation (diesel-electric propulsion, class 2 and 3 dynamic positioning, etc.) vessel concepts; it uses competitive shipyards – essentially located in China but also in Vietnam, Nigeria, the United Arab Emirates and France – and line production to benefit from economies of scale.

A large majority of the commitments have been made with a Chinese shipyard that has demonstrated its capacity to deliver innovative, high-quality supply vessels (140 vessels delivered to BOURBON between 2003 and 2013) and whose financial soundness has not been called into question to date.

BOURBON regularly conducts competitive bidding in the various shipyards located in Europe, Middle East and Asia in order to obtain the best price offers while considering the capacity of the shipyards to deliver quality vessels within the scheduled timeframes. The number of offers have increased with the number of shipyards capable of delivering specialized vessels for the offshore market. In 2013, the first three vessels in a series of six specialized vessels to support seismic vessels were delivered by the Grandweld shipyard in Dubai.

The failure of any one of the selected shipyards, or a drop in the quality of the services or products supplied by them, could reduce BOURBON's capacity to respond to clients' requirements or could result in an increase in related costs, in particular, if failed shipyards have to be replaced by more expensive service providers. These types of situations could also have a detrimental effect on the BOURBON's reputation and image and could have a negative impact on its business, financial position, results and its future outlook.

The stringent demands on BOURBON concerning the qualification levels of its employees could mean that it is not always able to prepare the vessels necessary to serve clients within the required time.

The high operating standards that BOURBON has set itself in order to deliver operational excellence have led it to develop its own specific, rigorous qualification standards, over and above international standards and even those of its clients.

BOURBON in 2013 manned its 38 new fleet vessels by mobilizing both at sea and on land the necessary human resources in line with the Group's own standards.

This was possible because BOURBON continues to benefit from an extensive international and local network of shipmanagers and manning agencies, which also meet international standards.

The size of this network enables BOURBON to recruit qualified people from many training pools, of which there are an increasing number due to the growing internationalization of operations. BOURBON is also continuing with its long-term policy of support to schools in training merchant navy officers, particularly in West Africa, where growth continues to be strong. Finally, on account of the size of its fleet and the opportunities that it offers, BOURBON is genuinely attractive for qualified personnel.

It is also because BOURBON currently has a large workforce, and an internal system to develop and promote future talent, that the service will continue, in coming years, to be delivered at the same high standards.

Because of the exacting requirements, and because BOURBON stands by its qualification and safety standards, it may have to bear higher labor costs, either due to a rise in the salaries of available qualified personnel or higher training costs for current resources. This may delay the activation of new vessels, thereby reducing volume growth, or reduce the profitability of operations, thereby financial performance.

4.2 RISKS RELATING TO BOURBON'S BUSINESS

Non-compliance by BOURBON with regulations applicable to its businesses or the deterioration in the quality of its services in terms of safety and reliability could potentially affect the Group in the conduct of its activities with certain clients or in certain geographical regions.

BOURBON's activities mainly involve the marine and shipping sectors, which are highly regulated. The Group is also subject to a considerable number of environmental laws and regulations.

The regulatory framework applicable to marine activities are set by the laws and decrees of the vessel's operating flag country and of the neighboring coast country.

The national rules are generally related to a set of conventions, drafted under the auspices of the International Maritime Organization (IMO), which has been given a mandate by the UN to deal with subjects specific to maritime activity.

The main international standards are listed below:

- the International Convention for the Safety of Life at Sea (SOLAS) mainly contains the technical provisions to be observed for the design, construction and fitting-out of vessels;
- the Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW) lists the requirements for qualifying crews;
- the International Convention for the Prevention of Pollution from Ships (MARPOL – Marine Pollution) lists all the factors concerning the prevention of pollution, both from the vessel and its cargo;
- the Convention on the International Regulations for Preventing Collisions at Sea (COLREG – Collision Regulations) defines the rules of navigation.

These conventions refer to codes and directives drawn up by the IMO, supplemented by resolutions issued by specialized committees:

- the ISM (International Safety Management) Code is central and it defines the fundamentals for safety management for marine shipowners and operators, on board the vessels and at offices on shore;
- the ISPS (International Ship and Port Facility Security) Code prescribes responsibilities to shipping companies and the coast States regarding security on board and on shore;
- rules for the transport of dangerous goods are primarily covered in the IMDG (International Maritime Dangerous Goods) Code which contains information on precautions to be taken for packing, onboard stowing, handling, loading and unloading.

The domain of marine employment is also covered by conventions drawn up by the International Labor Organization, such as the MLC (Maritime Labor Convention) which came back into effect in 2013.

The great majority of nations adhere to these conventions but they sometimes incorporate their own specific regulations, particularly for small vessels. Individual States are responsible for applying conventions and stopping infractions.

Controlling the implementation of the regulations and adherence to them by shipping companies is generally delegated by governments to independent organizations and classification societies. Their sphere of influence covers the audit of organizations, monitoring construction and periodic visits to vessels in operation. The main classification societies are members of the IACS (International Association of Classification Societies), which monitors the harmonization of their rules and actions. Delegations of power to classification societies are covered by formal agreements with individual States.

BOURBON makes every effort to scrupulously adhere to the prevailing regulations and it tries wherever possible to take initiatives to improve its organization and methods in order to anticipate the rigorous standards laid down by the authorities. BOURBON constantly monitors the situation and keeps up-to-date regulatory information at the head office and on board the vessels.

It is clear that the requirements will become increasingly strict and that this trend will continue. However, these changes are generally predictable, as the authorities have allowed for an adaptation phase that is compatible with the realities of the marine industry.

The changes may consist of:

- new technical rules applicable to new vessels, especially as regards air emissions;
- restrictions on navigation in certain regions, principally Europe and North America;
- a hardening of controls and sanctions, especially in the above regions;
- the establishment of an environmental tax system, as already applied in Norway.

BOURBON has a recent fleet with an average age of 6.2 years, which is an advantage in responding to these changes.

Although BOURBON considers that these changes can largely be predicted and wherever possible tries to anticipate new regulatory requirements, tightening of regulations or their implementation would be likely to lead to new operating conditions for BOURBON's activities and could lead to increased operating expenses, limitations on the scope of its business with certain clients or in certain geographical areas or, more generally speaking, may slow down its growth.

BOURBON cannot guarantee that significant and/or rapid changes to current regulations would not, in the future, have a significantly prejudicial effect on its business, financial position, results or outlook.

BOURBON's activities may cause damage to people, property or the environment. This could also lead to it having to bear significant costs where such events are not covered either by the contract or by insurance.

The risks of an environmental or human disaster largely relate to the presence of the vessel in an operational situation and the potential consequences of accidents associated with the cargo or the voyage. Although the accident rate has been cut by around half in the last twenty years, marine shipping is not risk-free. BOURBON applies the regulations detailed above and has adopted a set of procedures, charters and codes of conduct which frame practices on-board the vessels.

As BOURBON is a service company, it is not directly responsible for any manufacturing processes except for the operation of its marine resources. BOURBON does, however, follow good marine practice and complies with its clients' demands whenever its vessels draw near to offshore installations, port facilities or any other sensitive or protected areas. In particular, BOURBON rigorously adheres to the ISM Code as well as to industry standards including, in particular, those defined by the IMCA (International Marine Contractors Association), an association of which BOURBON is a member and which is an umbrella body for companies active in offshore and marine and subsea engineering.

Oil and gas clients have prepared an increasingly sophisticated regulatory framework via the OCIMF (Oil Companies International Marine Forum), which includes more than 80 oil and gas companies worldwide, by implementing third-party ship inspections, like the existing "vetting" on board tankers or supertankers.

In 2013, BOURBON continued developing its vessel operational management system so as to meet the requirements of the OCIMF (Oil Companies International Marine Forum) in more effective ways. BOURBON thus places the concerns of its clients at the heart of its strategy.

BOURBON firmly believes that accidents can be avoided by prevention and that it is possible to avoid pollution. Training and exercises are designed to give personnel the best possible preparation for emergencies.

Due respect by all BOURBON employees to best work practices and procedures derived from the above principles is regularly verified via internal audits.

BOURBON's performance regarding the safety of individuals is constantly monitored. According to a survey by the International Support Vessel Owner's Association (ISOA), which incorporates the leading players in offshore oil and gas marine services, BOURBON's safety performances are among the best in the market. In 2013, BOURBON's recordable incidents rate (TRIR) was 0.48 per million hours worked.

BOURBON's strategy in this area is described in section 5.1.3 of the management report.

Improving and centralizing fleet maintenance management has made it possible to roll out industrial maintenance, greatly reducing technical unavailability, and thus the likelihood of emergency situations arising which could lead to a collision or wreck.

Although it is not possible to completely nullify the impact of transport activities on the environment, BOURBON makes every effort to improve its record through technical solutions and by acting to improve the attitudes of all those involved. The decision to opt for the diesel-electric propulsion system on its most recent vessels is thus aimed at significantly reducing the consumption of fossil fuels, and consequently, the level of polluting air emissions. BOURBON's strategy concerning the environment is described in section 5.3 of the management report.

The activities of offshore services are governed by contracts placing a general obligation of due care on BOURBON and shared responsibility with the client.

This so-called "knock for knock" system is based on an agreement between a supplier of resources such as BOURBON and its client, under the terms of which each agrees to bear the cost of damages that may be caused to its property and/or personnel during the performance of the supply contract.

It is accompanied by a waiver of reciprocal recourse between the parties, extended to their respective insurance companies.

This mechanism is essential in the offshore activity, in particular by enabling each of the operators to keep its risks in proportion to the value of the assets it uses and/or owns as well as to its own financial scope and consequently to limit the costs of the corresponding insurance.

Despite the measures and mechanisms put in place, we cannot discount the possibility that, in the future, claims made against BOURBON could result in a significant level of liability for BOURBON and BOURBON cannot guarantee that all the claims made against it or all the losses that may be incurred will be effectively or sufficiently covered by its insurance policies, this being to the detriment of BOURBON's reputation and image and having a significantly prejudicial effect on its business, financial position, results and outlook.

Marine risk

Maritime piracy has been a major concern for all marine operators for several years now and BOURBON has very rapidly put in place a number of measures and collaborative arrangements in order to assess this risk in its vessels' operating and transit regions, all under the control of the Group's Safety Manager.

For vessels in operation, BOURBON applies a set of safety procedures adapted to each oilfield, coordinating with the oil companies and relevant authorities. In the Niger delta area, particularly Nigeria and Cameroon, a dedicated reinforced strengthened safety mechanism has been set up in order to ensure the best safety conditions for employees and vessels.

For vessel transits in high-risk regions, BOURBON fully adheres to the recommendations of the International Maritime Organization and systematically adopts dedicated security measures such as "Piracy – Best Management Practices" and adapts its methods according to the particular transit region.

Thus, in the rare cases of its vessels transiting the Gulf of Aden region, the area where it is currently most exposed to risk, BOURBON has the support of the appropriate protection forces.

Other high potential zones like East Africa (Mozambique, Tanzania) are drawing BOURBON's attention, where adapted means of protection are being studied.

BOURBON cannot, however, guarantee that the preventive measures taken and its recourse to these protection forces will be sufficient, in the future, to guarantee the safety of its activities and its employees, which could have a negative impact on its business and its image.

BOURBON's development is partly conducted in emerging countries where the risks associated with the operation of activities may include political, economic, social or financial instability. BOURBON may encounter difficulties in the exercise of its activities in such countries, which could have an impact on its results.

Some of BOURBON's international growth is taking place in emerging countries (the coasts of Africa, Asia, the Americas, etc.) where the risks associated with operating activities may include political, economic, social or financial instability. It operates primarily via joint ventures with local partners, with a view to sharing expertise and assets, while having a general concern to maximize the use of local resources. In particular, it is via actions in the sphere of human resources that BOURBON is in a position to recruit, train and promote personal career development programs for all its employees and associates recruited locally.

Through an approach that is specific for each country, and with help from local partners, BOURBON is thus able to claim to be a local entity, minimizing the risks associated with the operation of its activities and enabling a better appreciation of the local context and risks.

BOURBON cannot, however, guarantee that it will be able to develop and apply procedures, policies and practices enabling it to anticipate and control all these risks or to ensure that they are managed effectively. If not, its business, financial position, results or outlook may be affected.

4.3 LEGAL RISKS

Apart from disputes for which provisions have already been made in the accounts and/or those whose disclosure would be contrary to its legitimate interests, there is no other governmental, judicial or arbitration procedure (including any procedure to the company's knowledge that is pending or with which it is threatened) likely to have or to have had in the last 12 months any material effect on the Group's financial situation or profitability.

For each significant dispute, a provision has been established to meet the estimated risk if the probability of occurrence of that risk is considered to be high. Otherwise, no provision has been established.

4.4 RISKS ASSOCIATED WITH ETHICS AND NON-COMPLIANCE

Unethical behavior or situations of failure to comply with applicable law and regulations, including situations of non-compliance with anti-fraud measures, anti-corruption measures or any other applicable legal measures, are likely to result in BOURBON or its employees being subject to criminal and civil proceedings. Such events may damage the Group's reputation and decrease the value of its shares. The Group's policy is to conduct its activities with strict adherence to legal and ethical obligations as stated in the Group's Business Ethics(1) Policy.

In October 2012, BOURBON's tax manager was stopped at Marseille-Provence airport with a substantial sum of cash in his possession. After this arrest, the tax manager was suspended and an internal audit confirmed that this money had not come from the company or one of its subsidiaries. At the time of writing, due to an ongoing investigation, the Group is unable to comment on the progress of current proceedings, nor can it speculate on the outcome or its potential consequences for the Group or some of its members.

These events have led the Group to improve its training and compliance control procedures for its operations and practices to satisfy its markets and clients, especially as regards the fight against corruption, money laundering and tax fraud. The Group has enlisted the help of a specialized company in attending to its ethical and transparency requirements and to meet client demands and local constraints in countries where the Group operates. The main measures used in this regard are outlined in the risk mapping part of the management report and in the "internal control and risk management procedures" section of the Chairman's report.

4.5 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICY

The main risks to which the Group is exposed are credit/counterparty risks, liquidity risks and market risks. The Board of Directors has reviewed and approved the management policies of each of these risks. The policies are summarized below.

3

(1) Document entitled "Business Ethics Policy" available only in English on the Group's website (http://www.bourbon-online.com/medias/2012/12/charte/BOURBON-business-ethics-policy.pdf).

4.5.1 Credit/counterparty risk

The Group's policy is to verify the financial health of all customers seeking credit payment terms. Furthermore, the Group continually monitors client balances. The financial soundness of its clients enables BOURBON to avoid the use of COFACE-type credit insurance. Supermajor, major, national and independent oil companies account for nearly 80% of revenues. The Group has not therefore taken out this type of credit insurance agreement.

The volume of business conducted with the top five clients represented €592 million (45.2% of revenues) while the top ten clients accounted for nearly 58.6% (€769 million).

A statement of anteriority of credits and other debtors is presented in note 3.19.5. of the notes to the Consolidated Financial Statements.

Also, in 2013, BOURBON did not enter into contracts with state oil companies in countries with a very high political risk, such as Venezuela, Iran and Iraq.

Concerning the credit risk on the Group's other financial assets, *i.e.* cash and cash equivalents, available-for-sale financial assets and certain derivative instruments, the Group works only with top-ranking banks, particularly with the major French banks, and pays particular attention to the choice of banking institutions.

4.5.2 Liquidity risks

Financing comes under a Group policy implemented by the Finance and Administration Department. This policy consists of financing the Group's needs through a combination of cash flows from operations and disposals of non-strategic assets, bank borrowings and market transactions. Recurring cash flows are generated by the regular growth in the vessel fleet and by the long-term contract strategy with oil company clients whose investment programs have grown sharply.

The financial component of the "Transforming for beyond" plan unveiled in March 2013 (sale of US$2.5 billion worth of vessels), improved the Group's liquidity in 2013, and will continue to do so in 2014. These disposals of vessels will help the Group to gradually reduce its debts.

Medium- and long-term financing contracts will also be signed for vessels which are being retained.

The combination of these sales and the arranging of new, measured long-term loans will allow the Group to reduce its liquidity risk even more.

As at December 31, 2013, BOURBON's gross financial debt amounted to €2,520 million, including €1,352 million at more than one year. The repayment schedule for the medium and long-term debt is presented in note 3.14 of the notes to the Consolidated Financial Statements. The average residual term of the long- and medium-term debt is 4 years and 7 months.

The following table shows the composition of long and medium-term debt as at December 31, 2013 (excl. accrued interests not yet due):

(in € millions)	Portion of medium/long-term debt under one year	Medium/long-term debt	Total
CLUB DEAL loan – €320 million	32	80	112
CLUB DEAL loan – €450 million	45	236	281
CLUB DEAL loan – €318 million	64	111	175
CLUB DEAL loan – €240 million	100	100	200
EIG / SNC OUTSOURCED	20	160	180
Financing – Norway fleet	76	184	260
40 other bilateral loans	153	480	633
TOTAL	**489**	**1,352**	**1,841**

As at December 31, 2013, short-term lines, in the form of overdrafts, "spot credit" or credit facilities (revolving), were used in the amount of €670 million. Accrued interest amounted to €10 million.

The Group had cash assets of €779 million as at December 31, 2013.

Medium- and long-term borrowings

Medium- and long-term borrowings comprise mainly "club deal"(1) financings and bilateral loans.

All these borrowings are backed by assets (vessels) taken as guarantees (first ranking mortgage or negative pledge). The vessels are clearly identified when the loan contract is signed, details of

(1) *In terms of bank finance, "club deals" involve small groups of banks with historically close relations with the Company which share the senior debt between them. When its loans are set up, BOURBON meets with all the banks proposing the loans in order to put the credit facility in place. No bank has an overriding interest in the loan. For reasons of convenience, one bank becomes the "bookrunner" but the other institutions are appointed as arrangers.*

which appear in note "5.1 Contractual obligations and other off-balance sheet commitments" of the notes to the Consolidated Financial Statements. During the performance of the loan contract, for technical reasons, BOURBON may have to adjust the list of vessels initially assigned to the loan. Two options then arise – either partial redemption of the loan or substitution with another vessel. Whichever is the case, an amendment to the loan contract is signed to reflect the new guarantees.

There are no long- and medium-term loans in existence that are not assigned to financing assets.

In 2005, BOURBON took out a "club deal" loan of €320 million for which the redemption phase began in April 2007 and will end in 2017. At December 31, 2013, the outstanding portion of the loan was €112 million.

In the summer of 2007, a €450 million loan (a "club deal") was subscribed. The redemption phase began in January 2010 and will end in 2020. At December 31, 2013, the outstanding loan was €281 million.

In July 2009, a €318 million "club deal" loan was taken out. The redemption phase began in 2011 and will end in 2016. At December 31, 2013, the outstanding loan was €175 million.

Lastly, in 2012, a new €240 million "club deal" loan was taken out. The redemption phase will begin in 2013 and will end in 2015. At December 31, 2013, the outstanding loan was €200 million.

In parallel, bilateral borrowings (in dollars, euros and Norwegian kroner) are regularly signed. Thus in 2013, new loans worth €102 million were secured, €40 million of which came from foreign banks; In addition, €127 million were drawn in 2013 on loans signed in previous years.

At December 31, 2013, the total amount remaining to be drawn on existing loans was €51 million.

In many instances, contractual documentation includes a ratio of net debt to equity requirement of below 1.90.

For some of the bilateral financings, mainly tax-based leasing financing, of which the total amount outstanding at the end of 2013 was €91 million, the provisions of the tax-based leasing contracts specify a net financial debt to equity ratio of below 1.90 and a "Net Operating Debt to EBITDA" ratio that must be below 4.5 for fiscal years 2013 and 2014, and below 4.0 thereafter.

Of all our financial commitments, no early repayment requirements had arisen at December 31, 2013. Likewise there were no cross defaults between Group entities.

In addition, no loan contracts were terminated early, for example, owing to a "termination event" related to a change of control of the debtor as at December 31, 2013.

At December 31, 2013, BOURBON was in compliance with its financial covenants, *i.e.* its financial commitments relating to the financing contracts.

Short-term lines of credit

In addition, the Group had unused short-term credit lines totalling around €24 million as at December 31, 2013. The Group has signed "combined account" agreements with two banking establishments, allowing it to merge the available dollar balances with overdrafts in euros. Considering these combined accounts, the lines available at December 31, 2013 were worth €141 million.

Cash management is coordinated at the Group's operating headquarters. Financière Bourbon, a partnership organized as a cash clearing house, offers its services to most of the Group's operating subsidiaries. These entities, under a cash agreement with Financière Bourbon, receive active support in the management of their cash flow, their foreign currency and interest rate risks, their operating risks and their short and medium-term debt, in accordance with the various laws in force locally.

BOURBON does not have a financial rating from a specialist agency.

4.5.3 Market risks

Market risks include the Group's exposure to interest rate risks, foreign exchange risks, risks on equities and risks on supplies.

Interest rate risk

The Group's exposure to the risk of interest rate fluctuations is related to the Group's medium and long-term variable rate financial debt. BOURBON regularly monitors its exposure to interest rate risk. This is coordinated and controlled centrally. It comes under the responsibility of the Vice President-Finance who reports to the Executive Vice President – Chief Financial Officer.

The Group's policy consists of managing its interest rate expense by using a combination of fixed-rate and variable-rate borrowing. In order to optimize the overall financing cost, the Group sets up interest rate swaps under which it exchanges, at predetermined intervals, the difference between the amount of fixed-rate interest and the amount of variable-rate interest calculated on a predefined nominal amount of borrowing.

These swaps are assigned to hedge the borrowings. As at December 31, 2013, after taking account of interest rate swaps, approximately 73% of the Group's medium and long-term debt had been contracted at a fixed interest rate.

The following table shows the Group's net exposure to variable rates before and after risk management, based on the hedges in place and the sensitivity of the Group's income before taxes (related to changes in the fair value of monetary assets and liabilities) to a reasonable variation in interest rates, with all other variables remaining constant:

	12/31/2013													
	Less than one year		1 to 2 years		2 to 3 years		3 to 4 years		4 to 5 years		More than 5 years		Total	
(in € millions)	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
Cash	-	779,4	-	-	-	-	-	-	-	-	-	-	-	779,4
Term deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans and securities	2,6	-	4,5	-	2,7	-	22,8	-	8,8	-	5,5	-	46,9	-
Financial assets	**2,6**	**779,4**	**4,5**	**-**	**2,7**	**-**	**22,8**	**-**	**8,8**	**-**	**5,5**	**-**	**46,9**	**779,4**
Bank overdrafts and short-term lines	-	(669,4)	-	-	-	-	-	-	-	-	-	-	-	(669,4)
Deposits and securities received	-	-	-	-	(0,3)	-	-	-	-	-	(0,0)	-	(0,3)	-
Finance lease liabilities	-	(10,2)	-	(10,2)	-	(9,5)	-	(9,7)	-	(8,5)	-	(16,9)	-	(65,0)
Bank borrowings	(35,1)	(444,2)	(37,0)	(332,7)	(37,9)	(188,4)	(38,4)	(243,8)	(38,6)	(102,6)	(160,1)	(117,0)	(347,0)	(1,428,8)
Financial liabilities	**(35,1)**	**(1,123,7)**	**(37,0)**	**(342,9)**	**(38,1)**	**(197,8)**	**(38,4)**	**(253,6)**	**(38,6)**	**(111,1)**	**(160,1)**	**(133,9)**	**(347,3)**	**(2,163,1)**
Net position before hedging	**(32,5)**	**(344,3)**	**(32,5)**	**(342,9)**	**(35,4)**	**(197,8)**	**(15,6)**	**(253,6)**	**(29,8)**	**(111,1)**	**(154,6)**	**(133,9)**	**(300,4)**	**(1,383,7)**
Hedging													(996,1)	996,1
Net position after hedging													**(1,296,5)**	**(387,6)**

Assuming the position reached on December 31, 2013 to be constant over a year, a change in interest rates of 100 basis points (1%) would therefore result in increasing or decreasing the cost of the Group's financial debt by €3.9 million over one year.

Foreign exchange risk

Objectives

The Group's policy is to reduce as far as possible the economic risk related to foreign currency fluctuations over the medium term. The Group also tries to minimize the impact of the US dollar's volatility on annual operating income.

Cash flows from operating activities

The main foreign exchange risks on operations are related to invoicing clients. BOURBON invoices a large portion (approx. 75%) of its services in US dollars. The Group has a natural foreign exchange hedge as it pays its expenses in dollars (representing about 18% of revenues). The policy is to maximize this natural hedge.

The residual risk is partially hedged in the short term by using forward US dollar sales and/or currency puts. On the unhedged portion, and over time, offshore oil and gas marine services are directly exposed to foreign currency risks, particularly on the US dollar.

Long-term cash flows

Policy

For vessel acquisitions in foreign currencies, the policy is to partly hedge the foreign exchange risk during the construction period by setting up currency futures call options.

The policy is to finance these acquisitions in the currency in which the corresponding charters will be paid by the customers. However, in order to avoid accounting exchange differences in countries outside the euro zone and the US dollar zone (particularly in Norway), the entities finance their investments in their functional currency

Current practice

As an exception, at the beginning of 2004 it was decided to temporarily abandon this practice and convert the majority of borrowings that were in dollars at the time to euros. This was done to recognize the unrealized foreign exchange gains booked during previous fiscal years.

Since then, most of the new borrowings (outside Norway) have been contracted in euros or US dollars. Where the euro/dollar exchange rate allows, borrowings in euros to finance assets generating revenue in dollars will be converted to dollars and future acquisitions will again be financed in dollars.

The following tables show the Group's net exposure to changes in foreign exchange rates:

- on income: transaction risk;
- on shareholders' equity: currency translation risk.

a) Transaction risk

As of December 31, 2013, foreign exchange derivatives mainly involved flows in US dollars (USD) and Norwegian kroner (NOK), broken down as follows:

At 12/31/2013	Outstanding *(in millions of currency)*	Maturity	Average exchange rate
Futures contracts covering expected future purchases			
EUR/USD	129	Between 03/31/14 and 07/31/14	1.3630
Cross-currency swap			
EUR/USD	81	Between 03/27/14 and 06/30/21	1.4385
USD/NGN	30	09/26/2014	160.0000
NOK/EUR	231	10/26/2016 and 02/01/2017	8.3202

The table below shows, as at December 31, 2013, the position of the Group's monetary assets and liabilities (denominated in a different currency from the entity's functional currency) before and after management:

(in € millions)	USD	NOK	EUR	Other
Monetary assets	1,733.4	32.6	33.5	19.2
Monetary liabilities	(1,180.9)	(35.2)	(109.2)	(27.9)
Net position before management	**552.5**	**(2.5)**	**(75.7)**	**(8.7)**
Hedges	(37.0)	(27.6)	-	-
Net position after management	**515.5**	**(30.1)**	**(75.7)**	**(8.7)**

As at December 31, 2013, a 1% change in the euro exchange rate against all the currencies would represent a total impact at Group level of €4.3 million, after hedges are taken into account.

It should be noted that currency futures hedges related to future transactions are not shown in this table since the hedged item does not yet appear on the balance sheet.

b) Currency translation risk

The table below shows a breakdown by currency of consolidated shareholders' equity for the years 2013 and 2012:

(in € millions)	12/31/2013	12/31/2012
Euro (EUR)	1,391.5	1,386.7
Brazilian Real (BRL)	(122.9)	(88.9)
Mexican Peso (MXN)	30.3	17.9
Norwegian Kroner (NOK)	122.3	76.7
US Dollar (USD)	82.0	54.5
Vietnamese Dong (VND)	(0.0)	(1.7)
Swiss Franc (CHF)	2.9	2.6
Nigerian Naira (NGN)	(18.1)	(33.7)
Other	(3.2)	(2.5)
TOTAL	**1,484.8**	**1,411.8**

At December 31, 2013, a 1% change in the exchange rates would represent an impact on consolidated shareholders' equity of €3.8 million (€3.1 million at December 31, 2012).

Equity risks

At December 31, 2013, the Group had no cash investments.

As indicated in note 3.12 Treasury shares of the notes to the Consolidated Financial Statements, BOURBON held 2,965,102 treasury shares at December 31, 2013. Treasury shares are presented as a deduction from consolidated shareholders' equity.

A 10% increase or decrease in the BOURBON share price would cause a €5.9 million change in the market value of treasury shares.

Supply price risk

The Group's exposure to price risk is minimal.

The change in the price of raw materials does not constitute a risk of significant increase in operating costs. Clients generally take direct charge of the cost of fuel.

4.6 INSURANCE – HEDGING RISKS

Nature and extent of cover

For its marine activities, BOURBON has a comprehensive insurance program for ordinary risks and war risks covering damage that could be incurred by its fleet ("hull, machinery and equipment" insurance) as well as its liabilities as a ship management company ("Protection & Indemnity" or "P&I" insurance).

BOURBON supplements this insurance program with civil liability insurance covering risks not directly related to its marine activity, through a "top-up" policy that comes into play for surpluses and condition differences.

BOURBON has also taken out civil liability insurance for its management.

BOURBON has a "pecuniary loss" insurance policy that comes into play for condition differences and limits on its ordinary risks and war risks, civil liability and P&I policies.

The levels of cover of these insurance policies have all been taken at levels of guarantees and franchises appropriate to the risks of the organization. BOURBON does not wish to disclose them for reasons of confidentiality.

No captive insurance company has been established within the Group.

Insurance management

Subject to constraints in local legislation or due to the Group's organizational structure, insurance management is centralized, which helps optimize coverage, both in terms of quality and value, and provides greater clarity of insurance costs.

BOURBON uses leading international insurance companies to insure its "hull, machinery and equipment" risk. BOURBON is also a member of shipowners' mutual insurers such as Shipowners' Club, the Gard and the Standard, which are all members of the International Group of P&I Clubs, covering its civil liability as a shipowner.

The civil liability policy covering the non-marine activity is with Axa Corporate Solutions, Helvetia Assurances SA and Swiss Re.

Civil liability insurance for the Directors of BOURBON is with AIG.

It should be noted that some BOURBON policies contain an escape clause allowing it to terminate the policy if Standard & Poor's cuts the insurer's financial rating below a certain level.

5. SOCIAL AND ENVIRONMENTAL INFORMATION

In 2013, BOURBON continued its sustainable development efforts focusing on the following: safety, managing fuel consumption and community integration. Special attention was also paid by the Group's Management to better implement the compliance policy (detailed in section 2.7 of the Chairman's report). Finally, a Corporate Social Responsibility (CSR) steering committee, chaired by the Chief Executive Officer, was set up during the year. It has 14 members, meets every quarter and sets BOURBON's CSR priorities and targets, and monitors their attainment with an overview of the various matters which have an impact on sustainable development (safety, management of fuel consumption, human resources/crewing, fleet management, fair practices, etc.).

BOURBON places great importance on the fact that each employee feels involved in social and environmental problems, so as to adopt a sustainable development approach as part of its work.

5.1 SOCIAL INFORMATION

5.1.1 Employment

5.1.1.1 Composition and distribution of the workforce

The BOURBON Group's workforce continues to grow in line with the BOURBON 2015 Leadership Strategy plan growth objectives.

At December 31, 2013, the service was delivered by over 11,000 (1) people, of which 9,223 (2) under contract, with 1,787 people on land and 7,436 people at sea. Year on year, the Group's combined contractual workforce has grown by almost 7%.

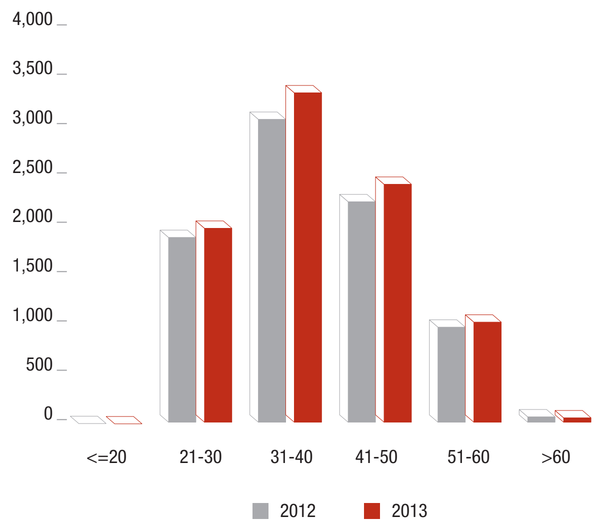
The staff is divided into the following three principal groups:

- seamen (45% officers and 55% implementation personnel);
- onboard personnel (crane operators, subsea engineers and other posts that do not involve operating the vessel);
- ground staff with around 21% managerial staff and 79% employees.

(1) This total workforce includes staff under contract at the end of 2013, as well as seagoing personnel hired on a non-contractual basis working rotating shifts and due back on board to give data closer to operational needs.

(2) This total workforce includes staff under contract at the end of 2013 (on a direct contract with BOURBON or with a manning or sourcing agency). All corporate indicators presented in Chapter 5.1 and 5.2 are calculated based on the workforce under contract at the end of December 2013.

DISTRIBUTION OF WORKFORCE BY AGE



At the end of 2013, the average age for BOURBON personnel was 39 years and 60% of BOURBON employees were aged under 41.

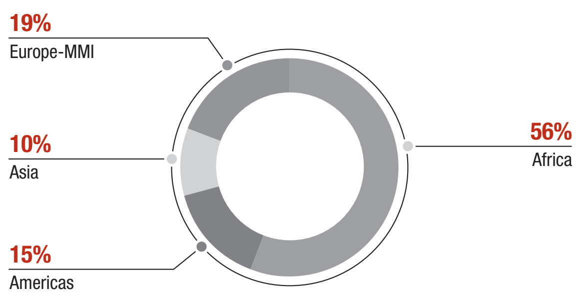
DISTRIBUTION OF WORKFORCE BY GENDER

Women represent 6% of the Group's total workforce and 1% of crews, which matches industry figures.

Although this matter has not yet been developed fully across the Group, some BOURBON subsidiaries were able to significantly increase the proportion of women in their workforces, mainly among Surfer captains in Asia in 2013.

Split women/men	Women	Men
Executive Committee	0%	100%
Managers	14%	86%
Seagoing personnel	1%	99%
Shore-based personnel *(of which Managers)*	29%	71%
TOTAL GROUP WORKFORCE	**6%**	**94%**

DISTRIBUTION OF WORKFORCE BY GEOGRAPHICAL ZONE



The proportion of the workforce working in the region where they are from originally has increased by 2 basis points to reach 70% in 2013.

5.1.1.2 Anti-discrimination policy

The sole criterion considered in the Group's promotion policy is merit. BOURBON's policy charters on equal treatment and on discrimination and harassment at work, circulated at all levels, strengthen it beyond compliance with regulations that may already exist in certain places where the service is delivered.

¾ of the subsidiaries, representing 81% of the workforce, proved in 2013 that their processes adhered to ILO (International Labour Organization) conventions against employment discrimination. Subsidiaries which were unable to provide evidence will have to draw up an action plan that the Group will audit over 2014.

The roles filled by BOURBON employees are largely unconducive to the employment and workplace integration of people with disabilities (a certificate of fitness is required for the embarkation of seamen, and a significant number of shore-based roles require personnel to visit the vessels); however, BOURBON is working on two specific areas to make a contribution to this issue: by formalizing the process of reclassifying seamen who no longer meet the strict navigation fitness conditions to land-based roles, and by striving to make the new premises made necessary by the Group's growth accessible to people with reduced mobility.

5.1.1.3 International recruitment policy

BOURBON employs a total of 83 different nationalities and recruits its staff from across a network of local operating subsidiaries and internal or external manning and sourcing agencies.

The operating subsidiaries are responsible for part or all three of the client satisfaction criteria: vessel management, land logistics and operational contract monitoring. They recruit 73% of BOURBON's workforce themselves (over 6,755 employees), whereas the manning agencies recruit the remaining 27%, including in the additional recruitment pools where BOURBON does not provide offshore services.

BOURBON audited all of its external manning and sourcing agencies in 2013 to ensure that they met international standards (mainly the STCW[1] and MLC[2] international conventions) as well as BOURBON standards (recruitment, induction and training for example).

The external manning and sourcing companies are selected based on compliance with international and BOURBON standards; the resources provided to BOURBON by these companies undergo induction and training (especially on the safety policy) which are just as stringent as they are for people who are directly recruited and contracted by BOURBON. However, the Group continues to set itself the target of increasing the proportion of resources directly managed by its subsidiaries, with a 2% improvement between 2012 and 2013.

Further, the desire to ensure the same service excellence in all locations has resulted in employee mobility between different operating areas being encouraged once again.

5.1.1.5 Hiring and firing

The balance between new arrivals and departing staff, in the subsidiaries which are part of the analysis perimeter (representing over 80% of the workforce) where this analysis has been possible, was positive in 2013 for BOURBON.

These subsidiaries took on 319 people to non-seafaring posts, while 309 people left the company, 47 as a result of a dismissal or the termination of the employment contract through mutual consent. These subsidiaries also took on 2,274 seafaring personnel or crew, while in this category 1,623 people have left the company, 219 as a result of a dismissal.

The retention rate[3] of officer personnel was 86% in 2013, higher than the loyalty targets that BOURBON had set itself.

5.1.1.6 Compensation

The dual purpose of the BOURBON remuneration policy is to make BOURBON more attractive to potential employees and to help retain BOURBON personnel. In 2013, BOURBON continued its local compensation policy, wherein each subsidiary fixes and changes its compensation levels, based on its own requirements, resources and prospects.

Compensation is reviewed annually within the subsidiaries taking into account market conditions and operating and financial results. For 2013, the revaluation levels were decided either in a branch or company agreement, or a management decision. The implementation of salary tables for over 75% of subsidiaries for seagoing personnel helps to improve the internal fairness within each subsidiary.

Most subsidiaries have performance compensation plans in place. In 2013, 67% of subsidiaries with onshore personnel and 53% of subsidiaries with seagoing personnel have set up a variable compensation plan in the short term. These plans are mainly based on criteria set at Group level, on the operational security, as well as the operational and economic performance of the different entities.

Further, 2,103 people on land and at sea benefited from the BOURBON global bonus share allocation in 2013.

The changes in personnel expenses for all the employees of the Group are presented in note 5.3 to the Consolidated Financial Statements.

Finally, over 80% of the subsidiaries in 2013 covered the health costs of their onshore and seafaring personnel.

5.1.2 Policy of operational excellence

5.1.2.1 Organization of the Human Resources policy

The Human Resources policy, decided by the Executive Committee, is managed by the Group's Human Resources Department. It defines the guidelines of recruitment, compensation, training and career management for the entire staff.

The systems are then deployed, among BOURBON's three main staff categories, across the operating subsidiaries that employ them. The integrated computer system (Onsoft Computer Systems AS) which manages Group personnel and their weaponry activity (administrative management, planning, training, pay) continues to be rolled out across the whole Group. The tool made it possible to manage 82% of the staff as at December 31, 2013 in an integrated manner.

5.1.2.2 Development of collective competence

BOURBON continues to believe that excellence in service is possible through the development of collectively competent and committed teams. The systems for the evaluation of performance and/or individual skills are designed to be applied worldwide across all staff categories. The quality management system regulates the process and ensures its application in BOURBON's multiple environments.

In 2013, training totalled more than 167,000 hours, based on two main areas: managerial training and business training.

Seagoing personnel thus benefited from more than 73% training effort, in particular to be trained to BOURBON's standards of operational excellence implemented at BOURBON's Training Centers (BTC). The 39,532 hours of training in BOURBON's standard training program include training on simulators, stability and dynamic positioning as well as work placements on team management, leadership and management of complex human situations. In addition to the hours of training in BOURBON's standards, the subsidiaries continued to organize other training activities related to regulatory and client-specific requirements for their on-board staff.

(1) International convention on training standards for sea personnel, issuance of patents and supervision.

(2) Maritime work convention.

(3) Retention rate: 100 - [(total departures during the period except departures on compassionate grounds and inevitable departures)/average workforce in the period × 100].

For land-based personnel, training in *strategic and operational management* was rolled out in 2013 across all managerial staff within the central functions and subsidiary executives (Chief Executive Officers and their deputies), and with all departmental and client satisfaction chain managers who will continue to receive it in 2014 and 2015.

Finally, professional training for land-based personnel mainly involved increasing the professionalization of maintenance teams and boosting health, safety and environmental (HSE) skills, *via* a HSE resources preparation tool of which the first session is being rolled out in the subsidiaries or at the head office.

BOURBON will pursue its training to meet the target of 100% of its seafaring personnel trained to the BOURBON standard by 2015, and continues to make progress towards the implementation of a management standard for land-based positions.

5.1.2.3 Organization of work

Seafaring and technical personnel on the bases work shift patterns which BOURBON and its clients organize primarily in line with safety criteria, in addition to adherence to the industry's legislative framework (collective agreements and the employment code).

On board the vessels, it is the captains, along with the land-based teams, who ensure that the organization of the on-board work and working/rest times meet the requirements of the STCW and MLC international conventions. The working hours of non-technical shore-based personnel are set by national legislation, and six subsidiaries (representing around 18% of personnel) are already making use of part-time work, teleworking or flextime.

5.1.2.4 Professional relations, collective agreements and organization of social dialog

Professional relations are governed both by legislation (13 subsidiaries are bound by branch or company collective agreements on working conditions, compensation and employment benefits and health and safety) and by the operational management standard: in addition to the frequent on-board operational visits or from head office representatives, the subsidiaries continue to hold land-based seminars which 100% of officers must have attended at least one year out of two from 2015, while shore-based personnel meet on "Company day".

In 2013, a commitment survey was also carried out at BOURBON which allowed all personnel to give their opinion anonymously and confidentially, through a questionnaire for seafaring and shore-based personnel all over the world, on their working conditions, the quality of their relationship with their managers or their assessment of BOURBON's outlook. With an excellent participation rate, this survey helped understand the motivation behind the commitment of BOURBON personnel and to pinpoint ways to increase it even more in the coming years.

5.1.2.5 Adherence to the fundamental agreements of the International Labour Organization (ILO) and to human rights

The MLC, Maritime Labour Convention, which was ratified within the ILO in 2006, entered into force in August 2013.

This convention, which is a new pillar of international maritime regulations after STCW, MARPOL and SOLAS, is similar to a Seafarers Charter, and sets minimum working standards onboard vessels of over 500 UMS. It brings together over sixty existing international conventions or regulations. All vessels must be certified by flag authorities, to prove that the minimum employment standards of the ILO have been met for offshore personnel.

A survey conducted at the end of 2013 was intended to once again ensure that all subsidiaries continued to obey the fundamental human rights conventions, and the fundamental ILO conventions on freedom of association, elimination of discrimination, elimination of forced or compulsory labor and the effective abolition of child labor. Subsidiaries which could not formally prove that their internal employment processes included these objectives will have to submit an action and remediation plan for 2014, which may be audited as of 2014.

5.1.3 Focus on safety

Safety is the first pillar of operation of the BOURBON 2015 Leadership Strategy plan.

The aim of the Group is to guarantee operations that are safe, efficient and reliable for clients, who themselves have increasingly strict requirements to adhere to. Safety at BOURBON includes safety of employees, that of the clients and of all those who work at or for the Group, as well as the protection of assets and the environment.

Permanently reinforcing a safe culture is an absolute priority for BOURBON. Its efforts in this area are based on a determined commitment from management, continuous enhancement of procedures, individual responsibility, an ambitious development program, raising awareness and crew training.

During 2013, to better meet the ever-growing requirements of its clients, BOURBON is working to implement its Operational Safety Management (OSM) standard in all its subsidiaries. It should be recalled that it is focused on the industry offshore program, OVID (Offshore Vessel Inspection Database), and the OVMSA (Offshore Vessel Management and Self Assessment) excellence standards in particular. This modern system integrates the complete operations management chain.

In 2013, BOURBON launched the second season of its "Safety Takes Me Home" campaign. Like last year, its main objective is to develop knowledge and awareness on safety and health issues, and to sensitize every employee such that he or she adopts a responsible and proactive attitude towards continuing to improve the culture of safety within BOURBON. The three themes dealt with in the 2013-2014 campaign were:

- awareness-raising of the risks of falls and slips;
- near-misses which, when properly identified and dealt with, lead to a decrease in the number of actual accidents;
- summary of the issues dealt with in the first two seasons.

In 2013, other prevention and information campaigns were launched via the HSE intranet on the following subjects: Malaria, HIV-AIDS, Hydrogen Sulfide, Healthy Business Travel, Work life balance.

Last year the survey by the International Support Vessel Owner's Association's (ISOA), the main operators in maritime services for offshore oil fields, considered BOURBON one of the highest performing in terms of safety. BOURBON's LTIR and TRIR indicators are among the best in the market.

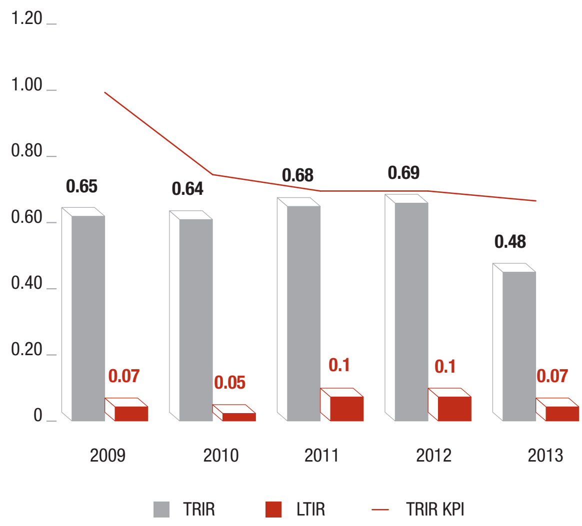
- Lost Time Injury Rate (LTIR): Frequency of accidents leading to stoppage of work per million hours worked[(1)];
- Total Recordable Incidents Rate (TRIR): Frequency of reported accidents including accidents involving absence, injuries requiring time off or physical rest (allocation to a new role, reduced working hours, etc.) and injuries requiring appropriate medical care and monitoring but not involving any rest or absence from work. This frequency is also expressed per million hours worked.

The LTIR was 0.07, and the TRIR was 0.48 in 2013.

The seriousness rate (number of days of temporary working incapacity, multiplied by 1,000 and the number of hours of exposure to a risk of accident) was 0.0057 in 2013.

In 2013, BOURBON had no recorded occupational illness. However, special attention was paid to the risk of malaria *via* awareness raising tools being circulated on the intranet.

BOURBON's performances in terms of safety are illustrated below:



5.2 CORPORATE SOCIAL INFORMATION

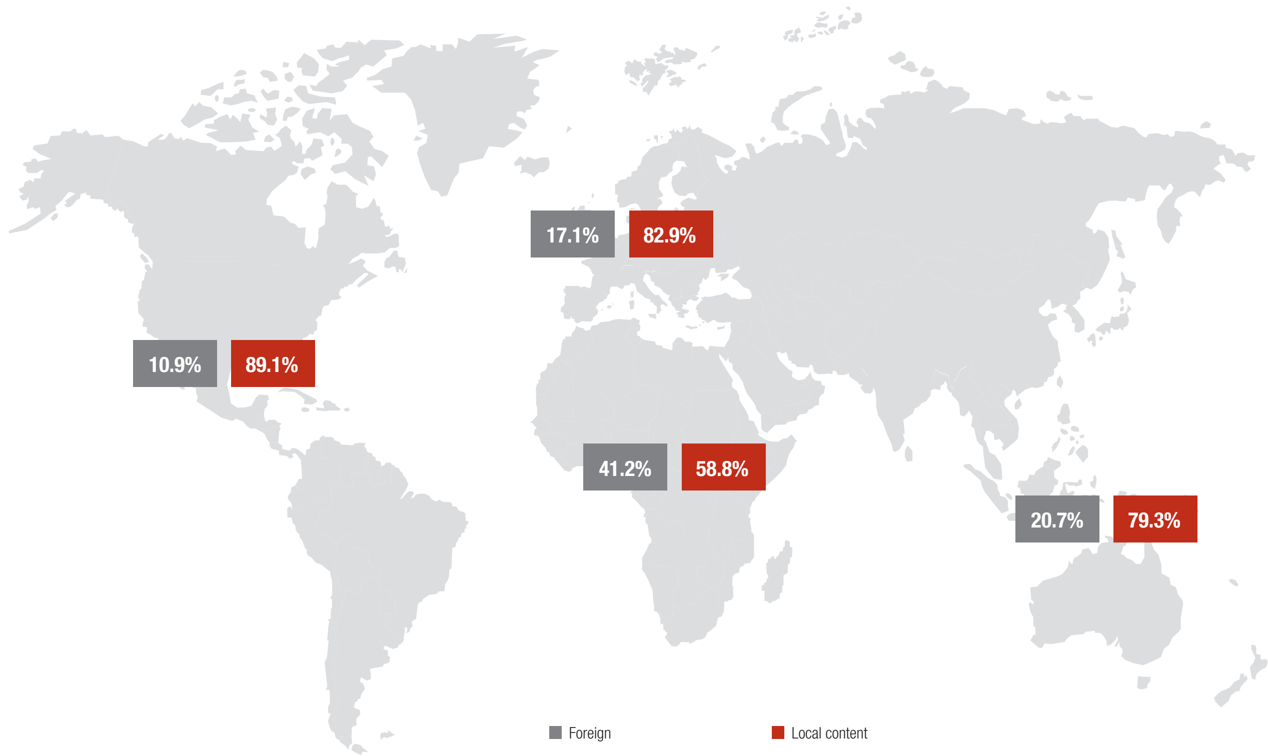
5.2.1 Involvement in the socio-economic development of the territories and relationship with the stakeholders

5.2.1.1 Local Anchoring

This is a basic value of BOURBON that contributes towards benefiting territories where it provides services towards a positive, and responsible, economic and social impact. Thus 70% of employees work in a region which they are native to, of which 84% are shore-based employees.

(1) *The high level of attention paid to the health and safety of BOURBON personnel, via their division, the international and local regulations and the internal HSE policies has meant that it was not necessary to sign any additional health and safety agreements.*

▶ PERCENTAGES OF LOCAL PERSONNEL FOR EACH OPERATING ZONE



5.2.1.2 Partnerships in France and overseas

BOURBON decided to support the Marseille-Provence European Capital of Culture 2013 initiative, by becoming a "Project Partner" in the large maritime exhibition *"Méditerranées"*. This 2012 partnership allowed BOURBON personnel to take a day trip to the Ulysses exhibition venues at La Joliette in May 2013. The following day, the initiative also involved a visit to two BOURBON vessels, so that personnel could discover a vessel and its equipment, and learn about the Group's core function. This partnership made culture accessible to a large number of people during 2013.

BOURBON is continuing its commitment to promote and develop the local areas in the countries in which it operates. In the last year of the (three year) partnership between the BOURBON Group and the European Institute for Cooperation and Development in Cameroon, 41 young placement students received training at the *Écoles Familiales Agricoles* in 2013 To give them the necessary skills in terms of local development agriculture techniques, students received training in a wide range of subjects such as sewing, potato production and poultry farming.

BOURBON is involved in a sponsorship initiative by financing the GABRIELLE association *via* two training initiatives to help prevent HIV. As a result of this partnership, 40 employees (parents and their children) of Bourbon Offshore Surf Congo received training in two separate sessions, in Pointe Noire.

BOURBON wanted to finance a €5,000 volunteer training program via the national sea rescue society (SNSM). These actions aim to achieve safety at sea and on the beaches, an objective which is in line with BOURBON's prevention and safety commitments.

After typhoon Haiyan destroyed part of the Philippines, BOURBON wanted to help support the 40 families of the BOURBON Marine Services Manila employees affected by the natural disaster.

As BOURBON's wage mass is growing every year, more solidarity initiatives are taking place at BOURBON subsidiaries. The Executive Committee thus decided to implement the 2014 sponsorship process to develop a yearly project to highlight local actions while centralizing the projects via the Group's CSR reporting. Future sponsorship actions will deal with the company's key function, *i.e.* the maritime environment as well as the geographical zones where BOURBON operates.

5.2.1.3 Relations with stakeholders and fair practice

BOURBON has identified its stakeholders as all people and organizations able to influence or be influenced by the Group's decisions and activities. The employees, clients, shareholders, suppliers and local authorities are the major stakeholders, with whom an ongoing and prioritized dialog has been taking place for several years now. This close collaboration permitted BOURBON to improve its global performance, particularly in committing itself to continuous improvement through CSR with this method.

BOURBON ensures that its suppliers and sub-vendors take into account their social and environmental responsibility by means of the supplier's code of conduct, which is systematically integrated into new contracts that are signed and which has been made public on BOURBON's website.

In 2013, BOURBON launched a compliance program. As regards the specific corruption risk linked to the countries in which the Group operates, anti-corruption measures and procedures are an integral part of this program. Its main components are described in the "internal control and risk management procedures" section of the Chairman's report.

5.3 ENVIRONMENTAL INFORMATION

5.3.1 General environmental policy

BOURBON is continuing its ISO 14001 certification program for environmental management, which is intended to certify the Group's shipmanagers.

In 2013, the team responsible for managing fuel use continued its efforts to improve quality, checking and integration processes, and the sharing of environmental data from the vessels.

In 2013, there was a focus on training in good operational practice for teams with the inclusion of Fuel Management modules in the BOURBON Training Centers to minimize fuel consumption.

Each vessel also has the "Emergency and Contingency Plan" on board which lists all the decontamination exercises done on board. BOURBON requires each of its vessels to do at least 4 of these decontamination exercises per year. The officers issue instructions for each exercise.

Finally, the Reference Officers provide on-board training in modules on the BOURBON intranet. All seagoing personnel have access to the various environmental regulations applicable on their vessel. All these measures raise the awareness of seagoing personnel on environmental protection.

The monthly monitoring of consumption will enable differentiation between consumption of vessels in periods of chartering and outside periods of chartering, and will also allow the reporting of figures with regard to waste and consumption of fresh water. The recommendations made by international bodies in this regard, particularly the International Maritime Organization (IMO), have been respected.

The consumption of fuel (marine gasoil) and lubricant oil in 2013 was 513,425 m^3, and 2,703 m^3 respectively. In 2013, the consumption outside chartering periods was 27,230 m^3 *i.e.* 5.3% of the Group's total consumption.

The gross emissions for 2013 are presented in the table below:

(in equivalent tons)	2013	2012
Emissions – CO_2	1,412,058	1,307,900
Emissions – SO_x	2,603	2,640
Emissions – NO_x	26,271	26,250

Currently, climate change has no impact on the activities of BOURBON vessels. Depending on changes, emergency procedures will be reviewed and updated.

To date, BOURBON's accounts contain no significant provision that represents an environmental risk. BOURBON's position in this area is described in section 4.3 of the management report.

5.3.2 Management of resources

Under the BOURBON 2015 Leadership Strategy plan, the Group is pursuing investment in a fleet of modern vessels, for the most part equipped with electric diesel technology that enables a considerable reduction in consumption and discharges into the air for offshore oil maritime services. A dedicated Fuel Management team is responsible for reporting, monitoring and analyzing the environmental data and has designed ways to feed data back to the crews and various land-based teams (HSE, operations, central functions). For example, the use of My Dashboard: these dashboards make it possible to monitor changes in environmental indicators (Marine Gas Oil, lubricant oil, waste, emissions, etc.) on a monthly basis. This allows the Group to adopt an increasingly responsible operational behavior.

The consumption of fresh water on board the vessels includes water for sanitary use as well as water intended for rinsing vessel equipment. It was 387,949 m^3. The consumption of bottled drinking water has not been reported, and neither has the indirect consumption of (electrical) energy by all the offices of the operational subsidiaries. The consumption of electricity by offices located in France is 840 MWh.

Taking into account its shipping activities, BOURBON considers provisions on the consumption of raw material and land cover to be inapplicable, and has not yet taken noise pollution into consideration at this stage.

5.3.3 Pollution and waste management

As far as the prevention of environmental risks is concerned, BOURBON applies national and international rules as outlined in section 4.2 of the management report.

Special attention needs to be paid to polluting waste that is accidentally discharged into the sea. In 2013, BOURBON did not log a single major* incident of the kind that would cause environmental harm.

The Bourbon Liberty 150, Bourbon Liberty 300, Bourbon Explorer 500 and Bourbon Evolution 800 series of vessels meet the Oil Recovery classification. This classification indicates that these vessels can contain pollution and retrieve and store on board the hydrocarbons responsible for this pollution.

BOURBON's vessels are equipped with waste treatment systems that are compliant with the international regulations in force, in particular those of the IMO. The total volume of waste treated in 2013 amounted to 19,005 m^3. The volume of used oil treated amounted to 6,893 m^3.

Under the BOURBON 2015 Leadership Strategy plan, the new series of vessels delivered, particularly the Bourbon Liberty 300 and Bourbon Explorer 500, meet the requirements of the Cleanship standard. These vessels have been designed and constructed to address the stringent requirements of protecting fuel reserves, treating waste water and general waste, limiting discharges into the water and the risk of water pollution as well as the impact on biodiversity.

5.4 METHODOLOGICAL NOTE ON SOCIAL AND ENVIRONMENTAL REPORTING

5.4.1 Scope

BOURBON's social and environmental reporting is carried out over the fiscal year (January to December). Most corporate data are for all Group subsidiaries apart from some indicators such as personnel arrivals-departures which only cover some BOURBON entities (see chapter 5.1 of the management report). Environmental data are for all 484 vessels in the Marine Services and Subsea Services divisions.

If the Group exercises joint control of the vessels, environmental data is consolidated proportionally. Corporate data is consolidated using the full consolidation method.

5.4.2 External standards

The Group relies on the recommendations of the GRI (Global Reporting Initiative) version 3.0 for implementing and monitoring its indicators.

5.4.3 Tools used

The integrated information system Onsoft Computer Systems AS was used to collect and process the social data for 2013 sent by the local entities. This information system was combined with the decision-making information system Business Intelligence, and the annual survey Human Resources – Crewing.

Environmental data is based on the Environmental Monthly Report (EMR) introduced for all of BOURBON's vessels.

5.4.4 Social indicators

While BOURBON discloses information on its entire mobilized workforce (including personnel on contracts at the end of the year and seafaring personnel with no contract and on a rotation plan having to re-embark), all corporate indicators are only calculated on the basis of the workforce on contracts at the end of the period for 2013.

Accidentology indicators (LTIR, TRIR) are calculated using the OSHA's (Occupational Safety and Health administration) benchmark. The specificities of offshore maritime activities means that this benchmark only accounts for work accidents if the person is unable to resume work the day after the accident. Days off sick after seamen have disembarked are not accounted in the LTIR or in the published severity rate. BOURBON is working to strengthen its reporting process so it can publish a frequency rate and a severity rate for work accidents which reflects all scenarios.

5.4.5 Environmental indicators

The Group's environmental performance has been followed on the basis of relevant indicators with regard to its activities. It has been built based on the recommendations and principles of the GRI (Global Reporting Initiative, version 3.0), while having been adapted to the Group's specific activities when necessary.

The indicators have been calculated on the following principles:

- CO_2: fuel consumption, with an applied mass coefficient of 3.206, in compliance with circular MEPC/47111 of the International Maritime Organization (OMI). Fuel consumption: as indicated in the Environmental Monthly Report (EMR) and if necessary estimated calculation based on, in order of priority, number of operating hours of machine, average consumption of same vessel during the reporting period, average consumption of identical vessels in the same geographical zone or in a larger area;
- SO_x: fuel consumption and average rate of sulfur;
- NO_x: power, one hour of machine operation, load factor and emission factor of each engine;
- fuel density: as indicated in the Environmental Monthly Report (EMR) or by default 0.86 ton/m^3;
- sulfur rate: as indicated in the Environmental Monthly Report (EMR) or 0.1% per unit mass by default in Europe, the North Sea, and 0.5% per unit mass in the rest of the world.

* *Major incident: pollution of over 500 liters of products in the sea.*

5.4.6 Further details on the application of Article L. 255-102 of the Franch Commercial Code

On the grounds of its specific activity, BOURBON considers that the following themes mentioned in Article L. 225-102 of the French Commercial Code do not apply to it: the health and safety of consumers, consumption of raw materials, use of land.

BOURBON also does not disclose the electricity consumed by its vessels and its offices outside France, as this is considered to be immaterial in comparison to its fleet's fuel consumption.

Lastly, BOURBON has as yet, not studied sound nuisances and is working to strengthen its processes so it can disclose absenteeism rates in the short-term.

5.5 TABLE ON THE CONSISTENCY OF SOCIAL AND ENVIRONMENTAL INFORMATION

Loi Grenelle 2 Reference – Art. R. 225-102.1 (Decree n° 2012-557)	Corresponding Global Reporting Initiative indicators	Management report reference
Social Information		
Employment		
Total workforce and breakdown by gender, age and geographical zone	LA 1 LA 2	5.1.1.1
Hiring and firing		5.1.1.5
Compensation and change therein	EC 1	5.1.1.6
Organization of work		
Organization of work time		5.1.2.3
Absenteeism	LA 7	N/A
Social relations		
Organization of social dialog (procedures for informing, consulting and negotiating with the staff)	LA 4	5.1.2.4
Record of collective agreements		5.1.2.4
Health and safety		
The conditions of health and safety at work	LA 7 to LA 9	5.1.3
The record of agreements on health and safety at work signed with labor organizations or staff representatives		5.1.2.4
Accidents at work (frequency and seriousness) as well as occupational diseases		5.1.3
Training		
Training policies implemented	LA 11	5.1.2.2
Total number of hours of training	LA 10	
Equal treatment		
Measures taken to promote equality among women and men	LA 13 LA 14	5.1.1.1
Measures taken to promote the employment and integration of disabled people		5.1.1.2
Anti-discrimination policy	LA 13 – HR 4	5.1.1.2
Promotion and respect of the provisions of the fundamental conventions of the International Labour Organization on the respect of the freedom of association and the right to collective bargaining		
On respect for freedom of association and the right to collective bargaining	HR 4 to HR 7	5.1.2.5
Elimination of discrimination in employment and occupation		5.1.2.5
Elimination of forced or compulsory labor		5.1.2.5
Effective abolition of child labor		5.1.2.5

Loi Grenelle 2 Reference – Art. R. 225-102.1 (Decree n° 2012-557)	Corresponding Global Reporting Initiative indicators	Management report reference
Environmental information		
General environmental policy		
The organization of the company to take into account environmental issues, and, if required, measures taken for environmental assessment or certification	EN 26	
Activities carried out for training and informing employees regarding environmental protection	EN 7	
Resources allocated to the prevention of environmental risks and pollution	EN 30	
The amount set aside as provisions and guarantees for environmental risks, provided this information does not cause serious damage to the company in an ongoing litigation		5.3.1
Pollution and waste management		
Measures for preventing, reducing or repairing air, water and ground emissions seriously affecting the environment		5.3.3
Measures for the prevention, recycling and elimination of waste	EN 19 to EN 25	
Taking into account noise pollution and all other forms of pollution specific to an activity		5.3.2
Sustainable use of resources		
Consumption and supply of water as per local constraints	EN 8	5.3.2
Consumption of raw materials and measures taken to improve their efficient use	EN 1 – EN 2	N/A
The consumption of energy, measures taken to improve energy efficiency and use renewable energies	EN 3 – EN 4	5.3.1 and 5.3.2
Use of land	E 11 to E 12	N/A
Climate change		
Green house gas emissions	EN 16 to EN 20	5.3.1
Adaptation to the consequences of climate change		
Protection of biodiversity		
Measures taken to preserve or develop biodiversity	EN 11 to EN 12	5.3.3
Information on societal commitments in favor of sustainable development		
Territorial, economic and social impact of the company's activity		
In terms of employment and regional development	SO 1 EC 1 EC 6 – EC 7	5.2.1.1 and 5.2.1.2
On local populations		
Relations with relevant people or organizations for each company activity, especially vocational associations, educational establishments, environmental protection associations, consumer associations and local communities		
The conditions for dialog with these individuals or organizations	EC 1	5.2.1.3
Partnership or sponsorship activities		5.2.1.2
Subcontracting and suppliers		
Taking into account social and environmental issues in the purchasing policy	HR 2	5.2.1.3
Importance of sub-contracting and consideration of social and environmental responsibility in relations with suppliers and sub-contractors		5.2.1.3
Fair practices		
Measures taken to prevent corruption	SO 2 to SO 4	5.2.1.3
Measures taken in favor of consumer health and safety	PR1 to PR9	N/A
Other measures taken in favor of human rights	HR 3 – HR 6 – HR 7	5.1.2.5

6. BOURBON SA AND ITS SHAREHOLDERS

6.1 CAPITAL STOCK AND SHAREHOLDER BASE

As at January 1, 2013, the first day of the financial year, BOURBON's capital stock amounted to €43,055,075 divided into 67,781,535 fully paid-up shares.

The capital stock as at December 31, 2013 was €47,360,582 divided into 74,559,688 shares of the same category also representing 74,559,688 theoretical voting rights (71,594,586 voting rights for the General Meeting, the difference is due to the number of shares held by the company).

The table below shows the breakdown of the BOURBON shareholder base as at December 31, 2013:

Shareholders	Number of shares	% of capital and theoretical voting rights	% of the voting rights which can be exercised at the General Meeting
Jaccar*	19,537,877	26.20%	27.29%
Mach-Invest**	5,761,891	7.73%	8.05%
Monnoyeur SAS	3,986,167	5.35%	5.57%
Financière de l'Échiquier	3,740,203	5.02%	5.22%
Treasury shares	2,965,102	3.98%	-
Employees	590,743	0.79%	0.83%
Public	37,977,705	50.94%	53.05%
TOTAL	**74,559,688**	**100%**	**100%**

* *Jaccar: JACCAR Holdings SA and Cana Tera SAS, companies associated with Mr. Jacques d'Armand de Chateauvieux.*

** *Mach-Invest: Mach-Invest SAS and Mach-Invest International, companies related to Mr. Henri d'Armand de Chateauvieux.*

On January 3, 2014, the incorporated company *Financière de l'Échiquier* declared to AMF and to BOURBON that on December 31, 2013, it had exceeded the 5% limit of capital and theoretical voting rights (AMF notice No. 214C0021).

6.2 DIVIDENDS PAID FOR THE LAST THREE YEARS

We remind you that the dividends distributed for the last three years were as follows:

	Number of shares at the end of the year	Net dividend per share* (*in €*)	Total amount distributed** (*in €*)
2010	61,532,545	0.90	53,170,195.50
2011	67,781,535	0.82	53,342,863.86
2012	67,781,535	0.82	53,362,946.48

* *Dividend granting entitlement to the 40% tax deduction applicable to individual (non-corporate) shareholders who are French tax residents, as provided for in Article 158-3 2° of the French Tax Code.*

** *Treasury shares are not entitled to dividends.*

6.3 COMPANY TRANSACTIONS ON ITS OWN STOCK

6.3.1 Stock buyback program

Portion of the capital held by the company and breakdown by objective for holding the company's treasury shares

At December 31, 2013, the company held 2,965,102 treasury shares, representing 3.98% of the capital.

Objective for holding treasury shares	Number of shares held at year-end	Value at purchase price *(in € thousands)*	Par value *(in € thousands)*
Stimulation of the market by an investment service provider	2,357	46	1
Hedging stock options or other employee shareholding systems	2,962,745	75,772	1,882
External expansion operations	None	-	-
Hedging securities giving access to the capital	None	-	-
Cancelation	None	-	-
TOTAL	**2,965,102**	**75,818**	**1,883**

Transactions made by the Company on treasury shares during the year, by acquisition, disposal or transfer

All the acquisitions and disposals in 2013 took place *via* CM-CIC Securities, an investment service provider responsible for market stimulation under the AMAFI charter, in the context of its management of the liquidity contract.

During the year, 1,394,189 shares were thus acquired at an average purchase price of €20.76, while 1,412,266 shares were sold at an average price of €20.79. These transactions did not incur any dealing costs. It is also noted that no derivative products were used to conduct these transactions and that no put or call position was open on December 31, 2013.

Please note that no treasury shares were reallocated or used in 2012.

Description of the share buyback program proposed to the Combined General Meeting on May 20, 2014

At the Combined General Meeting on May 20, 2014, BOURBON will propose the renewal of the share buyback program with a view to:

- stimulating the markets or the liquidity of the BOURBON share through an investment service provider, operating wholly independently within the scope of a liquidity contract under the rules of professional conduct of the AMAFI approved by the French Financial Services Authority (AMF);
- holding them for later use as payment or exchange within the scope of external expansion operations initiated by the Company;
- allotting shares to employees and authorized agents of the Company or its Group to cover bonus share or stock option allotment plans or as part of their beneficial participation in the expansion of the Company or within the scope of a shareholding plan or an employee savings plan;
- handing over stock upon exercise of rights attached to securities which, by way of conversion, exercise, repayment or exchange, entitle the exerciser to allotment of Company shares within the bounds of stock market regulations;
- cancelling shares as part of a capital reduction as prescribed by law.

Subject to the approval of the Ordinary General Meeting on May 20, 2014, this program should be authorized for a period ending at the next General Meeting called to approve the financial statements for the year ending December 31, 2014, but not exceeding a period of 18 months, *i.e.* November 30, 2015.

The shares likely to be repurchased under this program are ordinary shares.

The maximum purchase price per share cannot exceed €40, excluding charges.

The maximum percentage of BOURBON's capital that may be acquired is 5% (*i.e.* 3,727,984 shares based on the capital stock as at December 31, 2013, comprising 74,559,688 shares); this limit is assessed on the repurchase date to allow for possible capital increases or reductions during the course of the program. The number of shares taken into consideration in order to calculate this limit corresponds to the number or shares purchased, less the number of shares resold for liquidity purposes during the course of the program.

The Company is bound to retain a float of at least 10% of its capital and, in accordance with the law, not hold more than 10% of its capital, directly or indirectly.

It should be noted that, by law, the maximum buyback percentage of shares acquired by the Company in order to hold them for subsequent delivery in payment or exchange for a merger, split-off or contribution is limited to 5%.

If all the shares are acquired at the maximum price authorized by the meeting, *i.e.* €40, the maximum amount of the buyback BOURBON could make would total €149,119,360.

Purchases may be made during public offer periods, within the limits of stock market regulations, and with the sole aim of adhering to a securities delivery commitment, or paying for an asset acquisition by means of an exchange and remittance of securities as part of an acquisition or during the launch of a public offer.

As at December 31, 2013, the Company had free reserves of €698,305 thousand.

By law, the amount of the program cannot be higher than this figure until the closure of the parent company financial statements for the current year.

At January 31, 2014, the breakdown by objective of the treasury shares held was as follows:

Objective for holding treasury shares	Number of shares held
Stimulation of the market by an investment service provider	2,357
Hedging stock options or other employee shareholding systems	2,962,745
External expansion operations	None
Hedging securities giving access to the capital	None
Cancelation	None
TOTAL	**2,965,102**

6.3.2 Summary of the operations referred to in Article L. 621-18-2 of the French Monetary and Financial Code

Transactions conducted on Company shares during 2013 by the individuals cited in Article L. 621-18-2 of the French Monetary and Financial Code of which the Company is aware are detailed below:

Name of corporate officer	Type of transaction			
	Acquisition of shares *(quantity)*	Exercise of stock-options *(quantity)*	Sale of shares *(quantity)*	Other types of transactions *(quantity)*
	-	-	-	-

6.3.3 Employee shareholding

As at December 31, 2013, through the employees' mutual fund "Bourbon Expansion FCPE", 964 employee shareholders held a total of 590,743 shares, representing 0.79% of the capital stock.

6.4 FACTORS THAT COULD HAVE AN IMPACT IN THE EVENT OF A TAKEOVER

Capital structure of the Company

The capital structure of the Company is described in section 6.1 of the management report.

Statutory restrictions on the exercise of voting rights and stock transfers or contractual clauses of which the Company is aware pursuant to Article L. 233-11 of the French Commercial Code

The Company's bylaws do not stipulate any restriction on the exercise of voting rights and stock transfers. Further, the company was not aware of any agreement clause pursuant to Article L. 233-11 of the French Commercial Code during the year ended December 31, 2013.

Direct or indirect equity interests of which the company is aware by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code

This information is detailed in paragraph 6.1 of the management report.

List of holders of any security conferring special control rights and a description thereof

The Company has not issued any security conferring special control rights during the year. No security conferring special control rights is in circulation.

Control mechanisms foreseen in a possible personnel shareholding system, when the control rights are not exercised by the latter

BOURBON has an employee shareholding system via a mutual investment fund "Bourbon Expansion FCPE" which exercises the control rights.

Agreements between shareholders of which the Company is aware that could lead to restrictions on the transfer of stock and the exercise of voting rights

The Company has no knowledge of any agreement of this type between shareholders other than that mentioned in section 2.8 of the chapter "Other legal and financial information" of this Registration Document.

Rules applicable to the appointment and replacement of members of the Board of Directors and amendments to the bylaws

The rules applicable to the appointment and replacement of members of the Board of Directors comply with prevailing regulations and the consolidated AFEP-MEDEF Code. Article 13 of the bylaws mentioned in the section entitled "Information about the Company" in the Registration Document sets out the rules for the appointment of Directors.

The rules applicable to amendments to the bylaws comply with prevailing regulations. Amendments to the bylaws, except in cases expressly stipulated by law, come under the exclusive competence of the Extraordinary General Meeting. The Company has not identified any significant impact concerning these rules in the event of a takeover.

Powers of the Board of Directors, in particular concerning the issue or repurchase of stock

A table summarizing currently valid delegations of authority and the powers granted by the General Meeting to the Board of Directors for capital increases is annexed to this management report.

As regards the repurchase of stock, the Combined General Meeting of May 28, 2013 in its ninth resolution, authorized the Board of Directors, with sub-delegation powers, for a period of 18 months, to buy company shares, up to 5% of the share capital, where necessary adjusted, in line with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code. The maximum purchase price per share cannot exceed forty euros (€40), excluding costs and the maximum funds set aside for this share purchase program cannot exceed €135,563,070.

Shares may be repurchased at any time by any means, including partly or wholly via market transactions or the purchase of block stock and where necessary sold over the counter, by a public takeover bid or exchange offer or by use of an options or derivatives mechanism excluding the sale of put options, and at times decided by the Board of Directors; these purchases may be made during public offer periods, within the limits of stock market regulations, and with the sole aim of adhering to a securities delivery commitment, or paying for an asset acquisition by means of an exchange and remittance of securities as part of an acquisition or during the launch of a public offer. Shares acquired under this authorization may be kept or transferred by any means, including block stock transfers, and at any time, including during public offers.

Agreements made by the Company that will be amended or terminated in the event of a change of control of the Company, the disclosure of which (apart from mandatory disclosure cases) does not seriously affect its interests

The majority of the bank loans concluded by BOURBON contain clauses allowing the bank to demand early repayment of the loan in the event of a change of control of BOURBON.

Most of the shareholders' pacts signed by BOURBON with external partners on the establishment of joint ventures include exit clauses in the event of change of control of either of the parties, enabling each of them, either to sell its stake to the other or, in the event of failure to agree between them on the buyout of their respective stake, to liquidate the Company.

The construction contracts do not contain any clause that could come into play in the event of a change of control of BOURBON. There is no provision in these contracts that could call the financial conditions into question, such as, for example, the departure of Jacques d'Armand de Chateauvieux.

Agreements involving indemnity payments for members of the Board of Directors or employees if they resign or are unfairly dismissed or if their employment comes to an end as a result of a public offer

The original employment contract for Laurent Renard includes a clause providing benefits in the event of dismissal due to a change in control of BOURBON. This clause is not related to the corporate office subsequently conferred on Laurent Renard.

6.5 PROPOSED TAKEOVER OF THE COMPANY BOURBON ANNOUNCED BY JACCAR HOLDINGS

On March 16, 2014, JACCAR Holdings, a reference shareholder of BOURBON, announced that it is preparing a draft public bid for acquisition of the shares of BOURBON at the price of 24 euros per share. The submission of the bid is subject to obtaining bank financing. The bid will include a condition linked to obtaining at least 50.1% of the capital. The object of this bid would be to allow JACCAR Holdings to strengthen its position in the capital of BOURBON and offer liquidity to shareholders. The initiator indicated that it did not have the intention to make a mandatory squeeze-out upon completion of the Bid.

The bid should be submitted to the French Financial Markets Authority (AMF) within the month of April 2014, after notifying the Board of Directors of BOURBON, and will be subject to evaluation by the AMF.

At its meeting of March 21, 2014, the Board of Directors of BOURBON reviewed the proposal of JACCAR Holdings for the public purchase of BOURBON. The Board decided to have the proposal reviewed by a committee composed of 4 independent directors of the Group (Agnès Pannier-Runacher, Guy Dupont, Philippe Sautter and Mahmud Tukur). The Board will issue a decision on their recommendations when the final conditions of the bid are known.

On March 26, 2014, the Board of Directors of BOURBON approved the recommendation of the Group's independent directors' committee to appoint the firm KPMG as independent appraiser to prepare a report on the financial conditions of the bid.

7. PROPOSALS BY THE BOARD OF DIRECTORS TO THE COMBINED GENERAL MEETING OF MAY 20, 2014

7.1 APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS FOR THE PERIOD CLOSED DECEMBER 31, 2013

It is proposed that the Meeting approve the annual financial statements for the period closed on December 31, 2013, as well as the consolidated financial statements for the period closed on December 31, 2013.

7.2 APPROPRIATION OF EARNINGS - DIRECTOR'S FEES

It is proposed that the Meeting appropriate the earnings for the year as follows:

Origin	
Profit from the period	€52,783,530.74
Retained earnings	€153,621,404.39
Allocation	
Dividends	€74,559,688.00
Retained earnings	€131,845,247.13

The appropriation of earnings would result in the distribution of a gross dividend of one euro per share. The dividend would be paid on June 3, 2014 and the coupon detached on May 29, 2014.

In case of a change in the number of shares qualifying for dividend compared to the 74,559,688 shares constituting the share capital as at March 3, 2014, the total dividend amount would be consequently adjusted and the amount allocated to retained earnings would be determined based on the dividends actually paid.

- The shareholders are also asked to fix the maximum global sum of directors fees awarded to the Board of Directors at €400,000 for 2013 and subsequent years.

7.3 RELATED PARTY AGREEMENTS

You are also asked to approve the agreements mentioned in Article L. 225-38 of the French Commercial Code, authorized by the Board of Directors. It is specified that only new agreements concluded during the last year are submitted to this Meeting.

These agreements are described in the Statutory Auditors' special report on them in the 2013 Registration Document and will be presented to you at the Meeting.

7.4 TERMS OF OFFICE OF STATUTORY AUDITORS

It is proposed that you reappoint Deloitte & Associés as principal Statutory Auditors and BEAS as deputy Statutory Auditors for six years, *i.e.* up until the end of the Annual Ordinary General Meeting, which will be called in 2020 to rule on the financial statements for the year closed on December 31, 2019. The candidates said they accepted their functions.

It is stipulated that the Audit Committee was in favor of these renewals.

7.5 TERMS OF OFFICE OF DIRECTORS

The Board of Directors comprises ten members, including four independent members and two female members thus respecting the male/female gender parity set down by the law of January 27, 2011.

The terms of office as members of the Board of Directors of Christian Munier, Baudouin Monnoyeur, Henri d'Armand de Chateauvieux, and Guy Dupont expire at the end of this Meeting.

The Board, following the opinion of the Nominating, Compensation and Governance Committee, proposes the following for a period of three years, *i.e.* up until the end of the meeting held in 2017, called to rule on the financial statements for the previous year, the:

- reappointment of Christian Munier and Baudouin Monnoyeur;
- appointment of Astrid de Bréon to replace Henri d'Armand de Chateauvieux as Director; and
- appointment of Bernhard Schmidt to replace Guy Dupont as Director.

The Board of Directors, following the opinion of the Nominating, Compensation and Governance Committee, also proposes that you appoint, as Directors:

- Ms. Wang Xiaowei to replace Lan Vo Thi Huyen for the period remaining of her term of office, *i.e.* up until the end of the Meeting held in 2016, called to rule on the financial statements for the previous year;
- Mr. Philippe Salle, to replace Philippe Sautter for the period remaining on his term of office, *i.e.* up until the end of the meeting held in 2015, called to rule on the financial statements for the previous year.

The Board of Directors, after the opinion of the Nominating, Compensation and Governance Committee, considered that Bernhard Schmidt, Wang Xiaowei and Philippe Salle could be considered to be independent with regards to the criteria of independence in the AFEP-MEDEF Code of Corporate Governance for listed companies, which the company uses as a reference code for corporate governance.

The biographical notice for Christian Munier and Baudouin Monnoyeur appears in paragraph 3.2.1 of the Management Report included in the 2013 Registration Document.

7.6 SAY ON PAY

In accordance with the recommendations of Article 24.3 of the AFEP-MEDEF Code of Corporate Governance for listed companies, as revised in June 2013, to which the company refers, we are submitting the details of the remuneration owed or awarded for the year closed on December 31, 2013 to Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors, Christian Lefèvre, Chief Executive and Laurent Renard and Gaël Bodénès, Executive Vice Presidents.

For more information, please refer to chapter 3.3 of the Management Report.

7.7 TREASURY SHARE BUYBACK PROGRAM – CANCELLATION OF TREASURY STOCK

The next General Meeting will be asked to:

- authorize a new treasury share buyback program limited to 5% of the share capital for a period of 18 months. The maximum purchase price would be €40 per share, *i.e.* a maximum amount of €149,119,360.

  The objectives would be identical to those of the previous share buyback program.

  These transactions may be performed during public offer periods, within the limits of current regulations, and with the sole aim of adhering to a securities delivery commitment, or paying for an asset acquisition by means of an exchange and remittance of securities as part of an acquisition or during the launch of a public offer.

  The company reserves the right to use options or derivative mechanisms in line with applicable regulations, excluding the sale of sale options in line with position No. 2009-17 of the French Financial Market Authority (*Autorité des Marchés Financiers* - AMF).
- authorize the Board of Directors, as a consequence of the cancellation objective, to cancel on its sole decisions, on one or several occasions, within a limit of 10% of the capital per 24 month period, all or some of the shares which the company holds or may hold following buybacks under its buyback program and to reduce the share capital by this amount.

  This authorization would be given for a period of 18 months from the date of the Meeting.

7.8 FINANCIAL DELEGATIONS

In the financial field, you are asked to rule on the delegations and authorizations to enable the Board to make any issues at its discretion, which could be required to develop the Company's activities. You are therefore asked to renew the following delegations and authorizations:

Delegation of authority to the Board of Directors to increase the capital by incorporating reserves, profits and/or premiums

The General Meeting is asked to delegate its authority to the Board of Directors for a period of 26 months in order to increase the share capital by incorporating reserves, profits and/or premiums by the issuance and the allocation of bonus shares and/or raising the par value of existing shares to a maximum nominal amount of €7,000,000. This ceiling would be deducted from the global ceiling mentioned below.

Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities giving access to company equity and/or giving entitlement to the award of debt securities, maintaining preferential subscription rights

The General Meeting will be asked to delegate its authority to the Board of Directors for 26 months to issue shares or securities on one or several occasions, maintaining the shareholders' preferential subscription right, for a maximum nominal amount of €8,000,000. This amount would be deducted from the global ceiling mentioned below.

If securities were issued which represented company debts, their nominal value could not be more than €350,000,000, with the specification that this ceiling would be independent.

The Board of Directors would possess, within the limits set by the delegation, the necessary powers to set the terms of the issue(s) in compliance with the statutory provisions, if appropriate, record the performance of the resulting capital increases, modify the bylaws accordingly, and generally do all that is necessary in that regard.

Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the capital and/or conferring entitlement to the allocation of debt instruments with cancellation of preferential subscription rights, via an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code

The General Meeting will be asked to delegate its authority to the Board of Directors, for a period of 26 months, to issue shares or securities on one or several occasions, with the cancellation of the preferential subscription right by an offer mentioned in II of Article L. 411-2 of the French Monetary and Financial Code (private placement).

The nominal total amount of capital increases able to be performed immediately and/or in the future could not be more than €4,000,000 and would be limited to 20% of the capital per year. This amount would be deducted from the global ceiling mentioned below.

If securities were issued for company debts, their nominal value could not be more than €200,000,000 with the specification that this ceiling would be independent.

The sum the Company receives or should receive for each ordinary share issued under this delegation with cancellation of the preferential subscription right would be calculated in accordance with the statutory and regulatory provisions and therefore would be, after taking the issue price of warrants, if autonomous share warrants were issued, into account, at least equal to the minimum stipulated by Article R. 225-119 of the French Commercial Code when the Board of Directors implements the delegation.

Deciding how to set the subscription price in the event of cancellation of preferential subscription rights up to an annual limit of 10% of capital

The General Meeting is asked to authorize the Board of Directors to, within the scope of the delegations with cancellation of preferential subscription right, per public offering (in accordance with the thirteenth extraordinary resolution of the Combined General Meeting of May 23, 2013) and/or per private placement (in accordance with the delegation described above), to waive the terms for setting the price described above for up to 10% of the share capital per year and to set the issue price of the equivalent equity securities to be issued in accordance with the method stipulated below.

The issue price of equivalent equity securities to be issued immediately or at a later date may not, according to the preference of the Board of Directors, fall below:

- either the average weighted price of the Company share on the day prior to the issue price being set, less, where applicable, a maximum discount of 15%;
- or the average of five consecutive share prices, selected from the last 30 stock market trading sessions prior to the setting of the issue price, less, where applicable, a maximum discount of 10%.

Authorization to increase the amount of issues in the case of excess requests

Within the scope of the delegations maintaining and cancelling the aforementioned preferential subscription right, the General Meeting will be asked to give the Board of Directors the right to increase, limited to 15% of the shares in the initial issue, the number of shares stipulated in the initial issue, within the limit of the above-mentioned ceilings.

Delegation to be given to the Board of Directors to increase the share capital limited to 10% in order to pay for benefits in kind or securities giving access to the capital

The General Meeting will be asked to delegate to the Board the possibility of increasing the capital by issuing ordinary shares or securities giving access to the capital, limited to 10% of the capital at the time of issue, for a period of 26 months, in order to remunerate in-kind contributions of shares granted to the company and constituted by shares or securities giving access to the capital. This ceiling would be deducted from the global ceiling mentioned below.

In order to pursue an incentive-based employee shareholder policy to strengthen the company's development, we are proposing to authorize the Board to attribute stock options and bonus shares as follows:

Authorization for the Board of Directors to grant stock options on new and existing shares to employees (and/or certain corporate officers)

The General Meeting is asked to authorize the Board of Directors to, for a period of 38 months, grant the members of salaried personnel and the Group's Corporate Officers, stock options within the limit of 5% of the share capital existing on the day of this general meeting. It is specified that the total number of bonus shares which can be granted by the Board of Directors would be deducted from this ceiling under the authorization which follows.

The total number of options that can be awarded to the managing corporate officers of the Company cannot give the right to purchase or subscribe for a number of shares greater than 1% of the capital within the above-mentioned ceiling. (This specific ceiling is stipulated in accordance with Article 23.2.4 of the AFEP-MEDEF

Code). In addition, in the case of options allocated to managing corporate officers, the exercise of these options shall be subject to a performance condition.

The Board would set the subscription price from the average price for the last 20 stock market trading days before the allocation without any discount possible.

Authorization for the Board of Directors to allot bonus shares to members of the salaried staff (and/or to certain authorized corporate officers)

It is proposed that the General Meeting authorize the Board of Directors to grant, for a period of 38 months, within the scope of Article L. 225-197-1 of the French Commercial Code, existing or future bonus shares to the members of the Group's salaried personnel and/or its corporate officers.

The total number of bonus shares which can be awarded by the Board of Directors under this authorization cannot exceed 5% of the capital stock on the date of this Meeting, and it is further specified that, for the options that can be awarded by the Board of Directors under the preceding authorization, the total number of shares to which it can give entitlement would be deducted from this ceiling.

The total number of shares which could be attributed to the Company's managing corporate officers could not exceed 1% of the capital within the above ceiling (this specific ceiling stipulated in accordance with Article L. 23.2.4 of the AFEP-MEDEF Code).

In addition, in the case of bonus shares awarded to managing corporate officers, the final allocation of said shares is subject to a performance condition.

Delegation of authority to be given to the Board of Directors to issue share subscription warrants (BSA), share subscription and/or purchase warrants (BSAANE) and/or redeemable share subscription and/or purchase warrants for new and/or existing shares (BSAAR) with cancellation of the preferential subscription right in favor of a defined class of persons

It is proposed to the General Meeting to delegate the authority to the Board, for a period of 18 months, to issue share subscription warrants (BSA), share subscription and/or purchase warrants (BSAANE) and/or redeemable shares subscription and/or purchase warrants for new and/or existing shares (BSAAR).

It is proposed to the shareholders to decide to cancel their preferential subscription right in favor of the class of persons with the following characteristics: the corporate officers, French and foreign Bourbon employees, and the companies in which Bourbon is a significant shareholder, except for the Chairman of the Board of Directors of the Company.

This delegation is offered to you so as to enable your company to be equipped with attractive legal instruments vis-à-vis the Managers.

Christian Lefèvre, Chief Executive Officer as well as Laurent Renard and Gaël Bodénès, Executive Vice Presidents, would abstain from voting on the resolution.

The subscription and/or acquisition price of the shares to which the warrants would grant entitlement, after deducting the issue price of the warrants, shall be at least equal to the average closing price of the Bourbon share on the 20 stock market trading days before the decision to issue the bonds is taken; This price would be fixed by the Board of Directors which decides to issue the warrants.

The total nominal amount of shares to which the warrants issued from this delegation may give rights could not exceed one million euros (€1,000,000). This ceiling would be independent.

Delegation of authority to the Board of Directors to increase the capital by issuing shares with cancellation of preferential subscription rights for participants in a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labor Code

It is proposed that the General Meeting delegate authority to the Board for a period of 26 months to perform one or several capital increases by issuing ordinary shares or securities giving access to the capital to the members of one or more company or group savings plans set up by the Company and /or the French or foreign companies affiliated to it under the conditions of Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 of the French Labor Code, the limit of the maximum and nominal amount of €5,000,000, with this amount being independent of any other ceiling set by the meeting.

The implementation of such a capital increase presupposes the cancellation of the preferential subscription right for beneficiaries of the issue.

The price of the shares to be issued would be determined within the conditions and limits fixed by the applicable statutory and regulatory provisions.

This delegation of authority is submitted to you in accordance with the provisions of Article L. 225-129-6 paragraph 2 of the French Commercial Code, within the scope of the three-year obligation.

Overall limitation of ceilings on capital increases envisaged by the delegations shown in the nineteenth, twentieth, twenty-first, twenty-fourth and twenty-eighth resolutions of this Meeting

It is proposed that the General Meeting set the maximum nominal amount of shares liable to be issued either immediately or in the future under the delegations of authority for capital increases granted within the scope of this meeting at 25% of the capital existing on the day of the meeting (it is specified that this ceiling does not concern authorizations for employee and manager shareholdings, namely authorizations relating to stock options, bonus shares and BSAs, BSAANEs and/or BSAARs).

The Board proposes that you approve the resolutions which are put to you.

The Board of Directors.

FINANCIAL RESULTS OF THE PARENT COMPANY OVER THE LAST FIVE YEARS

Description	2013	2012	2011	2010	2009
Capital stock at year-end					
Capital stock *(in € thousands)*	47,361	43,055	43,055	39,086	38,866
Number of ordinary shares outstanding	74,559,688	67,781,535	67,781,535	61,532,545	61,187,226
Number of existing priority-dividend shares (without voting rights)	-	-	-	-	-
Maximum number of future shares to be issued					
by conversion of bonds	-	-	-	-	-
by exercise of subscription rights and award of bonus shares	6,375,325	5,659,711	5,903,025	3,677,780	920,899
Operation and profit / loss for the year *(in € thousands)*					
Revenues excluding taxes	-	-	-	310	337
Earnings before income tax, employee profit-sharing and depreciation, amortization and provisions	51,495	60,366	108,047	83,477	37,455
Income tax	(4,320)	(12,117)	(6,278)	(13,499)	(13,348)
Employee profit-sharing for the year	-	-	-	-	-
Earnings after income tax, employee profit-sharing and depreciation, amortization and provisions	52,784	70,516	98,315	127,278	72,462
Distributed net income	74,560 (1)	53,363 (2)	53,343 (3)	53,170 (4)	52,866 (5)
Earnings per share *(in €)*					
Earnings after income tax, employee profit-sharing but before depreciation, amortization and provisions	0.75	1.07	1.69	1.58	0.83
Earnings after income tax, employee profit-sharing and depreciation, amortization and provisions	0.71	1.04	1.45	2.07	1.18
Dividend per share	1.00(1)	0.82(2)	0.82(3)	0.9(4)	0.90(5)
Personnel					
Average number of employees during the year	-	-	-	-	-
Amounts paid in company benefits over the year (Social security, social welfare…)	-	-	-	-	-

(1) €1.00 per share as recommended by the Board of Directors on March 3, 2014.
(2) €0.82 per share as recommended by the Board of Directors on March 4, 2013, after deducting dividends attached to treasury shares.
(3) €0.82 per share as recommended by the Board of Directors on March 5, 2012, after deducting dividends attached to treasury shares.
(4) €0.90 per share as recommended by the Board of Directors on March 14, 2011, after deducting dividends attached to treasury shares.
(5) €0.90 per share as recommended by the Board of Directors on March 15, 2010, after deducting dividends attached to treasury shares.

TABLE SUMMARIZING THE DELEGATIONS OF AUTHORITY AND THE POWERS GRANTED BY THE GENERAL MEETING TO THE BOARD OF DIRECTORS AS REGARDS CAPITAL INCREASES

Date of the General Meeting	Nature of the delegation/authorization	Duration	Use during 2013
Combined General Meeting of 06/01/2011 **17th resolution**	Authorization for the Board of Directors to grant options to subscribe to new shares and/or purchase existing company shares. Maximum amount: 5% of the capital stock.	Thirty-eight months, *i.e.* until 07/31/2014	On 12/02/2013, the Board of Directors decided to grant 1,037,000 Company stock options (purchase or subscription). These options may be exercised as of 12/02/2017, the start of the fifth year after the award and until 12/01/2019, the end of the 6th year after the award.
Combined General Meeting of 06/01/2011 **18th resolution**	Authorization for the Board of Directors to allot existing or new bonus shares to members of the salaried staff (and/or to certain authorized corporate officers). Maximum amount: 5% of the capital stock.	Thirty-eight months, *i.e.* until 07/31/2014	The Board of Directors on 12/02/2013 decided to allocate 767,400 bonus Company shares, either existing or as a result of a capital increase. These shares will be definitively allocated to French residents as of 12/02/2015 and to non-French residents from 12/02/2017.
Combined General Meeting of 06/01/2012 **12th resolution**	Delegation granted to the Board of Directors to proceed to share issues and/or issues of marketable securities with preferential subscription rights. Maximum amount: Shares: €8 million (up to 20% of capital). Debt securities: €350 million.	Twenty-six months, *i.e.* until 07/31/2014	None
Combined General Meeting of 06/01/2012 **13th resolution**	Delegation granted to the Board of Directors to proceed to share issues and/or issues of marketable securities with preferential subscription rights via a private placement. Maximum amount: Shares: €4 million. Debt securities: €200 million.	Twenty-six months, *i.e.* until 07/31/2014	None
Combined General Meeting of 06/01/2012 **15th resolution**	Delegation granted to the Board of Directors to increase the capital stock, in order to pay for benefits in kind. Maximum amount: 10% of the capital stock.	Twenty-six months, *i.e.* until 07/31/2014	None
Combined General Meeting of 05/28/2013 **16th resolution**	Delegation of authority granted to the Board of Directors to issue share subscription warrants (BSA), share subscription and/or purchase warrants (BSAANE) and/or redeemable share subscription and/or purchase warrants for new and/or existing shares (BSAAR) with elimination of the pre-emptive subscription right in favor of a defined class of persons. Maximum amount: €3 million.	Eighteen months, *i.e.* until 11/27/2014	None
Combined General Meeting of 05/28/2013 **13th resolution**	Delegation of authority granted to the Board of Directors to proceed to share issues and/or marketable securities issues with waiver of preferential subscription rights via public offering. Maximum amount: Shares: €8 million. Debt securities: €350 million.	Twenty-six months, *i.e.* until 07/27/2015	None

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REPORT OF THE STATUTORY AUDITORS, DESIGNATED INDEPENDENT THIRD-PARTY ENTITIES, ON THE REVIEW OF ENVIRONMENTAL, SOCIAL AND SOCIETAL INFORMATION PUBLISHED IN THE GROUP MANAGEMENT REPORT (FISCAL YEAR ENDED DECEMBER 31, 2013)

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

For the attention of the Shareholders,

In our capacity as Statutory Auditors of Bourbon and designated as independent third-party entities, whose certification request has been approved by the French National Accreditation Body (COFRAC), we hereby present you with our report on the social, environmental and societal information presented in the management report prepared for the year ended December 31, 2013 (hereinafter the "CSR Information"), pursuant to Article L.225-102-1 of the French Commercial Code *(Code de commerce)*.

RESPONSIBILITY OF THE COMPANY

The Board of Directors of Bourbon is responsible for preparing a management report including the CSR Information provided by Article R. 225-105-1 of the French Commercial Code, prepared in accordance with the reporting criteria used by Bourbon (the "Reporting Criteria"), some of which are presented throughout the management report and which are available on request from the CSR Department at the company's headquarters.

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by regulatory texts, the profession's Code of Ethics as well as by the provisions set forth in Article L. 822-11 of the French Commercial Code. Furthermore, we have set up a quality control system that includes the documented policies and procedures designed to ensure compliance with rules of ethics, professional standards and the applicable legal texts and regulations.

RESPONSIBILITY OF THE STATUTORY AUDITORS

Based on our work, our responsibility is:

- to attest that the required CSR Information is presented in the management report or, in the event of omission, is explained pursuant to the third paragraph of Article R. 225-105 of the French Commercial Code (Attestation of completeness of the CSR information);
- to express limited assurance on the fact that, taken as a whole, the CSR Information is presented fairly, in all material aspects, in accordance with the adopted Reporting Criteria (conclusion on the fair presentation of the CSR Information).

Our work was carried out by a team of 4 people between November 18, 2013 and February 11, 2014, *i.e.* a period of around five weeks. To assist us in conducting our work, we referred to our corporate responsibility experts.

We conducted the following procedures in accordance with professional standards applicable in France, with the order of May 13, 2013 determining the methodology according to which the independent third party entity conducts its assignment and, with regard to the conclusion on the fair presentation of the Information, with the ISAE (International Standard on Assurance Engagements) 3000[1].

(1) ISAE 3000 – Assurance engagements other than audits or reviews of historical information.

Attestation of completeness of the CSR Information

Based on interviews with the management, we familiarized ourselves with the Group's sustainable development strategy, with regard to the social and environmental impacts of the company's business and its societal commitments and, where appropriate, any resulting actions or programs.

We have compared the CSR Information presented in the management report with the list set forth in Article R. 225-105-1 of the French Commercial Code.

In the event of omission of certain consolidated information, we have verified that explanations were provided in accordance with the third paragraph of the Article R. 225-105 of the French Commercial Code.

We have verified that the CSR Information covered the consolidated scope, i.e., the company and its subsidiaries within the meaning of Article L. 233-1 of the French Commercial Code and the companies that it controls within the meaning of Article L. 233-3 of the French Commercial Code, subject to the limits set forth in the methodological note available in the paragraph 5.4 of the management report.

Based on our work and considering the limitations mentioned above, we attest that the required CSR Information is presented in the management report.

Conclusion on the fair presentation of the CSR Information

Nature and scope of procedures

We conducted around ten interviews with the people responsible for preparing the CSR Information in the departments in charge of the CSR Information collection process and, when appropriate, those responsible for internal control and risk management procedures, in order to :

- assess the suitability of the Reporting Criteria with respect to its relevance, completeness, reliability, neutrality and clarity, taking into consideration, when relevant, the sector's best practices;
- verify the set-up of a process to collect, compile, and check the CSR Information with regard to its completeness and consistency and familiarize ourselves with the internal control and risk management procedures relating to the compilation of the CSR Information.

We determined the nature and scope of the tests and controls according to the nature and significance of the CSR Information with regard to the company's characteristics, the social and environmental challenges of its activities, its sustainable development strategies and the sector's best practices.

Concerning the CSR information that we have considered to be most important[(2)]:

- for the consolidating entity, we consulted the documentary sources and conducted interviews to corroborate the qualitative information (organization, policies, actions), we implemented analytical procedures on the quantitative information and verified, using sampling techniques, the calculations and the data consolidation, and we verified their consistency with the other information presented in the management report;
- for a representative sample of entities and sites that we have selected[(3)] according to their activity, their contribution to the consolidated indicators, their location and a risk analysis, we held interviews to verify the correct application of the procedures and implemented substantive tests on a sampling basis, consisting in verifying the calculations performed and reconciling the data with supporting evidence. The selected sample represented on average 27% of the Group headcount and between 43% and 60% of the environmental quantitative information.

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(2) *Quantitative information:*

__Social:__ Composition and distribution of employees by category and by geographic zone, recruitments and dismissals, training hours, Lost Time Injury Rate (severity rate of accidents …), severity rate of accidents.

__Environment:__ Fuel consumption (Marine Gas Oil), volumes of treated waste oil, potable water consumption, CO_2 emissions, SOx and NOx emissions, total volume of treated garbage, accidental discharges of pollutants in the sea.

Qualitative information:

__Social:__ Focus on security, professional relations, collective agreements and organisation of social dialogue, compliance with International Labour Organization conventions (ILO) and human rights.

__Environment:__ General environmental policy, resources management, waste management and pollution.

__Societal:__ Relations with stakeholders and fairness of commercial practices.

(3) *Bourbon Offshore Surf (BOS) and Bourbon Offshore Greenmar (BOG).*

Regarding the other consolidated CSR Information, we have assessed its consistency in relation to our understanding of the Group.

Finally, we have assessed the relevance of the explanations relating to, where necessary, the total or partial omission of certain information.

We believe that the sampling methods and sizes of the samples we have used in exercising our professional judgment enable us to express limited assurance; a higher level of assurance would have required more in-depth verifications. Due to the use of sampling techniques and the other limits inherent to the operations of any information and internal control system, the risk that a material anomaly be identified in the CSR Information cannot be totally eliminated.

Qualification expressed

During our verification work, we identified weaknesses in the data collecting process put in place on ships regarding volume of treated garbage and potable water consumption. The information published is subject to uncertainty, to an extent that we could not measure.

Conclusion

Based on our work, and subject to these qualifications, nothing has come to our attention that causes us to believe that the CSR Information, taken as a whole, is not presented fairly, in all material respects, in accordance with the Reporting Criteria.

Marseille, April 4, 2014
One of the Statutory Auditors

DELOITTE & ASSOCIES
Hugues Desgranges
Partner

4 CONSOLIDATED FINANCIAL STATEMENTS

The Surfer 1947, personnel transport vessel, in operation on the Yadana field in Burma.

FINANCIAL POSITION STATEMENT

(in € millions)	Notes	12/31/2013	12/31/2012
Goodwill	3.1	33.5	33.5
Intangible assets	3.2	10.3	10.1
Property, plant and equipment	3.3	2,538.0	3,326.6
Investments in associates	3.4	0.1	0.1
Non-current financial assets	3.5	51.7	30.8
Deferred taxes	3.16	26.0	31.3
Total non-current assets		**2,659.5**	**3,432.4**
Inventories and work in progress	3.6	44.6	44.3
Trade and other receivables	3.7	410.3	384.9
Current financial assets	3.7	3.9	20.4
Other current assets	3.7	38.6	31.6
Cash and cash equivalents	3.8	779.4	195.2
Total current assets		**1,276.9**	**676.3**
Non-current assets held for sale		**498.5**	**-**
TOTAL ASSETS		**4,434.8**	**4,108.8**
Capital		47.4	43.1
Share premiums		48.3	52.6
Consolidated reserves, Group share (including profit for the year)		1,302.8	1,253.9
Total shareholders' equity, Group share		**1,398.4**	**1,349.5**
Non-controlling interests		**86.4**	**62.2**
Total shareholders' equity		**1,484.8**	**1,411.8**
Borrowings and financial liabilities	3.14	1,351.6	1,745.0
Employee benefit obligations	3.13	11.1	10.1
Other provisions	3.13	32.6	21.7
Deferred taxes	3.16	40.0	20.5
Other non-current liabilities		40.4	88.9
Total non-current liabilities		**1,475.7**	**1,886.2**
Borrowings and financial liabilities (< one year)	3.14	499.0	353.1
Bank overdrafts and short-term lines	3.14	669.9	157.7
Provisions (< one year)	3.13	7.3	1.5
Trade and other payables		282.9	285.4
Tax liabilities		2.4	7.7
Other current liabilities		12.7	5.6
Total current liabilities		**1,474.3**	**810.8**
Liabilities directly associated with non-current assets classified as held for sale		**-**	**-**
Total liabilities		2,950.0	2,697.0
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**4,434.8**	**4,108.8**

STATEMENT OF COMPREHENSIVE INCOME

(in € millions)	Notes	2013	2012
Revenues	4	1,311.9	1,186.9
Direct costs excluding bareboat charter costs	4	(719.7)	(684.1)
General and administrative costs	4	(141.9)	(119.8)
EBITDAR(1) excl. capital gains		**450.3**	**383.0**
Bareboat charter costs	4	(13.1)	(0.6)
EBITDA excl. capital gains		**437.2**	**382.4**
Capital gains(2)	4	138.5	23.8
EBITDA		**575.7**	**406.2**
Increases and reversals of amortization, depreciation and provisions		(273.1)	(244.6)
Operating income (EBIT)		**302.6**	**161.6**
Capital gains on sold consolidated companies shares		3.9	-
Operating income after capital gains on equity interests sold		**306.5**	**161.6**
Cost of net debt	3.15	(73.0)	(71.9)
Other financial expenses and income	3.15	(62.6)	(15.1)
Income from current operations before income tax		**170.8**	**74.6**
Income tax	3.17	(27.5)	(22.2)
Share in income (loss) of associates	3.4	0.0	0.0
Net income before discontinued operations net income		**143.4**	**52.4**
Net income from discontinued operations/operations held for sale		-	0.8
NET INCOME		**143.4**	**53.2**
Group share		115.0	41.9
Non-controlling interests		28.4	11.3
Net earnings per share	5.2.1	1.61	0.59
Diluted net earnings per share	5.2.2	1.60	0.59
Net earnings per share – excluding income from discontinued operations/operations held for sale	5.2.1	1.61	0.57
Diluted net earnings per share – excluding income from discontinued operations/operations held for sale	5.2.2	1.60	0.57
Net earnings per share – income from discontinued operations/operations held for sale	5.2.1	-	0.01
Diluted net earnings per share – income from discontinued operations/operations held for sale	5.2.2	-	0.01
Net dividend allocated to each share		1.00(3)	0.82

(1) EBITDA excl. cost of bareboat leases.
(2) Capital gains on disposal of vessels included in direct costs in 2012.
(3) Further to the proposal made by the Board of Directors' meeting of March 3, 2014.

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(in € millions)	Notes	2013	2012
Profit (loss) for the year		**143.4**	**53.2**
Other comprehensive income		**(18.5)**	**(11.5)**
Other components of comprehensive income that can be reclassified in the income statement in subsequent periods			
Change in the fixed assets revaluation reserve			-
Tax effect			-
Profits and losses from the currency translation of the statements of foreign subsidiaries		(24.2)	11.1
Profits and losses from the revaluation of available-for-sale financial assets		-	-
Tax effect		-	-
Effective portion of gains and losses on cash flow hedge instruments	3.19.2	16.4	(24.4)
Tax effect		(10.2)	3.4
Other components of comprehensive income that cannot be reclassified in the income statement in subsequent periods			
Actuarial differences	3.13	(0.5)	(1.8)
Tax effect		0.0	0.2
Share of other comprehensive income of associates		**-**	**-**
TOTAL PROFITS/LOSSES		**124.9**	**41.7**

STATEMENT OF CONSOLIDATED CASH FLOWS

(in € millions)	2013	2012
Consolidated net income	**143.4**	**53.2**
Share in income/loss of associates	(0.0)	(0.0)
Tax (expense)/income	27.5	22.2
Net amortization, depreciation and provisions	273.1	244.5
Gains and losses from changes in fair value	34.2	24.5
Calculated income and expenses related to stock options and similar benefits	5.3	6.1
Gains and losses on disposals	(142.9)	(24.4)
Income tax paid	(38.7)	(14.8)
Other	(2.0)	(7.6)
Cash flows	**299.9**	**303.6**
Effect of changes in working capital	(31.9)	(28.8)
Dividends received	(0.3)	(0.1)
Cost of net debt	73.0	71.9
Cash flows from operating activities (A)	**340.6**	**346.7**
Acquisition of consolidated companies, net of cash acquired	(8.3)	(1.3)
Sale of consolidated companies, including cash transferred	6.4	0.5
Effect of other changes in the consolidation scope	15.1	-
Payments for property, plant and equipment and intangible assets	(455.7)	(375.7)
Proceeds from disposals of property, plant and equipment and intangible assets	564.8	55.8
Payments for acquisitions of long-term financial assets	-	-
Proceeds from disposals of long-term financial assets	-	0.1
Dividends received	0.3	0.1
Change in loans and advances granted	(0.4)	(4.1)
Cash flows from investment activities (B)	**122.3**	**(324.6)**
Capital increase	4.9	7.0
Capital repayment	-	-
Net sales (acquisition) of treasury shares	0.4	(0.2)
Proceeds from borrowings	247.7	590.5
Repayments of borrowings	(491.8)	(408.1)
Dividends paid to parent company shareholders	(53.4)	(53.3)
Dividends paid to Non-controlling interests	(17.3)	(4.8)
Net financial interest paid	(73.0)	(71.9)
Cash flows from financing activities (C)	**(382.5)**	**59.1**
Effect of change in exchange rates (D)	**(8.3)**	**0.3**
Effect of changes in accounting principles	-	-
Change in net cash (A) + (B) + (C) + (D)	**72.0**	**81.6**
Cash at beginning of period	37.5	(44.0)
Cash at end of period *	109.5	37.5
CHANGE IN CASH	**72.0**	**81.6**
* including:		
Marketable and other securities	-	0.0
Cash and cash equivalents	779.4	195.2
Bank overdrafts	(669.9)	(157.7)

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CHANGES IN EQUITY STATEMENT

For 2013:

(in € millions)	Notes	Capital and related reserves			
		Capital	Share premium and reserves related to share capital	Reclassification of treasury shares	
Shareholders' equity as at January 1, 2013		**43.1**	**50.3**	**(78.5)**	
Net income for the period		**-**	**-**	**-**	
Other items of the comprehensive income (net of tax):		**-**	**-**	**-**	
Cash flow hedge (IAS 39)	*3.19.2*	-	-	-	
Employee benefit obligations	*3.13*	-	-	-	
Profits and losses from the currency translation of the statements of foreign subsidiaries		-	-	-	
Comprehensive income for the period		**-**	**-**	**-**	
Capital increase	3.9	4.3	(4.3)	-	
Dividends paid by the parent company in 2013		-	-	-	
Capital repayment		-	-	-	
Recognition of share-based payments	3.11	-	-	-	
Reclassification of treasury shares	3.12	-	-	0.4	
Other changes		-	-	-	
Total transactions with shareholders		**4.3**	**(4.3)**	**0.4**	
SHAREHOLDERS' EQUITY AS AT DECEMBER 31, 2013		**47.4**	**46.0**	**(78.1)**	

The "Other changes" line includes the impact of a change in the consolidation method following the change in the level of control exercised by BOURBON over these companies (see note 2); as well as the effect of the purchases of some non-controlling interests.

For 2012:

(in € millions)	Notes	Capital and related reserves			
		Capital	Share premium and reserves related to share capital	Reclassification of treasury shares	
Shareholders' equity as of January 1, 2012		**43.1**	**50.3**	**(78.4)**	
Net income for the period		**-**	**-**	**-**	
Other items of the comprehensive income (net of tax):		**-**	**-**	**-**	
Cash flow hedge (IAS 39)	*3.19.2*	-	-	-	
Employee benefit obligations	*3.13*	-	-	-	
Profits and losses from the currency translation of the statements of foreign subsidiaries		-	-	-	
Comprehensive income for the period		**-**	**-**	**-**	
Capital increase	3.9	-	-	-	
Dividends paid by the parent company in 2012		-	-	-	
Capital repayment		-	-	-	
Recognition of share-based payments	3.11	-	-	-	
Reclassification of treasury shares	3.12	-	-	(0.2)	
Other changes		-	-	-	
Total transactions with shareholders		**-**	**-**	**(0.2)**	
SHAREHOLDERS' EQUITY AS AT DECEMBER 31, 2012		**43.1**	**50.3**	**(78.5)**	

The other changes mainly related to the impact of purchases of non-controlling interests.

	Unrealized or deferred profit/loss							
	Related to currency translation difference	Related to actuarial differences	Change in the fair value of available-for-sale assets	Change in fair value of hedge derivatives	Other reserves and income	Total shareholders' equity, Group share	Shareholders' equity made up of non-controlling interests	Total consolidated shareholders' equity
	(31.7)	**(1.6)**	**-**	**(32.1)**	**1,400.2**	**1,349.5**	**62.2**	**1,411.8**
	-	**-**	**-**	**-**	**115.0**	**115.0**	**28.4**	**143.4**
	(22.4)	**(0.4)**	**-**	**6.2**	**-**	**(16.6)**	**(1.9)**	**(18.5)**
	-	-	-	*6.2*	-	*6.2*	*0.0*	*6.2*
	-	*(0.4)*	-	-	-	*(0.4)*	-	*(0.4)*
	(22.4)	-	-	-	-	*(22.4)*	*(1.9)*	*(24.2)*
	(22.4)	**(0.4)**	**-**	**6.2**	**115.0**	**98.4**	**26.6**	**124.9**
	-	-	-	-	-	-	-	-
	-	-	-	-	(53.4)	(53.4)	(28.0)	(81.4)
	-	-	-	-	-	-	-	-
	-	-	-	-	5.3	5.3	-	5.3
	-	-	-	-	-	0.4	-	0.4
	-	-	-	-	(1.8)	(1.8)	25.7	23.8
	-	**-**	**-**	**-**	**(49.9)**	**(49.5)**	**(2.4)**	**(51.9)**
	(54.1)	**(2.0)**	**-**	**(25.9)**	**1,465.2**	**1,398.4**	**86.4**	**1,484.8**

	Unrealized or deferred profit/loss							
	Related to currency translation difference	Related to actuarial differences	Change in the fair value of available-for-sale assets	Change in fair value of hedge derivatives	Other reserves and income	Total shareholders' equity, Group share	Shareholders' equity made up of non-controlling interests	Total consolidated shareholders' equity
	(43.7)	**-**	**-**	**(11.1)**	**1,403.5**	**1,363.7**	**53.3**	**1,417.0**
	-	**-**	**-**	**-**	**41.9**	**41.9**	**11.3**	**53.2**
	12.0	**(1.6)**	**-**	**(21.0)**	**-**	**(10.7)**	**(0.8)**	**(11.5)**
	-	-	-	*(21.0)*	-	*(21.0)*	*0.0*	*(21.0)*
	-	*(1.6)*	-	-	-	*(1.6)*	-	*(1.6)*
	12.0	-	-	-	-	*12.0*	*(0.8)*	*11.1*
	12.0	**(1.6)**	**-**	**(21.0)**	**41.9**	**31.3**	**10.4**	**41.7**
	-	-	-	-	-	-	-	-
	-	-	-	-	(53.3)	(53.3)	(4.8)	(58.1)
	-	-	-	-	-	-	-	-
	-	-	-	-	6.1	6.1	-	6.1
	-	-	-	-	-	(0.2)	-	(0.2)
	-	-	-	-	2.0	2.0	3.3	5.2
	-	**-**	**-**	**-**	**(45.3)**	**(45.3)**	**(1.5)**	**(47.0)**
	(31.7)	**(1.6)**	**-**	**(32.1)**	**1,400.2**	**1,349.5**	**62.2**	**1,411.8**

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1/ Accounting policies and methods

1.1 GENERAL INFORMATION

The 2013 consolidated financial statements were approved by the BOURBON Board of Directors on March 3, 2014. BOURBON is an incorporated company registered in France, the shares of which are listed for trading on Compartment A of Euronext Paris.

1.2 BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements include the financial statements of BOURBON SA, its subsidiaries and companies controlled by the Group as of December 31 of each year. The financial statements of the subsidiaries and companies controlled by the Group are prepared over the same reference period as those of the parent company, on the basis of homogeneous accounting policies.

Statement of compliance

BOURBON's consolidated financial statements for the year ended December 31, 2013 have been prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted in the European Union.

The IFRS standard includes the IFRS, the International Accounting Standards (IAS) and the interpretations of the International Financial Reporting Interpretations Committee (IFRIC) and the Standing Interpretations Committee (SIC).

The standards and interpretations used to prepare the consolidated financial statements for the year ending December 31, 2013 are those published in the Official Journal of the European Union, the application of which was mandatory at December 31, 2013.

Pursuant to Article 28 of European Regulation No. 809/2004 of April 29, 2004, the following information is included by reference:

- the consolidated financial statements for the year ended December 31, 2012 and the Statutory Auditors' report on those statements, provided in the Registration Document filed on April 17, 2013, with the *Autorité des marchés financiers* (on pages 71 to 136 and 137);
- the consolidated financial statements for the year ended December 31, 2011 and the Statutory Auditors' report on those statements, provided in the Registration Document filed on April 27, 2012 with the *Autorité des marchés financiers* (on pages 61 to 122 and 123 respectively).

Consolidated Financial statements – Bases of preparation

The Group's consolidated financial statements have been prepared on the historical cost basis, with the exception of derivative instruments and available-for-sale financial assets, which are measured at fair value. The consolidated financial statements are presented in millions of euros.

The subsidiaries are consolidated from the effective date of acquisition, which is the date on which the Group obtains control, until the date on which this control ceases to be exercised.

Non-controlling interests represent the share of profit or loss and net assets which are not held by the Group. They are presented in the income statement and in shareholders' equity on the consolidated balance sheet separately from the Group's share of income/loss and shareholders' equity.

All intercompany balances and transactions as well as the income, expenses and gains or losses included in the book value of assets which come from internal transactions, are fully eliminated.

- As required by IAS 1, the assets are presented as current assets on the consolidated balance sheet when they meet one of the following criteria: the expected liquidation date is less than twelve months or less than the Group's normal business cycle;
- They are essentially held for transaction purposes.

All other assets are classified as non-current assets.

Liabilities are presented as current liabilities on the consolidated balance sheet when they meet one of the following criteria:

- the expected settlement date is less than twelve months or less than the Group's normal business cycle;
- they are essentially held for transaction purposes;
- the Group does not hold an unconditional right to defer payment at least for a period of twelve months after closing.

All other liabilities are classified as non-current liabilities.

1.3 ADOPTION OF THE NEW IFRS STANDARDS

The accounting policies applied as at December 31, 2013 are consistent with those of the previous year.

The application of the standards and interpretations presented below became mandatory as of January 1, 2013.

- IAS 19 (amended) "Employee benefits".

  This amendment, which was published in June 2011 by the IASB, must be applied retrospectively as of January 1, 2013.
- IAS 1 (amended) "Presentation of items of other comprehensive income".

  This amendment to IAS 1, which was published in June 2011 and adopted in June 2012, requires other items of comprehensive income which will be subsequently reclassified as income to be presented separately from those which will not. The presentation of comprehensive income at December 31, 2013 and over the comparative period had been modified consequently.
- IFRS 13 "Fair value measurement".

  These standards, applicable since January 1, 2013, did not result in any significant change in the valuation methods or the presentation of the financial statements.

The Group also decided not to opt for the early application of the standards and interpretations which application is not mandatory as at January 1, 2013. Therefore, BOURBON's consolidated financial statements at December 31, 2013 do not include any impacts stemming from these standards.

The standards, applicable at January 1, 2014 include the following:

- IFRS 10 "Consolidated financial statements";
- IFRS 11 "Joint Arrangements";
- IFRS 12 "Disclosure of interests in other entities".

  These standards redefine the notion of control over an entity and remove the option to apply the proportionate consolidation method to jointly controlled entities. These entities must henceforth be consolidated using the equity method.

  The application of these new standards on January 1, 2014 will have no major impact on the Group's consolidated financial statements. Since the companies concerned by these standards are fully part of the Group's business, the net earnings of proportionally integrated companies will be presented on a separate line from the operating income line, along with the net earnings of companies currently consolidated using the equity method.

Other regulatory changes are being monitored by the Group, particularly those related to lease contracts.

1.4 USE OF ESTIMATES AND ASSUMPTIONS

Preparation of the financial statements in accordance with the conceptual framework of the IFRS involves the use of estimates, assumptions and assessments that affect the amounts presented in those financial statements. These estimates are based on past experience and on other factors considered to be reasonable given the circumstances. As the assumptions and assessments used and the circumstances existing on the date the statements are established may prove to be different in reality, the future results achieved may differ from the estimates used.

The principal assumptions concerning future events, and other sources of uncertainty related to the use of estimates on the closing date, changes in which during a year could generate a risk of a change in the net book value of assets and liabilities, are presented below.

Retirement benefit obligations

The cost of defined benefit plans and other post-employment medical coverage benefits is determined on the basis of actuarial valuations. Those valuations are based on assumptions about discount rates, salary increase rates, mortality rates, and the probability of employment in the Group at the time of retirement. The method for calculating discount rates has remained unchanged from previous years. The rates are calculated based on global indices such as Reuters.

Because of the long-term nature of such plans, the uncertainty of those estimates is significant. The net liabilities built up for these benefits granted to employees as at December 31, 2013 were €10.8 million (€10.1 million in 2012). Further details are given in note 3.13.

Financial instruments measured at fair value

For most of the instruments traded over the counter, the valuation is made using models that use observable market data. For example, the fair value of interest rate swaps is generally determined using rate curves based on the market interest rates observed on the closing date. The fair value of buying forward exchange contracts is calculated by reference to the current forward exchange rates for contracts with similar maturities. The discounting future cash flows method is used to value other financial instruments.

Impairment test on goodwill

At least once a year, the Group assesses whether it is necessary to depreciate goodwill by using impairment tests (see note 1.5.2). Those tests require an estimate of the recoverable value of the Cash Generating Units to which the goodwill is allocated. Recoverable value is defined as the higher of the useful value and the fair value (net of disposal costs).

To determine the fair value of the CGUs (net of sales cost), the Group determines the fair value of the vessels attached to the CGUs. This fair value is determined on the basis of market values obtained from independent shipbrokers.

In order to determine the useful value, the Group has to estimate the future cash flows expected from each Cash Generating Unit and an appropriate discount rate in order to calculate the present value of these cash flows. The expected future cash flows used to calculate the useful value of each CGU are calculated based on the Group's five-year business plans. The flows are discounted at a rate measured on the basis of the average weighted cost of the capital determined for the Group. Analyses are then done to determine the sensitivity of the values obtained to a variation in one or more of the assumptions in the business plan. Since by its nature the "discounted cash flow" method used to measure the useful value of the CGUs to which the goodwill is allocated is uncertain, the actual future cash flows can vary from the future cash flow projections used to determine the useful value.

The tests done in 2013 (estimate of the recoverable value of the CGUs – in this case their fair value) did not show any impairment requiring a depreciation of goodwill.

Impairment tests on assets

Intangible assets with definite useful life and property, plant and equipment are tested for possible impairment as soon as there is any indication that the assets may be impaired (see notes 1.5.5 and 1.5.6), *i.e.* when events or specific circumstances indicate a risk of impairment loss. In order to conduct these tests, non-current assets are grouped into Cash Generating Units and their net book value is compared to the recoverable value of said units. Recoverable value is defined as the higher of the useful value and the fair value (net of disposal costs). In order to determine the useful value, the Group must estimate the future cash flows expected from each Cash Generating Unit and an appropriate discount rate to calculate the present value of such cash flows.

1.5 SUMMARY OF THE MAIN ACCOUNTING METHODS

1.5.1 Foreign currency translation

The consolidated financial statements are disclosed in euros, which is the functional and presentation currency of the parent company.

The functional currency of the foreign subsidiaries is generally the local currency. If the majority of the transactions and costs are executed in a different currency, that currency is used as the functional currency.

The accounts of subsidiaries with a functional currency different from euro are translated by applying the closing rate method:

- balance sheet items, with the exception of shareholders' equity, which is maintained at the historical rate, are converted at the year-end exchange rate;
- items on the income statement are translated at the average rate for the period;
- the currency translation adjustment is included in consolidated shareholders' equity and does not affect income/loss.

Foreign currency transactions made by the companies of the Group are initially booked in the functional currency at the exchange rate prevailing on the date of the transaction. On the closing date, monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate prevailing on the closing date. All exchange differences are recognized in the income statement, with the exception of those related to borrowings in foreign currencies which constitute a hedge of the net investment in a foreign entity. These differences are charged directly to shareholders' equity until the disposal of the investment; on that date, they are recognized as income/loss.

Pursuant to IAS 21, goodwill is expressed in the functional currency of the companies acquired and then translated at the closing rate (IAS 21.47).

1.5.2 Business combinations and goodwill

Business combinations (revised IFRS 3) are recognized using the purchase method. This method implies the recognition at fair value of the identifiable assets (including intangible assets not previously recognized) and identifiable liabilities (including contingent liabilities, with the exception of future restructurings) of the companies acquired.

The goodwill arising on a business combination is initially recognized at cost, which represents the excess of the acquisition cost over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. After the initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment tests, the goodwill acquired in a business combination is, as of the acquisition date, allocated to each of the Group's Cash Generating Units likely to benefit from the synergies of the business combination.

Impairment tests are performed once there are indices of a loss of value and at least once a year.

When subsidiaries are sold, the difference between the sale price and the net asset sold plus accumulated currency translation adjustments and the net value of the goodwill is recognized in the income statement.

1.5.3 "Negative goodwill"

"Negative goodwill" represents the surplus between the Group's interest in the fair value of the assets, liabilities and contingent liabilities acquired over the acquisition cost, on the acquisition date.

It is booked directly as income/loss during the acquisition period.

1.5.4 Interests in joint ventures

The Group holds equity interests in joint ventures. A joint venture results from a contractual agreement under which two or more parties agree to conduct an economic activity under joint control. An entity under joint control is a joint venture, involving the creation of a separate entity in which each co-entrepreneur holds an equity interest. The Group recognizes its interest in a jointly controlled entity using the proportionate consolidation method. The Group consolidates line by line its share in all assets, liabilities, income and expenses of the jointly controlled entity. The financial statements of the jointly controlled entity are established for the same reference period as those of the parent company, using homogeneous accounting methods. Adjustments are made to harmonize any differences in accounting policies.

When the Group contributes or transfers an asset to a jointly controlled entity, the share of the gain or loss resulting from this transaction is recognized according to the substance of the transaction. When the Group acquires assets of the jointly controlled entity, the Group recognizes its share of the profit realized on the transaction by the jointly controlled entity only on the date on which said assets are sold to an independent third party.

The joint venture is consolidated proportionately until the date on which the Group ceases to have joint control of the entity.

1.5.5 Intangible assets

Intangible assets acquired separately are initially reported at cost. The cost of an intangible asset acquired within a business combination is its fair value on the acquisition date. After the initial accounting, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

The Group assesses whether the useful life of an intangible asset is finite or indefinite.

Intangible assets with a finite useful life are amortized over their economic useful life and are subject to an impairment test when there is an indication that the intangible asset is impaired. The amortization period and method for amortizing an intangible asset with a finite useful life are reviewed at least at the closing of each year. Any change in the expected useful life or the expected rate of consumption of the future economic benefits representing the asset is accounted for by modifying the amortization period or method, as applicable, and such changes are treated as changes in estimates. The amortization expense for intangible assets with a finite useful life is booked on the income statement in the appropriate expense category depending on the function of the intangible asset.

The amortization periods of the main intangible assets are:

- software: 3 years;
- leasehold rights, over the period of the concessions: 38 to 50 years.

1.5.6 Property, plant and equipment

Property, plant and equipment are booked at cost after deducting accumulated depreciation and any accumulated impairment losses.

The residual values, useful lives and depreciation methods are reviewed at each year-end and changed if necessary.

Vessels

A) Gross value

Property, plant and equipment consist primarily of vessels valued on the date they are included in the Group's assets at cost, *i.e.* the cost incurred to commission the asset for the projected use.

The cost of a tangible asset consists of the purchase price paid to a third party (including customs duties and non recoverable taxes, but net of discounts and commercial rebates obtained from the supplier), plus the following acquisition costs:

- directly attributable costs incurred to bring the asset into working order for the planned use;
- installation costs;
- mobilization costs to operating locations;
- sea trial costs;
- legal documentation costs;
- professional fees (architects, engineers);
- commissions;
- costs for interim loans directly intended to finance the acquisition of the asset.

A tangible asset may include several components with separate life cycles or rates of depreciation. In this case, the main elements of the asset are identified and recognized separately using the component-based approach.

At BOURBON, each vessel consists of two components:

- a vessel component;
- an “overhaul” component, representing the cost of an overhaul.

An overhaul consists of maintenance operations performed at regular intervals, based on a long-term plan designed to meet classification requirements, international conventions or regulations.

At the acquisition date, the value of the “vessel” component is the total cost price of the asset minus the “overhaul” component; this component is equal to the cost of the first overhaul of the vessel.

B) Depreciation

Depreciation is calculated on the basis of the gross value of the component less its residual value.

Residual value is the expected selling price (less selling costs) which the Group would obtain today from the sale of this asset at the end of its use by the Group.

The depreciable amount of the “vessel” component is equal to its gross value in the consolidated accounts less its residual value. As the “overhaul” component has a zero residual value, its depreciable amount corresponds only to its gross value in the consolidated accounts.

Each component is then depreciated using the straight-line method over its useful life.

Useful life is defined according to the expected utility of the asset for BOURBON based on the use planned by the Group.

The main useful lives of the “vessel” component used at BOURBON are between 8 and 30 years.

The useful life of the “overhaul” component of a vessel depends on the multi-year maintenance schedule for the vessel.

Moreover, if there are indications of impairment, an impairment test is then performed on the group of assets (Cash Generating Unit) by comparing its net book value with its recoverable value. The recoverable value is generally determined with reference to a market valuation. Such valuations are obtained from independent experts and reviewed by the Group's management. When the recoverable value turns out to be less than the net book value of the asset group, an impairment is recognized.

Other property, plant and equipment (excluding vessels)

Property, plant and equipment, other than the vessels and investment property, are carried at cost as defined by IAS 16 § 16. These assets consist of a single component.

The depreciable amount of other tangible assets is equal to their purchase price, their residual value being zero, with the exception of certain buildings for which there is a residual value.

Other assets are depreciated using the straight-line method over their useful life.

The main useful lives for property, plant and equipment, excluding vessels, are as follows:

- construction and buildings: between 8 and 40 years;
- technical facilities: between 10 and 15 years;
- other property, plant and equipment: between 2 and 10 years.

Investment properties

The investment properties held by the Group are recognized in the consolidated accounts at historical cost and depreciated using the straight-line method over 40 years.

1.5.7 Investments in associates

The Group's equity interests in its associates are recognized using the equity method. An associate company is an entity over which the Group has significant influence. Investments in associates are recognized as assets on the balance sheet for the part of shareholders' equity they represent. The goodwill on an associated company is included in the book value of the equity interest.

1.5.8 Investments and other financial assets

Financial assets included in the scope of application of IAS 39 are classified as "financial assets at fair value through profit or loss", as "loans and receivables", as "held-to-maturity investments", or as "available-for-sale financial assets". When initially recognized, financial assets are measured at fair value, plus transaction costs in the case of investments which are not recognized at fair value through profit or loss. Initially, the Group analyzes the possible existence of embedded derivatives in the contracts. Embedded derivatives are separated from the host contract if the contract is not recognized in its entirety at fair value through the income statement, and if analysis shows that the economic features and the risks of the embedded derivatives are not closely related to those of the host contract.

The Group determines the classification of its financial assets at the time of initial recognition and reviews this classification at each yearly closing when this is authorized and appropriate.

All "normalized" purchases and sales of financial assets are recognized on the transaction date, *i.e.* the date on which the Group agrees to purchase the asset. "Normalized" purchases or sales are purchases or sales of financial assets under a contract, the terms of which require the delivery of the asset within the period generally defined by the regulations or by a convention on the market in question.

Financial assets at fair value through profit or loss

The category of "financial assets at fair value through profit or loss" includes financial assets held for trading purposes and financial assets designated at the initial accounting as financial assets at fair value through profit or loss. Further details are given in note 3.19.

Loans and receivables

Loans and receivables are non-derivative financial assets, with fixed or determinable payments, which are not listed on an active market. After initial recognition, loans and receivables are measured at amortized cost using the effective interest rate method, less, if applicable, an impairment loss. The amortized cost is calculated by taking into account any initial additional cost or discount, and includes commissions which are an integral part of the effective interest rate, as well as transaction costs.

Gains and losses are recognized as income/loss when the loans and receivables are derecognized or depreciated and through the mechanism of amortized cost.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets, with fixed and determinable payments and a fixed maturity, which the Group has the positive intent and the ability to hold to maturity. After initial recognition, held-to-maturity investments are measured at amortized cost.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets classified as available for sale or not classified in any of the following three categories: Financial assets at fair value through profit or loss; Held-to-maturity investments; Loans and receivables.

After initial recognition, available-for-sale financial assets are measured at fair value, and the gains and losses on such assets are booked directly as shareholders' equity in a separate line ("Unrealized net gains") until the investment is derecognized or until the investment is identified as being subject to impairment, in which case the cumulative gain or loss previously booked as shareholders' equity is then included in profit or loss.

Determining the fair value of financial instruments

The fair value of the financial instruments that are actively traded on organized financial markets is determined by reference to the market prices published on the closing date. For investments for which there is no active market, fair value is determined using valuation techniques. Such valuation techniques include: using recent arm's length market transactions between knowledgeable and willing parties, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models. If applicable, fair value is assessed on the basis of the proportion of shareholders' equity held. The assessment may also take into consideration the following parameters, to the extent that they can be reliably measured:

- potential unrealized gains, particularly property gains;
- prospects for profitability.

Impairment of financial assets

On each closing date, the Group assesses whether a financial asset or a group of financial assets is impaired.

Assets carried at amortized costs

If there is objective evidence that an impairment loss on loans and receivables carried at amortized cost has been incurred, the amount of loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the financial asset's original effective interest rate (*i.e.* the effective interest rate computed at initial recognition). The carrying amount of the asset shall be reduced through the use of an allowance account. The amount of loss shall be recognized in profit or loss.

The Group first assesses whether objective evidence of impairment exists on an individual basis for individually significant financial assets, and then, on an individual or collective base, for financial assets which are not individually significant. If it determines that there is no objective evidence of depreciation for a financial asset considered individually, in a significant or non-significant amount, this asset is included in a group of financial assets presenting similar credit risk characteristics, and this group of financial assets is subject to a collective impairment test. Assets subject to an individual impairment test, for which impairment is recognized or continues to be recognized, are not included in a collective impairment test.

If the amount of the impairment decreases during a subsequent year, and if this decrease can be objectively tied to an event that occurred after recognition of the impairment, the impairment previously recognized is reversed. A reversal of impairment is booked as income/loss provided the book value of the asset does not become greater than the amortized cost on the date the impairment is reversed.

For trade receivables, impairment is recognized when there is an objective indication (such as a probability of bankruptcy or significant financial difficulties for the debtor) that the Group will be unable to recover the amounts owed under the contractual terms of the invoice. The book value of the trade receivable is reduced using a valuation allowance account. Impaired outstanding amounts are recognized as a loss when they are deemed unrecoverable.

Available-for-sale financial assets

If an available-for-sale asset is impaired, an amount calculated as the difference between its acquisition cost (net of any repayment of principal and any depreciation) and its current fair value, less any impairment previously booked as income/loss, is transferred from shareholders' equity to income. Impairment on equity instruments may not result in a reversal booked as income. Impairment on debt instruments is reversed as income if the increase in the fair value of the instrument may be objectively related to an event that occurred after recognizing the impairment in the income statement.

1.5.9 Inventories and work in progress

Inventories are measured at the weighted-average cost method for raw materials and at the production cost for work in progress and finished goods.

When the production cost of finished goods is greater than the selling price at the inventory date, impairment is recognized in order to reduce the value of the inventories to their net realizable value.

1.5.10 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and in banks, short-term deposits and marketable securities. Cash and cash equivalents are recorded at fair value.

1.5.11 Non-current assets held for sale and discontinued operations

Non-current assets held for sale

Pursuant to IFRS 5, non-current assets (or disposal groups) and the related liabilities are classified as "held for sale" if their carrying amount will be recovered primarily through a sale transaction rather than continuing use. This classification implies that the assets (or disposal groups) intended for sale are available for immediate sale, in their present condition, and that the sale is highly probable.

The highly probable nature of the sale is assessed according to the following criteria: the executive management is involved in an asset (or group of asset) sale plan, and a program to find a buyer and finalize the plan has been launched. In addition, the assets must be actively marketed for sale at a reasonable price in relation to their fair value. The sale of the assets (or disposal group) is assumed to take place within one year from the date of being classified as assets held for sale.

Non-current assets (or disposal groups) intended to be sold and classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell. They are no longer depreciated as of the date they are classified as assets held for sale.

Discontinued operations

A discontinued operation is an activity or a significant geographic region for the Group which is either being sold or classified as an asset held for sale. The items of the income statement and the cash flow statement for these discontinued operations or operations being sold are presented on specific lines of the financial statements for all periods presented. As a result, certain elements of the income statement and the cash flow statement for the previous year are restated in order to present comparative information for these discontinued operations.

1.5.12 Treasury shares

When the Group purchases its own equity instruments (treasury shares), they are deducted from shareholders' equity. No profit or loss is booked in the income statement at the time of the purchase, sale, issue or cancellation of the Group's equity instruments.

1.5.13 Provisions

Provisions are recognized when the Group has a present obligation resulting from a past event, when it is probable that an outflow of resources embodying economic benefits will be necessary to settle the obligation, and when the amount of the obligation can be reliably estimated.

If the effect of the time value of the money is significant, the provisions are discounted on the basis of a pre-tax rate which reflects the risks specific to the liability, if any. When the provision is discounted, the increase in the provision related to the passage of time is recognized as a finance expense.

Under certain operating leases, major periodic maintenance work of the vessels have to be done by the Group throughout the lease period. In this case, with a current obligation of future outflow of resources which can be reliably determined, the Group has set aside provisions for major maintenance, based on estimates of the future cost of said maintenance.

1.5.14 Employee benefits

Employee benefits include retirement indemnities, seniority awards, incentives and profit-sharing.

Retirement benefit obligations

Group employees receive retirement indemnity in addition to the legal retirement benefits in effect in the countries in which they are employed.

Pursuant to IAS 19 "Employee benefits", retirement benefit obligations are measured using the projected unit credit method. Under this method, the valuation of the commitment takes into consideration the pension rights that the employee will have acquired on the date of his retirement. However, the commitment is allocated proportionately between the employee's seniority on the calculation date, taking into account the ratio between the employee's current seniority and his seniority projected at retirement date.

These calculations include the following assumptions:

- retirement age: legal age prevailing in each country;
- average life expectancy: based on the mortality table applicable to each country;
- discount rate;
- inflation rate;
- turn-over: established for each company, using the average turn-over observed over the last five years;
- assumptions on salary increases;
- calculation of the rights based on collective agreements or specific agreements in force in each entity/country.

In accordance with the option offered by IAS 19, the Group has elected to account for its actuarial differences directly in shareholders' equity.

Incentives

Incentives are based on the Company's performance, measured primarily by the increase in revenues and operating margins.

There are two application methods: the first consists of applying the coefficient of increase for each individual to the salary he received during the last six months, with the bonus paid every six months.

The second method, calculated annually, incorporates a progressive bonus by salary category. The amount of the bonus is, therefore, calculated by applying the corresponding percentage to the annual payroll. One part is then distributed uniformly among the employees and the other one is distributed in proportion to the gross salaries for the reference year.

Where the bonus is deposited to the Company Savings Plan (*Plan d'Epargne Entreprise* – PEE), an employer's contribution of 20% is granted.

Profit sharing

The amounts owed under profit sharing are either paid directly to the employee if he so requests, or locked in for 5 years with a rights custodian (barring early release).

Stock option plans

The cost of equity-settled share-based payment transactions with employees, granted after November 7, 2002, is measured at the fair value of the equity instruments granted at the grant date using the "Black & Scholes" method.

This cost is recognized as personnel expenses as a contra entry to an equivalent increase in shareholders' equity, using the straight-line method over the vesting period. This period ends on the date on which the collaborators obtain an unconditional right to the instruments ("the rights acquisition date").

The cumulative expense recorded for these transactions at the end of each year until the rights acquisition date takes into account the Group's best estimate, on that date, of the number of equity instruments that will be acquired.

When stock subscription options are exercised by their beneficiaries, the shares issued on that occasion will be remitted to them. The exercise price of the shares will be recognized as cash by the counterparty of the shareholders' equity. In the case of stock purchase options, income from the sale at the time the options are exercised will be recognized as shareholders' equity.

Bonus shares

The cost of equity-settled share-based payment transactions with employees, granted after November 7, 2002, is measured at the fair value of the equity instruments granted at the grant date.

This cost is recognized as personnel expenses as a contra entry to an equivalent increase in shareholders' equity, using the straight-line method over the vesting period. This period ends on the date on which the collaborators obtain an unconditional right to the instruments ("the rights acquisition date").

1.5.15 Financial liabilities

Financial liabilities include borrowings and financial debts, trade payables, derivative instruments and other current and non-current liabilities.

All borrowings are initially recorded at fair value less directly chargeable transaction costs.

After initial recognition, interest-bearing loans are measured at amortized cost, using the effective interest rate method.

Profits and losses are recorded on the income statement when the debts are derecognized, and through the amortized cost mechanism.

Derivative instruments are carried at their fair value at the closing date. The accounting methods for derivative instruments are described in note 1.5.19.

1.5.16 Finance leases

Assets held under finance leases are recognized as assets of the Group, *i.e.* when in substance, the contract grants to the Group most of the risks and benefits related to the asset. These assets are measured at the fair value or, if lower, at the present value of the minimum lease payments. The asset is depreciated using the Group's depreciation methods as defined in note 1.5.6.

1.5.17 Revenues

Revenue is recognized when it is probable that the future economic benefits will flow to the Group and when the amount of revenue can be measured reliably. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, other taxes on sales and customs duties.

Income from ordinary activities includes, in particular, chartering revenues and related services as well as assistance services.

1.5.18 Current income tax and deferred tax

The income tax expense for the year includes:

- the current income tax expense less tax credits and tax losses actually used;
- deferred tax, booked in the consolidated financial statements based on the tax situation of each company.

Deferred taxes result from:

  - temporary differences between taxable profit and accounting profit,
  - consolidation restatements and eliminations,
  - and tax deficits that can be carried forward, which are likely to be recovered in the future.

These taxes are calculated and adjusted using the balance sheet liability method in its broadest sense. Deferred tax assets and liabilities are not discounted.

Deferred tax and current income tax relating to items booked directly as shareholders' equity are recognized as shareholders' equity and not in the income statement.

1.5.19 Derivative instruments and hedge accounting

The Group uses derivative instruments such as forward exchange contracts, interest rate swaps, cross currency swaps and exchange options to manage its exposure to movements in interest rates and foreign exchange rates. These derivative instruments are initially recognized at fair value on the date on which the contracts take effect and are subsequently measured at fair value. Derivative instruments are booked as assets when the fair value is positive and as liabilities when the fair value is negative.

All gains and losses from changes in the fair value of the derivative instruments which are not classified as hedging instruments are recognized directly in the income statement for the year.

The fair value of buying forward exchange contracts is calculated by reference to the current forward exchange rates for contracts with similar maturities. The fair value of interest rate swaps is generally determined using rate curves based on the market interest rates observed on the closing date.

For the purposes of hedge accounting, hedges are classified as:

- fair value hedges when they hedge the exposure to changes in the fair value of a recognized asset or liability, or a firm commitment (except for the exchange risk);
- cash flow hedges when they hedge the exposure to variability in cash flows that is attributable either to a specific risk associated with a recognized asset or liability, or to a highly probable forecasted transaction or to the exchange risk on a firm commitment;
- hedges of a net investment in a foreign operation.

The hedge on the foreign currency risk of a firm commitment is recognized as a cash flow hedge.

At inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wants to apply the hedge accounting and the objective desired for risk management hedge strategy. The documentation includes the identification of the hedging instrument, the item or transaction hedged, the nature of the risk being hedged and how the Group will assess the effectiveness of the hedging instrument in offsetting the exposure to the changes in fair value of the item hedged or cash flows attributable to the hedged risk. The Group expects that the hedge will be highly effective in offsetting changes in fair value or in cash flows. The hedge is assessed on an ongoing basis in order to demonstrate that it has actually been highly effective during all the years covered by the financial statements for which it has been designated.

The hedging instruments that meet the strict criteria for hedge accounting are recognized as follows:

Fair value hedges

Fair value hedges are hedges on the Group's exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment, or an identified portion of such financial assets or liabilities, which is attributable to a specific risk and which can affect the result for fair value hedges. The gain or loss on the hedged item attributable to the hedged risk adjusts the carrying amount of the item hedged, the hedging instrument is remeasured at fair value, and the resulting gains and losses are recognized for the two items on the income statement.

When an unrecognized firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is accounted for as an asset or a liability, and the corresponding profit or loss is recognized on the income statement. The changes in the fair value of the hedging instrument are also accounted for as income/loss. The Group ceases to use hedge accounting if the hedge instrument reaches maturity or is sold, terminated or exercised, if the hedge no longer meets the criteria for hedge accounting, or when the Group cancels the designation.

Cash flow hedge

A cash flow hedge is a hedge on the exposure to changes in cash flow attributable to a specific risk associated with a recognized asset or liability or with a highly probably planned transaction, which can affect the results. The profit or loss corresponding to the effective part of the hedging instrument is recognized directly as shareholders' equity whereas the ineffective part is recognized as income/loss.

The amounts recognized directly in shareholders' equity shall be recognized in profit or loss in the same period or periods during which the hedged item affects profit or loss (for example, for assets that are hedged, at the rate of the amortization made).

If the hedging instrument reaching maturity is sold, terminated or exercised without being replaced or renewed, or if its designation as a hedging instrument is revoked, the amounts previously recognized as shareholders' equity are maintained as such until the execution of the planned transaction. If the transaction is no longer planned, this amount is recognized as income/loss.

1.6 TRANSLATION OF THE FINANCIAL STATEMENTS OF THE FOREIGN SUBSIDIARIES

The exchange rates used are as follows:

Currencies		Average rate for 2013	Closing rate as at 12/31/13	Closing rate as at 12/31/12
AUD	Australian Dollar	1.3777	1.5423	1.2712
BRL	Brazilian Real	2.8687	3.2576	2.7036
CHF	Swiss Franc	1.2311	1.2276	1.2072
CNY	Yuan	8.1646	8.3491	8.2207
INR	Indian Rupee	77.9300	85.3660	72.5600
MXP	Mexican Peso	16.9641	18.0731	17.1845
NGN	Nigerian Naira	213.5488	224.0310	206.9940
NOK	Norwegian Kroner	7.8067	8.3630	7.3483
QAR	Qatari Riyal	4.8490	5.0168	4.8133
RON	New Romanian Leu	4.4486	4.4710	4.3460
RUB	Ruble	42.3370	45.3246	40.3295
SGD	Singapore Dollar	1.6619	1.7414	1.6111
TRY	Turkish Lira	2.5335	2.9605	2.3551
UAH	Ukrainian Hryvnia	10.9611	11.5541	10.6405
USD	American Dollar	1.3281	1.3791	1.3194
VND	Vietnamese Dong	28,085.0500	29,340.1000	27,526.5000

2/ Significant information for the year ended December 31, 2013

2.1 SIGNIFICANT EVENTS OVER THE PERIOD

As announced from March 6, 2013, BOURBON is currently rolling out its transformation plan for future growth, “Transforming for beyond”.

The first operation of the financial component of the “Transforming for beyond” plan was the announcement of a sale protocol (Term Sheet) with ICBC Financial Leasing (China) on April 9, 2013 for the sale and bareboat chartering (operating lease as outlined in IAS 17) of up to 51 vessels, of which 24 in operation and 27 under construction to be delivered by June 2014, for a maximum total of US$1.5 billion.

The main features of this operation are as follows:

- the sale of vessels at market price with a vendor loan of a maximum of US$116 million, to be implemented after the last vessel has been sold;
- “bareboat vessel lease at a fixed rate over 10 years of 10.66% of the sale price;
- right of first refusal in the event of ICBC Financial Leasing selling vessels during lease period.

As the sale process was begun from the first half of 2013, the vessels to be sold were recorded, in the half-year condensed consolidated financial statements at June 30, 2013, in accordance with IFRS 5 under “Non-current assets held for sale” for their net book value. This amount included the net book value of the 24 operating vessels at April 9, 2013, in accordance with IFRS 5, as well as the value of the vessels under construction on the closing date. As it is a single transaction, the vessels were considered as a group of assets held for sale.

Over the second half of 2013, 21 vessels were sold for US$522 million. The transfer of the up to 30 remaining vessels is expected to take place in the first half of 2014.

Also, at the end of November 2013, BOURBON signed an agreement with Standard Chartered Bank (“SCB”) for the sale and bareboat charter (operating leases according to IAS 17) of six recently built vessels, for a total of around US$150 million. Ownership of 3 vessels had already been transferred at the end of 2013, for an amount of almost US$65 million. The terms of the agreement stipulate bareboat chartering at an annual fixed rate of 10.20% of the sale price over a 10 year period. The three remaining vessels will be delivered to SCB in the second half of 2014. In accordance with IFRS 5 “Non-current assets held for sale”, they were recorded at their closing-date book value.

At the same time as the sales of vessels as part of the “Transforming for beyond” action plan, BOURBON sold older vessels in 2013 for a total of US$183 million; two of the vessels were sold with a bareboat chartering contract (operating lease pursuant to IAS 17) for US$130 million. The Group will continue to operate these two vessels for a minimum of 2 years and a maximum of 5 years, via an annual bareboat lease of 13% of the sale price.

Some of these disposals came with vendor loans. In accordance with IAS 18 “Revenue”, the sale price of these vessels was recorded at fair value, *i.e.* the fair value of the consideration received and of the consideration to be received. This vendor loans was recorded under financial assets (see note 3.19).

All of these bareboat leases were analyzed by the Group under IAS 17. Considering the whole of these arrangements and the Group’s analysis as regards the criteria set by IAS 17.10, IAS 17.11 and IAS 17.12, these contracts do not transfer substantially all the risks and rewards incidental to the ownership of the vessels to the lessee (BOURBON) almost all of the risks and benefits inherent to ownership of the vessels. They were therefore recorded as operating leases pursuant to IAS 17.

The impact of the disposals of vessels during 2013 was as follows:

(in € million)	Disposals of assets/Group assets held for sale
Sale price net of any selling expenses	580.3
Net book value of the assets / group of assets held for sale	(439.9)
CAPITAL GAINS ON DISPOSALS OF ASSETS / GROUPS OF ASSETS HELD FOR SALE	**140.3**

It should be noted that the total capital gains at December 31, 2013 were €138.5 million, including, in addition to the disposals outlined above, the impacts of certain vessels being scrapped and the impact of the cancellation of orders with the shipyards.

At December 31, 2013, the assets and groups of assets held for sale were presented in the consolidated balance sheet under "Non-current assets held for sale" at the net book value at year-end *i.e.*:

(in € million)	Non-current assets held for sale
ICBC Financial Leasing protocol of sale: maximum of 30 vessels remaining & Standard Chartered Bank ("SCB"): three vessels under construction	498.5
NON-CURRENT ASSETS HELD FOR SALE	**498.5**

2.2 CHANGES IN THE SCOPE OF CONSOLIDATION

2.2.1 Newly consolidated companies

There were eight newly consolidated companies during 2013, all fully consolidated, one of which is located in Latin America. The impact of this newly consolidated company is outlined below:

(in € million)	
Acquisition price of the shares	0.2
Costs linked to the acquisition of the shares	-
Acquisition cost of the shares	**0.2**
Target net equity	***(0.8)***
Fair value adjustment	1.0
o/w:	
- *on property, plant and equipment and intangible assets*	1.0
- *related deferred tax*	-
Restated net position	0.2
Restated portion acquired	0.2
Residual goodwill	-

The list of the consolidated companies is provided in note 5.7.

2.2.2 Deconsolidated companies

During 2013, the Group sold its shares in BOURBON Ben Luc. The impact on the consolidated financial statements was as follows:

(in € millions)	
Sale price net of any sale costs	7.8
Net book value sold	(4.0)
CAPITAL GAIN FROM SALE	**3.9**

2.2.3 Purchases of non-controlling interests

BOURBON purchased some non-controlling interests during 2013. Pursuant to revised IFRS 3 and amended IAS 27, the effect of purchasing non-controlling interests was recognized under consolidated reserves, as these purchases have no effect on the control exerted by BOURBON over those companies, and hence they did not entail any changes in the way those companies are consolidated.

The impact on total shareholders' equity, Group share, as at December 31, 2013, was €(1.4) million and is detailed below:

(in € million)	
Acquisition price of the shares	9.0
Restated portion acquired	7.6
Impact on total shareholders' equity, Group share	(1.4)

2.2.4 Other changes in the scope of consolidation

Following the renegotiation of partnership agreements, the level of control exerted by BOURBON over some companies changed from joint control to sole control. Therefore, these companies, which had been previously consolidated by proportional integration, are fully consolidated as of January 1, 2013. The impact of this change in the scope of consolidation is not significant for the Group. Therefore, and in accordance with regulations, no pro-forma was done over the current period.

For information, the table below shows the main restated financial indicators:

(in € millions)	12/31/2013	12/31/2012 restated*
Non-current assets	2,659.5	3,514.2
Current assets	1,276.9	693.2
Non-current assets held for sale	498.5	-
TOTAL ASSETS	**4,434.8**	**4,207.4**
Total shareholders' equity, Group share	1,398.4	1,349.5
Non-controlling interests	86.4	96.5
Total shareholders' equity	**1,484.8**	**1,446.0**
Non-current liabilities	1,475.7	1,939.0
Current liabilities	1,474.3	822.4
Liabilities directly associated with non-current assets classified as held for sale	-	-
Total liabilities	**2,950.0**	**2,761.4**
TOTAL LIABILITIES	**4,434.8**	**4,207.4**

* *Comparative data restated with application of the change in consolidation method during 2012.*

(in € millions)	12/31/2013	12/31/2012 restated*
Revenue	1,311.9	1,226.6
Direct costs	(719.7)	(697.5)
General and administrative costs	(141.9)	(122.5)
EBITDAR excl. capital gains	**450.3**	**406.7**
Cost of bareboat leases	(13.1)	(0.6)
EBITDA excl. capital gains	**437.2**	**406.1**
Capital gains	138.5	22.5
EBITDA	**575.7**	**428.5**
Increases and reversals of amortization, depreciation and provisions	(273.1)	(250.2)
Operating income (EBIT)	**302.6**	**178.4**
Capital gains on equity interests sold	3.9	-
Operating income after capital gains on equity interests sold	**306.5**	**178.4**
Net financial income/(loss)	(135.6)	(85.8)
Income tax	(27.5)	(28.4)
Share in income/loss of associates	0.0	0.0
Net income from discontinued operations	-	0.8
NET INCOME	**143.4**	**65.0**
Net income, Group share	115.0	40.6
Non-controlling interests	28.4	24.4

* *Comparative data restated with application of the change in consolidation method during 2012.*

2.3 INTERESTS IN JOINT VENTURES

2.3.1 Information on proportionately consolidated companies

The list of the proportionately consolidated entities is provided in note 5.7.2.

The overall amounts (100%) of the main aggregates for these companies are presented in the table below:

(in € million)	12/31/2013	12/31/2012
Non-current assets	102.4	221.0
Current assets	63.9	113.7
TOTAL	**166.3**	**334.7**
Shareholders' Equity	11.1	45.9
Non-current liabilities	96.8	215.5
Current liabilities	58.4	73.3
TOTAL	**166.3**	**334.7**
Revenue	106.8	154.9
Net income	17.6	42.4

The changes in these aggregates between 2012 and 2013 are mainly due to a change in the consolidation method following the change in the level of control exerted by BOURBON over some companies (see note 2).

3/ Notes to the consolidated financial statements

3.1 GOODWILL

At December 31, 2013, the net balance of goodwill totaled €33.5 million, broken down as follows:

(in € million)	Gross	Impairment	Net
12/31/2011	**34.0**	**-**	**34.0**
Acquisitions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes	(0.5)	-	(0.5)
12/31/2012	**33.5**	**-**	**33.5**
Acquisitions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes	-	-	-
12/31/2013	**33.5**	**-**	**33.5**

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At December 31, 2013, the allocation of goodwill was as follows:

(in € million)	
Marine Services – DEEP	8.2
Marine Services – SHALLOW	6.1
Marine Services – CREW	-
Subsea Services	19.2
Other	-
TOTAL	**33.5**

The accounting method is detailed in note 1.5.2. At December 31, 2013, impairment tests have been done and did not show any impairment requiring a depreciation of goodwill.

3.2 INTANGIBLE ASSETS

Intangible assets can be analyzed as follows:

(in € millions)	Gross	Amortization and impairment	Net
12/31/2011	**20.3**	**(10.5)**	**9.8**
Acquisitions	3.1	(2.4)	0.6
Disposals	(0.2)	0.1	(0.0)
Change in consolidation scope	(0.0)	0.0	-
Currency translation adjustment	(0.0)	(0.0)	(0.1)
Reclassification and other changes	(0.2)	-	(0.2)
IFRS 5 reclassification*	-	-	-
12/31/2012	**23.0**	**(12.8)**	**10.1**
Acquisitions	3.8	(2.8)	1.1
Disposals	(0.0)	0.0	(0.0)
Change in consolidation scope	(0.4)	0.1	(0.3)
Currency translation adjustment	(0.3)	0.1	(0.2)
Reclassification and other changes	(0.5)	0.0	(0.5)
IFRS 5 reclassification *	-	-	-
12/31/2013	**25.6**	**(15.3)**	**10.3**

* *Reclassification of discontinued operations/operations held for sale.*

The change in the gross value of the intangible assets is as follows:

(in € millions)	R&D costs	Concessions and patents	Business goodwill	Other intangible assets	Intangible assets in progress	Advances and installments	Total
12/31/2011	**0.1**	**9.2**	**-**	**7.9**	**1.1**	**2.0**	**20.3**
Acquisitions	-	0.5	-	0.1	0.3	2.1	3.1
Disposals	-	(0.2)	-	-	-	-	(0.2)
Change in consolidation scope	-	-	-	(0.0)	-	-	(0.0)
Currency translation adjustment	-	-	-	(0.0)	0.0	-	(0.0)
Reclassification and other changes	0.0	4.6	-	(0.0)	(1.2)	(3.6)	(0.2)
IFRS 5 reclassification*	-	-	-	-	-	-	-
12/31/2012	**0.1**	**14.2**	**-**	**7.9**	**0.2**	**0.6**	**23.0**
Acquisitions	-	0.4	-	0.5	0.4	2.6	3.8
Disposals	-	(0.0)	-	(0.0)	-	(0.0)	(0.0)
Change in consolidation scope	-	-	-	(0.4)	-	-	(0.4)
Currency translation adjustment	-	(0.0)	-	(0.3)	-	(0.0)	(0.3)
Reclassification and other changes	-	2.0	-	(0.3)	(0.5)	(1.7)	(0.5)
IFRS 5 reclassification*	-	-	-	-	-	-	-
12/31/2013	**0.1**	**16.6**	**-**	**7.4**	**0.1**	**1.5**	**25.6**

* *Reclassification of discontinued operations/operations held for sale.*

Amortization and impairments of intangible assets break down as follows:

(in € millions)	R&D costs	Concessions and patents	Business goodwill	Other intangible assets	Intangible assets in progress	Advances and installments	Total
12/31/2011	**(0.1)**	**(7.1)**	**-**	**(3.4)**	**-**	**-**	**(10.5)**
Acquisitions	(0.0)	(2.1)	-	(0.3)	-	-	(2.4)
Disposals	-	0.1	-	-	-	-	0.1
Change in consolidation scope	-	-	-	0.0	-	-	0.0
Currency translation adjustment	-	(0.0)	-	(0.0)	-	-	(0.0)
Reclassification and other changes	-	(0.0)	-	0.0	-	-	-
IFRS 5 reclassification*	-	-	-	-	-	-	-
12/31/2012	**(0.1)**	**(9.1)**	**-**	**(3.6)**	**-**	**-**	**(12.8)**
Acquisitions	-	(2.5)	-	(0.3)	-	-	(2.8)
Disposals	-	0.0	-	0.0	-	-	0.0
Change in consolidation scope	-	-	-	0.1	-	-	0.1
Currency translation adjustment	-	0.0	-	0.1	-	-	0.1
Reclassification and other changes	-	0.0	-	-	-	-	0.0
IFRS 5 reclassification*	-	-	-	-	-	-	-
12/31/2013	**(0.1)**	**(11.6)**	**-**	**(3.7)**	**-**	**-**	**(15.3)**

* *Reclassification of discontinued operations/operations held for sale.*

3.3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment was worth €2,538.0 million at December 31, 2013, and broke down as follows:

(in € millions)	Gross	Depreciation, amortization and provisions	Net
12/31/2011	**4,075.1**	**(831.0)**	**3,244.1**
Acquisitions	348.6	(237.2)	111.4
Disposals	(126.6)	85.0	(41.7)
Impairment	-	-	-
Change in consolidation scope	-	(0.0)	(0.0)
Currency translation adjustment	17.2	(4.4)	12.9
Reclassification and other changes	0.1	(0.2)	(0.1)
IFRS 5 reclassification*	-	-	-
12/31/2012	**4,314.4**	**(987.8)**	**3,326.6**
Acquisitions	421.0	(243.9)	177.1
Disposals	(633.2)	180.3	(452.9)
Impairment	-	-	-
Change in consolidation scope	101.1	(24.1)	77.0
Currency translation adjustment	(134.4)	43.3	(91.1)
Reclassification and other changes	(0.4)	0.1	(0.3)
IFRS 5 reclassification*	(499.5)	1.0	(498.5)
12/31/2013	**3,569.1**	**(1,031.2)**	**2,538.0**

* *Reclassification of discontinued operations/operations held for sale.*

Over fiscal year 2013, interim borrowing costs capitalized in the cost of the vessels amounted to €8.8 million.

Details of gross property, plant and equipment:

(in € millions)	Land	Buildings	Investment properties	Technical facilities	Vessels and overhauls	Other property, plant and equipment	Property, plant and equipment in progress	Total
12/31/2011	**1.5**	**29.1**	**0.7**	**13.6**	**3,302.9**	**16.2**	**711.1**	**4,075.1**
Acquisitions	0.1	0.8	-	1.8	92.9	1.9	251.2	348.6
Disposals	-	(0.1)	-	(0.0)	(125.9)	(0.7)	-	(126.6)
Change in consolidation scope	-	-	-	-	-	-	-	-
Currency translation adjustment	(0.0)	(0.3)	-	0.0	11.6	0.1	5.8	17.2
Reclassification and other changes	-	(2.0)	-	1.4	313.3	0.2	(312.8)	0.1
IFRS 5 reclassification*	-	-	-	-	-	-	-	-
12/31/2012	**1.5**	**27.5**	**0.7**	**16.8**	**3,594.8**	**17.8**	**655.3**	**4,314.4**
Acquisitions	-	3.0	-	0.9	81.8	1.3	333.9	421.0
Disposals	-	(0.0)	-	(0.2)	(620.1)	(0.1)	(12.7)	(633.2)
Change in consolidation scope	-	(4.7)	-	1.0	104.8	0.1	(0.0)	101.1
Currency translation adjustment	(0.0)	(0.9)	-	(0.3)	(126.2)	(0.7)	(6.2)	(134.4)
Reclassification and other changes	-	0.5	-	(3.1)	501.8	(0.1)	(499.5)	(0.4)
IFRS 5 reclassification*	-	-	-	-	(234.8)	-	(264.7)	(499.5)
12/31/2013	**1.5**	**25.3**	**0.7**	**15.2**	**3,302.0**	**18.3**	**206.1**	**3,569.1**

* *Reclassification of discontinued operations/operations held for sale.*

Details of depreciation and impairment on property and equipment:

(in € millions)	Land	Buildings	Investment properties	Technical facilities	Vessels and overhauls	Other property, plant and equipment	Property, plant and equipment in progress	Total
12/31/2011	**-**	**(5.7)**	**-**	**(5.6)**	**(810.0)**	**(9.7)**	**0.0**	**(831.0)**
Acquisitions	-	(1.5)	-	(1.6)	(231.0)	(3.1)	-	(237.2)
Disposals	-	0.1	-	-	84.3	0.6	-	85.0
Impairment	-	-	-	-	-	-	-	-
Change in consolidation scope	-	-	-	-	-	(0.0)	-	(0.0)
Currency translation adjustment	-	0.1	-	(0.0)	(4.4)	0.0	-	(4.4)
Reclassification and other changes	-	-	-	(0.3)	(0.1)	0.2	-	(0.2)
IFRS 5 reclassification*	-	-	-	-	-	-	-	-
12/31/2012	**-**	**(7.0)**	**-**	**(7.6)**	**(961.1)**	**(12.0)**	**0.0**	**(987.8)**
Acquisitions	-	(1.9)	-	(1.5)	(237.9)	(2.6)	-	(243.9)
Disposals	-	0.0	-	0.2	180.0	0.1	-	180.3
Impairment	-	-	-	-	-	-	-	-
Change in consolidation scope	-	2.0	-	(0.5)	(25.6)	(0.1)	-	(24.1)
Currency translation adjustment	-	0.3	-	0.2	42.4	0.5	-	43.3
Reclassification and other changes	-	(0.0)	-	1.8	(1.8)	0.1	-	0.1
IFRS 5 reclassification*	-	-	-	-	1.0	-	-	1.0
12/31/2013	**-**	**(6.6)**	**-**	**(7.4)**	**(1,003.1)**	**(14.0)**	**0.0**	**(1,031.2)**

* *Reclassification of discontinued operations/operations held for sale.*

The disposals during 2013 have been done in the frame of the Group's active fleet management program (see note 2).

Property, plant and equipment presented above include assets held under finance leases which break down as follows:

Details of the gross property, plant and equipment held under finance leases:

(in € millions)	Land	Buildings	Technical facilities	Vessels and overhauls	Other property, plant and equipment	Total
12/31/2011	**-**	**-**	**-**	**143.5**	**-**	**143.5**
Acquisitions	-	-	-	5.7	-	5.7
Disposals	-	-	-	(3.3)	-	(3.3)
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	(113.0)	-	(113.0)
12/31/2012	**-**	**-**	**-**	**32.9**	**-**	**32.9**
Acquisitions	-	-	-	3.2	-	3.2
Disposals	-	-	-	(1.6)	-	(1.6)
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	39.3	-	39.3
12/31/2013	**-**	**-**	**-**	**73.8**	**-**	**73.8**

The change during 2013 is due to leasebacks during the year.

Financial liabilities related to fixed assets under finance lease arrangements correspond to the discounted value of the minimum payments for the lease. The amounts of the financial liabilities as well as their due dates are presented in note 3.14.

Details of depreciation and provisions on property, plant and equipment under finance leases:

(in € millions)	Land	Buildings	Technical facilities	Vessels and overhauls	Other property, plant and equipment	Total
12/31/2011	**-**	**-**	**-**	**(37.4)**	**-**	**(37.4)**
Acquisitions	-	-	-	(7.7)	-	(7.7)
Disposals	-	-	-	3.3	-	3.3
Impairment	-	-	-	-	-	-
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	34.3	-	34.3
12/31/2012	**-**	**-**	**-**	**(7.4)**	**-**	**(7.4)**
Acquisitions	-	-	-	(3.8)	-	(3.8)
Disposals	-	-	-	1.6	-	1.6
Impairment	-	-	-	-	-	-
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	(0.5)	-	(0.5)
12/31/2013	**-**	**-**	**-**	**(10.1)**	**-**	**(10.1)**

3.4 INVESTMENTS IN ASSOCIATES

At December 31, 2013, investments in associates totaled €0.1 million, stable compared to December 31, 2012.

The main financial items of the companies consolidated by the equity method are presented below (calculated data indicated at 100%):

(in € million)	12/31/2013	12/31/2012
Non-current assets	0.0	0.0
Current assets	0.2	0.3
Total assets	**0.3**	**0.3**
Non-current liabilities	0.1	0.2
Current liabilities	0.1	0.1
Total liabilities	**0.3**	**0.3**
Revenue	0.3	0.3
Net income	0.1	0.1

3.5 NON-CURRENT FINANCIAL ASSETS

The non-current portion of the financial assets is detailed below:

(in € millions)	12/31/2013	12/31/2012
Available-for-sale assets	0.1	0.1
Receivables from non-consolidated companies	-	-
Loans and securities	44.3	21.0
Financial assets at fair value	0.1	0.1
Other non-current financial assets	6.7	9.6
Derivative financial instruments	0.6	-
TOTAL	**51.7**	**30.8**

The following tables show the change in the gross values and impairment on the available-for-sale assets, loans and guarantees as well as the financial assets at fair value.

- Change in gross values:

(in € millions)	Available-for-sale assets	Other receivables from non-consolidated companies	Loans and securities	Financial assets at fair value	Total
12/31/2011	**0.3**	**-**	**9.4**	**0.1**	**9.8**
Acquisitions	-	-	16.3	-	16.3
Disposals	(0.0)	-	(4.5)	-	(4.5)
Change in consolidation scope	-	-	-	-	-
Currency translation adjustment	-	-	(0.0)	-	(0.0)
Reclassification and other changes	-	-	(0.2)	-	(0.2)
12/31/2012	**0.3**	**-**	**21.0**	**0.1**	**21.4**
Acquisitions	-	-	29.9	-	29.9
Disposals	(0.1)	-	(4.5)	-	(4.6)
Change in consolidation scope	-	-	-	-	-
Currency translation adjustment	-	-	(1.6)	-	(1.6)
Reclassification and other changes	-	-	(0.6)	-	(0.6)
12/31/2013	**0.2**	**-**	**44.3**	**0.1**	**44.6**

- Changes in impairments:

(in € millions)	Available-for-sale assets	Other receivables from non-consolidated companies	Loans and securities	Financial assets at fair value	Total
12/31/2011	**(0.3)**	**-**	**(0.0)**	**-**	**(0.3)**
Acquisitions	-	-	-	-	-
Disposals	0.1	-	-	-	0.1
Change in consolidation scope	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-
Reclassification and other changes	-	-	-	-	-
12/31/2012	**(0.2)**	**-**	**(0.0)**	**-**	**(0.2)**
Acquisitions	-	-	-	-	-
Disposals	-	-	-	-	-
Change in consolidation scope	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-
Reclassification and other changes	-	-	-	-	-
12/31/2013	**(0.2)**	**-**	**(0.0)**	**-**	**(0.2)**

Derivative instruments are outlined in note 3.19.

3.6 INVENTORIES AND WORK IN PROGRESS

With a net value of €44.6 million at December 31, 2013 and €44.3 million at December 31, 2012, inventories and work in progress break down as follows:

- Gross values:

(in € million)	12/31/2013	12/31/2012
Gross		
Raw materials and supplies	43.7	44.0
Work in progress	1.4	0.1
Finished and intermediate products	0.1	0.1
Merchandise	-	-
TOTAL	**45.1**	**44.3**

- Impairment:

(in € million)	12/31/2013	12/31/2012
Impairment		
Raw materials and supplies	(0.5)	-
Work in progress	-	-
Finished and intermediate products	-	-
Merchandise	-	-
TOTAL	**(0.5)**	**-**

3.7 TRADE AND OTHER RECEIVABLES, CURRENT FINANCIAL ASSETS AND OTHER CURRENT ASSETS

Receivables with maturity of under one year are classified as current assets.

The current portion of the financial assets is detailed below:

	12/31/2013			12/31/2012		
(in € millions)	Gross	Impairment	Net	Gross	Impairment	Net
Trade and other receivables	422.1	(11.7)	410.3	391.1	(6.2)	384.9
Current financial assets	3.9	-	3.9	20.4	-	20.4
Other current assets	38.6	-	38.6	31.6	-	31.6
TOTAL	**464.6**	**(11.7)**	**452.8**	**443.1**	**(6.2)**	**436.9**

Current financial assets and the other current assets break down as follows:

(in € millions)	12/31/2013	12/31/2012
Loans and securities	2.6	1.5
Accrued interest on loans and receivables	0.3	-
Financial assets at fair value through profit and loss	-	-
Derivative financial instruments	1.0	18.9
TOTAL CURRENT FINANCIAL ASSETS	**3.9**	**20.4**
Income tax	16.8	1.6
Prepaid expenses	21.8	30.0
TOTAL OTHER CURRENT ASSETS	**38.6**	**31.6**

Derivative instruments are presented in note 3.19.

3.8 CASH AND CASH EQUIVALENTS

Cash and cash equivalents break down as follows:

(in € million)	12/31/2013	12/31/2012
Marketable securities	0.0	0.0
Other investments	-	-
Accrued interest	0.2	0.1
Cash and cash equivalents	779.3	195.1
TOTAL	**779.4**	**195.2**

3.9 SHAREHOLDERS' EQUITY

Share capital

At December 31, 2013, the share capital stood at €47,360,582 and was made up of 74,559,688 fully paid-up shares with a par value of €0.64.

3.10 STOCK OPTION PLANS

BOURBON issued ten stock option plans, five of which were in force as at December 31, 2013, representing at that date 5,607,925 stock options. The valuation and accounting methods for these stock option plans are shown in detail in note 1.5.14, and their main characteristics are shown in the table below:

	December 2008	September 2009	December 2011	November 2012	December 2013
Date of authorization by the Combined General Meeting	May 30, 2008	May 30, 2008	June 1, 2011	June 1, 2011	June, 1 2011
Date of Board authorization	December 8, 2008	August 24, 2009	December 5, 2011	November 30, 2012	December 2, 2013
Number of stock options authorized	47,384	2,339,535	2,789,050	29,700	1,037,000
Total number of allotted stock options adjusted as at 12/31/2013	27,419	1,964,556	2,549,250	29,700	1,037,000
Number of beneficiaries	50	895	1,153	2	68
Start date	December 2012	September 2013	December 2015	November 2016	December 2017
Expiration date	December 2014	September 2015	December 2017	November 2018	December 2019
Subscription price in euros adjusted as at 12/31/2013	€15.78	€26.12	€18.18	€19.82	€19.68
Subscription price in euros (before adjustment)	€21.00	€31.60	€20.00	€21.80	€19.68
Price per share:					
Price per share on the grant date (before adjustment)	€18.60	€31.62	€22.74	€21.72	€19.11
Fair value of options:					
Fair value of the options with no original market condition (before adjustment)	€7.58	€7.46	€5.72	€4.96	€3.09
Fair value of the options with original market condition (before adjustment)	n/a	n/a	n/a	n/a	€2.67
Risk-free interest rate	3.69%	3.57%	3.19%	2.05%	0.82%
Dividend yield	1.5%	2.2%	3.1%	3.4%	4.1%
Volatility	61.80%	30.00%	41.30%	36.10%	31.57%
Contractual acquisition period	Four years	Four years	Four years	Four years	Four years

N.B.: The only grounds for early exercise is the death of the collaborator.

The expense recognized during the fiscal year for the stock option plans was -€5.0 million (-€6.1 million in 2012).

3.11 BONUS SHARE ALLOCATION

The Combined General Meeting of June 1, 2011 authorized the Board of Directors, in its eighteenth extraordinary resolution, in accordance with and under the conditions stipulated in Articles L. 225-197-1 to L. 225-197-5 of the French Commercial Code, to allocate, in one or several stages, to salaried Company collaborators or certain categories among them, and/or to the directors referred to in Article L. 225–197–1 II of the French Commercial Code, and to salaried personnel and directors of the companies or economic interest groupings linked to the Company under the conditions outlined in Article L. 225-197-2 of the French Commercial Code, free Company shares, existing or new.

Pursuant to this authorization, at its meeting held on December 2, 2013, the Board of Directors of BOURBON decided to grant bonus shares, contingent upon performance criteria, to certain categories of collaborator representing 2,103 beneficiaries.

The main features and assumptions used were as follows:

	December 2013
Date of authorization by the Combined General Meeting	June 1, 2011
Date of Board authorization	December 2, 2013
Total number of allotted bonus shares adjusted as at 12/31/2013	767,400
Number of beneficiaries	2,103
Price per share:	
Price per share on the grant date (before adjustment)	€19.11
Fair value:	
Original fair value (before adjustment)	€17.53/€16.08*
Dividend yield	4.1%
Contractual acquisition period	two years/four years*

N.B.: The only grounds for early exercise are the death or disability (subject to certain conditions).

* *Of collaborator beneficiaries resident in France / foreign beneficiaries.*

The expense recognized during the fiscal year for the stock option plans was -€0.3 million.

3.12 TREASURY SHARES

The treasury shares held by the Group on the closing date were deducted from consolidated shareholders' equity. The cumulative impact at the end of 2013 was -€78.1 million. The number of BOURBON treasury shares at December 31, 2013 was 2,965,102. The cumulative effect at the close of fiscal year 2012 was -€78.5 million, as the number of treasury shares held by BOURBON was then 2,713,839.

3.13 EMPLOYEE BENEFIT OBLIGATIONS AND OTHER PROVISIONS

Provisions can be analyzed as follows*:

(in € millions)	Employee benefit obligations	Business risks	Tax audits	Other tax risks	Other provisions for risks and contingencies	Provisions for major maintenance	Total
12/31/2011	**8.9**	**5.5**	**1.5**	**5.9**	**11.1**	**-**	**32.9**
Provisions for the year	1.4	2.9	3.2	0.8	3.0	0.2	11.5
Used during the year	(0.5)	(1.4)	(0.5)	-	(4.2)	-	(6.6)
Unused amount reversed	(0.1)	(0.9)	-	(0.8)	(3.5)	-	(5.3)
Change in consolidation scope	-	-	-	-	-	-	-
Currency translation adjustment	0.0	(0.3)	-	(0.5)	(0.3)	-	(1.1)
Reclassification and other changes	1.8	0.0	-	0.1	-	-	1.9
12/31/2012	**11.5**	**5.8**	**4.2**	**5.6**	**6.0**	**0.2**	**33.3**
Provisions for the year	1.7	2.4	4.5	7.1	3.3	8.0	27.1
Used during the year	(0.8)	(1.0)	-	(0.4)	(1.0)	(0.2)	(3.3)
Unused amount reversed	(0.4)	(0.8)	(1.7)	(1.4)	(1.2)	-	(5.4)
Change in consolidation scope	0.1	0.4	-	-	-	0.4	0.9
Currency translation adjustment	(0.0)	(0.6)	-	(1.0)	(0.3)	(0.1)	(2.0)
Reclassification and other changes	0.5	-	(0.0)	(0.0)	0.0	-	0.6
12/31/2013	**12.6**	**6.1**	**7.0**	**9.9**	**7.0**	**8.4**	**51.1**
of which current portion	***1.6***	***-***	***-***	***-***	***0.0***	***5.8***	***7.3***

* *The presentation of provisions by nature has been changed to improve readability. This may have led to different classifications compared to previous years.*

The change from the previous year mainly stems from the provisioning for large-scale maintenance work after the signing of new operating leases during the period entailing periodical large-scale maintenance obligations (see note 2).

It should be noted that the short-term portion (current portion) of the provisions is stated on the line "Provisions – current portion".

Employee benefit obligations

Employee benefit obligations include the provision for retirement benefit obligations and the provision for long-service awards.

Retirement benefit obligations

The table below shows the main assumptions used in valuing retirement benefit commitments:

	2013	2012	2011	2010	2009
Discount rate:	3.00%	2.60%	4.50%	4.50%	5.25%
Inflation rate:	2% in most cases, except for certain countries where a different rate was used to take into account local economic conditions.				
Salary increase:	Inclusion of an average salary increase rate based on the salary policy within the various companies concerned.				
Turnover:	Turnover rate determined for each entity.				

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The change in the provision for pensions is as follows:

(in € million)	12/31/2013	12/31/2012
Present value of the obligation at the beginning of the year	**10.1**	**7.7**
Current service cost	0.9	0.9
Interest cost	0.2	0.2
Retirement indemnities paid	(0.8)	(0.5)
Actuarial (Gains)/losses	0.3	1.8
Past service cost	-	-
Currency translation adjustment	(0.0)	0.0
Reclassifications	0.0	-
Effects of changes in consolidation scope and changes in consolidation method	0.1	-
Present value of the obligation at closing	**10.8**	**10.1**
o/w less than one year	*1.6*	*1.4*

The current service cost is the present value of benefit attributed to the current year (cost of one additional year of work).

Interest cost is the increase in the present value of the obligation resulting from the fact that it is one year closer to the date of payment of the benefits. It represents the cost of one year of non-discounting.

The items recognized in the income statement over 2013 for retirement benefit obligations were:

(in € million)	2013	2012
Current service cost	(0.9)	(0.9)
Past service cost	-	-
Interest cost	(0.2)	(0.2)
TOTAL EXPENSES RELATED TO RETIREMENT OBLIGATIONS	**(1.1)**	**(1.1)**

3.14 GROSS FINANCIAL LIABILITIES

Gross financial liabilities (€2,520.5 million as at 12/31/2013) appear on the balance sheet under “Borrowings and financial liabilities”, “Borrowings and financial liabilities (portion less than one year)”, and “Bank overdrafts and short-term lines”.

a) Analysis by maturity

The maturities on the gross financial liabilities are as follows:

(in € millions)	12/31/2013	12/31/2012
Bank overdrafts and short-term lines	669.9	157.7
< one year	499.0	353.1
Between one and 5 years	1,057.5	1,336.8
> 5 years	294.1	408.2
TOTAL	**2,520.5**	**2,255.7**
o/w:		
Finance lease liabilities	*65.0*	*21.4*
< one year	*10.2*	*3.5*
Between one and 5 years	*37.9*	*15.5*
> 5 years	*16.9*	*2.5*

b) Analysis by interest rate

Gross financial liabilities break down as follows:

(in € millions)	12/31/2013	12/31/2012
Fixed rate or swapped-to-fixed rate	1,343.4	1,420.0
Bank overdrafts (fixed or swapped-to-fixed rate)	-	-
Variable rate	497.6	669.4
Bank overdrafts (variable rate)	669.4	157.6
Total borrowings and bank loans	**2,510.4**	**2,246.9**
Accrued interest	10.1	8.8
TOTAL FINANCIAL DEBT	**2,520.5**	**2,255.7**

c) Analysis by currency

At December 31, 2013, gross debt excluding accrued interest breaks down as follows:

(in € millions)	12/31/2013	12/31/2012
EUR – Euro	1,929.1	1,583.6
USD – US Dollar	369.2	311.7
NOK – Norwegian Kroner	212.1	351.4
VND – Vietnamese Dong	-	0.0
MXP – Mexican Peso	-	0.2
TOTAL (EX. ACCRUED INTEREST)	**2,510.4**	**2,246.9**

The Group's debt consists mainly of 3 kinds of financing:

- "Club deal" bank type financing:
  - initial loan signed in 2005 for €320 million, in redemption phase since 2009 (ten-year redemption),
  - a second loan signed in 2007 for €450 million, in redemption phase since 2010 (ten-year redemption),
  - a third loan signed in 2009 for €318 million, in redemption phase since July 2011 (five-year redemption),
  - lastly, a fourth loan signed in 2012 for €240 million;
- a series of asset-based bilateral financing;
- short-term lines of credit, of which €24 million was unused at December 31, 2013. The Group has signed "combined account" agreements with two banking establishments, allowing it to merge the available dollar balances with overdrafts in euros. Considering these combined accounts, the lines available at December 31, 2013 were worth €141 million.

d) Debt secured by collateral

As at December 31, 2013, bank borrowings secured by mortgages, pledges of equipment or marketable securities represented a total of €1,699.3 million.

The assets pledged are primarily vessels. These mortgages were recorded with the *Bureau des Hypothèques* (Mortgage Registry) between 1999 and 2013 for a total value of €2,226 million.

3.15 FINANCIAL INCOME/(LOSS)

Financial income/(loss) breaks down as follows:

(in € million)	12/31/2013	12/31/2012
Cost of net debt	**(73.0)**	**(71.9)**
- cost of gross debt	(77.2)	(74.6)
- income from cash and cash equivalents	4.2	2.6
Other financial expenses and income	**(62.6)**	**(15.1)**
- net foreign exchange income / loss	(53.2)	(14.0)
- other financial expenses	(12.0)	(7.3)
- other financial income	2.6	6.2

Cost of net debt equals all interest expenses and income produced by the elements composing the financial debt during the year.

Other financial income and expenses include realized and unrealized exchange rate gains and losses as well as the fair value of derivative instruments.

The other financial income and expenses as at December 31, 2013 are broken down below:

(in € millions)	12/31/2013
Other financial expenses and income	**(62.6)**
Net foreign exchange income / loss	(53.2)
of which unrealized foreign exchange income / loss	*(34.5)*
Other financial expenses	(12.0)
of which fair value of derivative instruments	*(0.6)*
Other financial income	2.6
of which fair value of derivative instruments	*0.9*

3.16 DEFERRED TAXES

As of December 31, the balances for deferred tax assets and liabilities were as follows:

(in € million)	12/31/2013	12/31/2012
Deferred tax assets	26.0	31.3
Deferred tax liabilities	(40.0)	(20.5)
Net deferred tax	**(14.0)**	**10.8**

Analysis of deferred taxes

(in € million)	12/31/2013	12/31/2012
Deferred tax assets	**26.0**	**31.3**
Retirement benefit obligations	1.0	0.9
Consolidation restatements	15.3	23.9
Restatement of amortization and depreciation	7.8	4.8
Other temporary differences	1.9	1.6
Deferred tax liabilities	**(40.0)**	**(20.5)**
Consolidation restatements	(3.4)	(1.3)
Restatement of amortization and depreciation	(8.5)	(7.6)
Other temporary differences	(28.1)	(11.6)

At December 31, 2013, based on the principle of prudence and in light of the tax position of the companies concerned, no deferred tax asset was recognized on the tax losses, which were €495.4 million.

3.17 INCOME TAX

(in € million)	12/31/2013	12/31/2012
Current income tax	(22.1)	(22.4)
Deferred taxes	(5.4)	0.2
Tax (expenses)/income	**(27.5)**	**(22.2)**

As at December 31, 2013, the theoretical corporate income tax of €58.8 million was calculated by applying the prevailing tax rate in France to income before tax, the share in income/loss of associates, net gains on equity interests sold and net income from discontinued operations:

(in € millions)	12/31/2013	12/31/2012
Consolidated income/loss before tax, income/loss from associates, capital gains on equity interests sold and income from discontinued operations:	167.0	74.6
French domestic income tax prevailing as at 12/31/2013[1]:		
33.33%	(55.7)	(24.9)
3.30%	(3.1)	(2.1)
Theoretical income tax	(58.8)	(27.0)
Income tax expense	(27.5)	(22.2)
DIFFERENCE	**31.3**	**4.7**

(1) The tax rate shown is the statutory French tax rate, not including the temporary exceptional contribution provided for by Article 235 ter ZAA of the French Tax Code.

The difference between the tax recognized and the theoretical tax is as follows:

(in € millions)	12/31/2013	12/31/2012
Companies not liable for corporate income tax (companies subject to tonnage tax, foreign companies not liable for taxation)	44.8	9.5
Loss-making companies (tax consolidated and non-tax consolidated companies and foreign companies)	(19.4)	(15.3)
Difference in tax rate	10.9	8.4
Other differences	(5.1)	2.2
TOTAL	**31.3**	**4.7**

The other differences come mainly from non-recurring tax on dividends paid in 2013 and from tax provisions.

3.18 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICY

The main risks to which the Group is exposed are credit/counterparty risks, liquidity risks and market risks. The Board of Directors has reviewed and approved the management policies of each of these risks. The policies are summarized below.

3.18.1 Credit/counterparty risk

The Group's policy is to verify the financial health of all customers seeking credit payment terms. Furthermore, the Group continually monitors client balances. The financial soundness of its clients enables BOURBON to avoid the use of COFACE-type credit insurance. Supermajor, major, national and independent oil companies account for nearly 80% of revenues. The Group has not therefore taken out this type of credit insurance agreement.

The volume of business conducted with the top five clients represented €592 million (45.2% of revenues) while the top ten clients accounted for nearly 58.6% (€769 million).

A statement of anteriority of credits and other debtors is presented in note 3.19.5. of the Notes to the Consolidated Financial Statements.

Moreover, in 2013, BOURBON did not enter into contracts with state oil companies in countries with a very high political risk, such as Venezuela, Iran and Iraq.

Concerning the credit risk on the Group's other financial assets, *i.e.* cash and cash equivalents, available-for-sale financial assets and certain derivative instruments, the Group works only with top-ranking banks, particularly with the major French banks, and pays particular attention to the choice of banking institutions.

3.18.2 Liquidity risks

Financing comes under a Group policy implemented by the Finance and Administration Department. This policy consists of financing the Group's needs through a combination of cash flows from operations and disposals of non-strategic assets, bank borrowings and market transactions. Recurring cash flows are generated by the regular growth in the vessel fleet and by the long-term contract strategy with oil company clients whose investment programs have grown sharply.

The financial component of the "Transforming for beyond" plan unveiled in March 2013 (sale of US$2.5 billion worth of vessels), improved the Group's liquidity in 2013, and will continue to do so in 2014. These disposals of vessels will help the Group to gradually reduce its debts.

Medium- and long-term financing contracts will also be signed for vessels which are being retained.

The combination of these sales and the arranging of new, measured long-term loans will allow the Group to reduce its liquidity risk even more.

As at December 31, 2013, BOURBON's gross financial debt amounted to €2,520 million, including €1,352 million at more than one year. The repayment schedule for the medium and long-term debt is presented in note 3.14 of the notes to the Consolidated Financial Statements. The average residual term of the long- and medium-term debt is 4 years and 7 months.

The following table shows the composition of long and medium-term debt as at December 31, 2013 (excl. accrued interests not yet due):

(in € millions)	Portion of medium/long-term debt under one year	Medium/ long-term debt	Total
CLUB DEAL loan – €320 million	32	80	112
CLUB DEAL loan – €450 million	45	236	281
CLUB DEAL loan – €318 million	64	111	175
CLUB DEAL loan – €240 million	100	100	200
EIG / SNC OUTSOURCED	20	150	170
Financing – Norway fleet	76	184	260
40 other bilateral loans	153	490	643
TOTAL	**489**	**1,352**	**1,841**

As at December 31, 2013, short-term lines, in the form of overdrafts, "spot credit" or credit facilities (revolving), were used in the amount of €670 million. Accrued interest not yet due amounted to €10 million.

The Group had cash assets of €779 million as at December 31, 2013.

Medium- and long-term borrowings

Medium- and long-term borrowings comprise mainly "club deal [(1)]" financings and bilateral loans.

All these borrowings are backed by assets (vessels) taken as guarantees (first ranking mortgage or negative pledge). The vessels are clearly identified when the loan contract is signed, details of which appear in note "5.1 Contractual obligations and other off-balance sheet commitments" of the Notes to the Consolidated Financial Statements. During the performance of the loan contract, for technical reasons, BOURBON may have to adjust the list of vessels initially assigned to the loan. Two options then arise – either partial redemption of the loan or substitution with another vessel. Whichever is the case, an amendment to the loan contract is signed to reflect the new guarantees.

There are no long- and medium-term loans in existence that are not assigned to financing assets.

In 2005, BOURBON took out a "club deal" loan of €320 million for which the redemption phase began in April 2007 and will end in 2017. At December 31, 2013, the outstanding portion of the loan was €112 million.

In the summer of 2007, a €450 million loan (a "club deal") was subscribed. The redemption phase began in January 2010 and will end in 2020. At December 31, 2013, the outstanding portion of the loan was €281 million.

In July 2009, a €318 million "club deal" loan was taken out. The redemption phase began in 2011 and will end in 2016. At December 31, 2013, the outstanding portion of the loan was €175 million.

(1) In terms of bank finance, "club deals" involve small groups of banks with historically close relations with the Company which share the senior debt between them. When its loans are set up, BOURBON meets with all the banks proposing the loans in order to put the credit facility in place. No bank has an overriding interest in the loan. For reasons of convenience, one bank becomes the "bookrunner" but the other institutions are appointed as arrangers.

Lastly, in 2012, a new €240 million "club deal" loan was taken out. The redemption phase will begin in 2013 and will end in 2015. At December 31, 2013, the outstanding portion of this loan was €200 million.

In parallel, bilateral borrowings (in dollars, euros and Norwegian kroner) are regularly signed. So in 2013, new loans worth €102 million have been secured; €40 million of this came from foreign banks; In addition, €127 million were drawn in 2013 on loans signed in previous years.

At December 31, 2013, the total amount remaining to be drawn on existing loans was €51 million.

In many instances, contractual documentation includes a ratio of net debt to equity requirement of below 1.90.

For some of the bilateral financings, mainly tax-based leasing financing, of which the total amount outstanding at the end of 2013 was €91 million, the provisions of the tax-based leasing contracts specify a net financial debt to equity ratio of below 1.90 and a "Net Operating Debt to EBITDA" ratio that must be below 4.5 for fiscal years 2013 and 2014, and below 4.0 thereafter.

Of all our financial commitments, no early repayment requirements had arisen at December 31, 2013. Likewise there were no cross defaults between Group entities.

In addition, no loan contracts were terminated early, for example, owing to a "termination event" related to a change of control of the debtor as at December 31, 2013.

At December 31, 2013, BOURBON was in compliance with its financial covenants, *i.e.* its financial commitments relating to the financing contracts.

Short-term lines of credit

In addition, the Group had unused short-term credit lines totaling around €24 million as at December 31, 2013. The Group has signed "combined account" agreements with two banking establishments, allowing it to merge the available dollar balances with overdrafts in euros. Considering these combined accounts, the lines available at December 31, 2013 were worth €141 million.

Cash management is coordinated at the Group's operating headquarters. Financière Bourbon, a partnership organized as a cash clearing house, offers its services to most of the Group's operating subsidiaries. These entities, under a cash agreement with Financière Bourbon, receive active support in the management of their cash flow, their foreign currency and interest rate risks, their operating risks and their short and medium-term debt, in accordance with the various laws in force locally.

BOURBON does not have a financial rating from a specialist agency.

3.18.3 Market risks

Market risks include the Group's exposure to interest rate risks, foreign exchange risks, risks on equities and risks on supplies.

Interest rate risk

The Group's exposure to the risk of interest rate fluctuations is related to the Group's medium and long-term variable rate financial debt. BOURBON regularly monitors its exposure to interest rate risk. This is coordinated and controlled centrally. It comes under the responsibility of the Vice President-Finance who reports to the Executive Vice President – Chief Financial Officer.

The Group's policy consists of managing its interest rate expense by using a combination of fixed-rate and variable-rate borrowing. In order to optimize the overall financing cost, the Group sets up interest rate swaps under which it exchanges, at pre-determined intervals, the difference between the amount of fixed-rate interest and the amount of variable-rate interest calculated on a pre-defined nominal amount of borrowing.

These swaps are assigned to hedge the borrowings. As at December 31, 2013, after taking account of interest rate swaps, approximately 73% of the Group's medium and long-term debt had been contracted at a fixed interest rate.

As at December 31, 2013, the interest rate swap contracts were on the Group's borrowings, transforming variable rates into fixed rates. These contracts were entered into in euros (EUR), Norwegian kroner (NOK) and US dollars (USD); they are broken down by maturity date as follows:

(in € millions)	Outstanding in foreign currencies as at December 31, 2013	Outstanding in euros at December 31, 2013	Maturity
Currency – Fixed-rate borrowing swaps			
EUR	112	112	04/07/2014
EUR	39	39	04/15/2014
EUR	40	40	10/15/2014
EUR	80	80	10/15/2015
EUR	14	14	11/24/2014
EUR	200	200	12/28/2015
EUR	21	21	06/26/2017
EUR	281	281	07/26/2018
NOK	50	6	03/29/2014
NOK	350	42	10/19/2014
NOK	150	18	10/22/2014
NOK	200	24	04/16/2015
NOK	50	6	03/29/2016
NOK	200	24	04/18/2016
NOK	150	18	06/30/2016
NOK	100	12	12/29/2016
USD	49	36	06/30/2017
USD	32	23	07/17/2017
TOTAL		**996**	

The following table shows the Group's net exposure to variable rates before and after risk management, based on the hedges in place and the sensitivity of the Group's income before taxes (related to changes in the fair value of monetary assets and liabilities) to a reasonable variation in interest rates, with all other variables remaining constant:

	At 12/31/2013													
	Less than one year		1 to 2 years		2 to 3 years		3 to 4 years		4 to 5 years		More than 5 years		Total	
(in € millions)	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
Cash	-	779.4	-	-	-	-	-	-	-	-	-	-	-	779.4
Term deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans and securities	2.6	-	4.5	-	2.7	-	22.8	-	8.8	-	5.5	-	46.9	-
Financial assets	**2.6**	**779.4**	**4.5**	**-**	**2.7**	**-**	**22.8**	**-**	**8.8**	**-**	**5.5**	**-**	**46.9**	**779.4**
Bank overdrafts and short-term lines	-	(669.4)	-	-	-	-	-	-	-	-	-	-	-	(669.4)
Deposits and securities received	-	-	-	-	(0.3)	-	-	-	-	-	(0.0)	-	(0.3)	-
Finance lease liabilities	-	(10.2)	-	(10.2)	-	(9.5)	-	(9.7)	-	(8.5)	-	(16.9)	-	(65.0)
Bank borrowings	(35.1)	(444.2)	(37.0)	(332.7)	(37.9)	(188.4)	(38.4)	(243.8)	(38.6)	(102.6)	(160.1)	(117.0)	(347.0)	(1,428.8)
Financial liabilities	**(35.1)**	**(1,123.7)**	**(37.0)**	**(342.9)**	**(38.1)**	**(197.8)**	**(38.4)**	**(253.6)**	**(38.6)**	**(111.1)**	**(160.1)**	**(133.9)**	**(347.3)**	**(2,163.1)**
Net position before hedging	**(32.5)**	**(344.3)**	**(32.5)**	**(342.9)**	**(35.4)**	**(197.8)**	**(15.6)**	**(253.6)**	**(29.8)**	**(111.1)**	**(154.6)**	**(133.9)**	**(300.4)**	**(1,383.7)**
Hedging													**(996.1)**	**996.1**
Net position after hedging													**(1,296.5)**	**(387.6)**

Assuming the position reached on December 31, 2013 to be constant over a year, a change in interest rates of 100 basis points (1%) would therefore result in increasing or decreasing the cost of the Group's financial debt by €3.9 million over one year.

As at December 31, 2012, the position was as follows:

	At 12/31/2012													
	Less than one year		1 to 2 years		2 to 3 years		3 to 4 years		4 to 5 years		More than 5 years		Total	
(in € million)	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
Cash	-	195.2	-	-	-	-	-	-	-	-	-	-	-	195.2
Term deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans and securities	1.5	-	1.2	-	2.7	-	0.8	-	11.9	-	4.4	-	22.5	-
Financial assets	**1.5**	**195.2**	**1.2**	**-**	**2.7**	**-**	**0.8**	**-**	**11.9**	**-**	**4.4**	**-**	**22.5**	**195.2**
Bank credit facilities and short-term lines of credit	-	(157.6)	-	-	-	-	-	-	-	-	-	-	-	(157.6)
Deposits and securities received	-	-	(0.3)	(0.0)	-	-	-	-	-	-	-	-	(0.3)	(0.0)
Finance lease liabilities	-	(3.5)	-	(3.7)	-	(3.9)	-	(4.1)	-	(3.9)	-	(2.5)	-	(21.4)
Bank borrowings	(21.6)	(319.2)	(21.8)	(410.6)	(22.5)	(353.3)	(23.3)	(203.0)	(23.7)	(263.0)	(110.3)	(295.4)	(223.2)	(1,844.4)
Financial liabilities	**(21.6)**	**(480.3)**	**(22.0)**	**(414.3)**	**(22.5)**	**(357.2)**	**(23.3)**	**(207.0)**	**(23.7)**	**(266.8)**	**(110.3)**	**(297.9)**	**(223.4)**	**(2,023.5)**
Net position before hedging	**(20.1)**	**(285.1)**	**(20.9)**	**(414.3)**	**(19.8)**	**(357.2)**	**(22.5)**	**(207.0)**	**(11.7)**	**(266.8)**	**(105.9)**	**(297.9)**	**(200.9)**	**(1,828.3)**
Hedging													**(1,196.5)**	**1,196.5**
Net position after hedging													**(1,397.5)**	**(631.8)**

Assuming the position reached on December 31, 2012 is constant over one year, a 100 basis point (1%) change in the interest rate would therefore increase or decrease the cost of the Group's financial debt by €6.3 million over one year.

Foreign exchange risk

Objectives

The Group's policy is to reduce as far as possible the economic risk related to foreign currency fluctuations over the medium term. The Group also tries to minimize the impact of the US dollar's volatility on annual operating income.

Cash flows from operating activities

The main foreign exchange risks on operations are related to invoicing clients. BOURBON invoices a large portion (approx. 75%) of its services in US dollars. The Group has a natural foreign exchange hedge as it pays its expenses in dollars (representing about 18% of revenues). The policy is to maximize this natural hedge.

The residual risk is partially hedged in the short term by using forward US dollar sales and/or currency puts. On the unhedged portion, and over time, offshore oil and gas marine services are directly exposed to foreign currency risks, particularly on the US dollar.

Long-term cash flows

Policy

For vessel acquisitions in foreign currencies, the policy is to partly hedge the foreign exchange risk during the construction period by setting up currency futures call options.

The policy is to finance these acquisitions in the currency in which the corresponding charters will be paid by the customers. However, in order to avoid accounting exchange differences in countries outside the euro zone and the US dollar zone (particularly in Norway), the entities finance their investments in their functional currency.

Current practice

As an exception, at the beginning of 2004, it was decided to temporarily abandon this practice and convert the majority of borrowings that were in dollars at the time to euros. This was done to recognize the unrealized foreign exchange gains booked during previous fiscal years.

Since then, most of the new borrowings (outside Norway) have been contracted in euros or US dollars. Where the euro/dollar exchange rate allows, borrowings in euros to finance assets generating revenue in dollars will be converted to dollars and future acquisitions will again be financed in dollars.

The following tables show the Group's net exposure to changes in foreign exchange rates:

- on income: transaction risk;
- on shareholders' equity: currency translation risk.

a) Transaction risk

As of December 31, 2013, foreign exchange derivatives mainly involved flows in US dollars (USD) and Norwegian kroner (NOK), broken down as follows:

At 12/31/2013	**Outstanding** *(in millions of currency)*	**Maturity**	**Average exchange rate**
Futures contracts covering expected future purchases			
USD/EUR	129	Between 03/31/14 and 07/31/14	1.3630
Cross-currency swap			
USD/EUR	81	Between 03/27/14 and 06/30/21	1.4385
USD/NGN	30	09/26/2014	160.0000
NOK/EUR	231	10/26/2016 and 02/01/2017	8.3202

The table below shows, as at December 31, 2013, the position of the Group's monetary assets and liabilities (denominated in a different currency from the entity's functional currency) before and after management:

(in € millions)	USD	NOK	EUR	Other
Monetary assets	1,733.4	32.6	33.5	19.2
Monetary liabilities	(1,180.9)	(35.2)	(109.2)	(27.9)
Net position before management	**552.5**	**(2.5)**	**(75.7)**	**(8.7)**
Hedges	(37.0)	(27.6)	-	-
Net position after management	**515.5**	**(30.1)**	**(75.7)**	**(8.7)**

As at December 31, 2013, a 1% change in the euro exchange rate against all the currencies would represent a total impact at Group level of €4.3 million, after hedges are taken into account.

It should be noted that currency futures hedges related to future transactions are not shown in this table since the hedged item does not yet appear on the balance sheet.

b) Currency translation risk

The table below shows a breakdown by currency of consolidated shareholders' equity for the years 2013 and 2012:

(in € millions)	12/31/2013	12/31/2012
Euro (EUR)	1,391.5	1,386.7
Brazilian Real (BRL)	(122.9)	(88.9)
Mexican Peso (MXN)	30.3	17.9
Norwegian Kroner (NOK)	122.3	76.7
US Dollar (USD)	82.0	54.5
Vietnamese Dong (VND)	(0.0)	(1.7)
Swiss Franc (CHF)	2.9	2.6
Nigerian Naira (NGN)	(18.1)	(33.7)
Other	(3.2)	(2.5)
TOTAL	**1,484.8**	**1,411.8**

At December 31, 2013, a 1% change in the exchange rates would represent an impact on consolidated shareholders' equity of €3.8 million (€3.1 million at December 31, 2012).

Equity risks

At December 31, 2013, the Group had no cash investments.

As indicated in note 3.12 Treasury Shares, BOURBON held 2,965,102 treasury shares as at December 31, 2013. Treasury shares are presented as a deduction from consolidated shareholders' equity.

A 10% change either up or down in the BOURBON share price would result in a change in the market value of the treasury shares of €5,9 million.

Supply price risk

The Group's exposure to price risk is minimal.

The change in the price of raw materials does not constitute a risk of significant increase in operating costs. Clients generally take direct charge of the cost of fuel.

3.19 FINANCIAL INSTRUMENTS

3.19.1 Financial assets

As at December 31, 2013 and December 31, 2012, financial assets were as follows:

(in € millions)	12/31/2013					
	Available-for-sale assets	Financial assets at fair value through profit and loss	Loans and receivables	Derivative instruments at fair value	Cash and cash equivalents	Balance sheet total
Non-current financial assets	0.1	0.1	50.9	0.6	-	51.7
Trade and other receivables	-	-	410.3	-	-	410.3
Current financial assets	-	-	2.9	1.0	-	3.9
Other current assets	-	-	38.6	-	-	38.6
Cash and cash equivalents	-	-	-	-	779.4	779.4
TOTAL	**0.1**	**0.1**	**502.8**	**1.6**	**779.4**	**1,283.9**

(in € million)	12/31/2012					
	Available-for-sale assets	Financial assets at fair value through profit and loss	Loans and receivables	Derivative instruments at fair value	Cash and cash equivalents	Balance sheet total
Non-current financial assets	0.1	0.1	30.6	-	-	30.8
Trade and other receivables	-	-	384.9	-	-	384.9
Current financial assets	-	-	1.5	18.9	-	20.4
Other current assets	-	-	31.6	-	-	31.6
Cash and cash equivalents	-	-	-	-	195.2	195.2
TOTAL	**0.1**	**0.1**	**448.5**	**18.9**	**195.2**	**662.9**

a) Available-for-sale assets

Available-for-sale assets held by the Group totaled €0.1 million as at December 31, 2013. Profits and losses recorded as equity and income/loss on available-for-sale assets were from dividends received representing €0.3 million in 2013 (€0.1 million in 2012).

b) Financial assets at fair value through profit and loss

Financial assets at fair value through profit and loss held by the Group totaled €0.1 million as at December 31, 2013. Profits and losses posted from financial assets at fair value through profit and loss are not significant.

c) Loans and receivables at amortized cost

Loans and receivables at amortized costs can be analyzed as follows:

(in € million)	12/31/2013			12/31/2012		
	Gross	Valuation allowance	Net	Gross	Valuation allowance	Net
Loans and receivables at amortized cost	92.4		92.4	63.6		63.6
Trade and receivables	422.1	(11.7)	410.3	391.1	(6.2)	384.9
TOTAL	**514.5**	**(11.7)**	**502.8**	**454.7**	**(6.2)**	**448.5**

The change in loans and receivables between 2012 and 2013 is mainly due to vendor loans associated with certain vessel disposals (see note 2).

Profits and losses recorded as equity and as income/loss on loans and receivables at amortized cost were as follows:

(in € million)	12/31/2013			
	Interest	Subsequent valuation		Income from sale
		Currency translation adjustment	Valuation allowance	
Shareholders' equity	-	(4.2)	-	-
Income/loss	0.8	-	-	-
TOTAL	**0.8**	**(4.2)**	**-**	**-**

(in € million)	12/31/2012			
	Interest	Subsequent valuation		Income from sale
		Currency translation adjustment	Valuation allowance	
Shareholders' equity	-	(0.4)	-	-
Income/loss	0.4	-	-	-
TOTAL	**0.4**	**(0.4)**	**-**	**-**

d) Cash and cash equivalents

Cash and cash equivalents totaled €779.4 million as at December 31, 2013 versus €195.2 million as at December 31, 2012. This item does not include liquid assets subject to restrictions.

The policy for managing financial risks is presented in note 3.18. The cash and cash equivalents item is presented in note 3.9.

3.19.2 Derivative financial instruments

The fair value of the derivative financial instruments as at December 31, 2013 and December 31, 2012 can be analyzed as follows:

Financial assets

(in € millions)	12/31/2013			12/31/2012
	Current	Non-current	Total	Total
Derivative instruments to hedge debt		0.1	0.1	-
Derivative instruments to hedge revenues in foreign currencies and other	1.0	0.4	1.4	18.9
TOTAL	**1.0**	**0.6**	**1.6**	**18.9**

Financial liabilities

(in € millions)	12/31/2013			12/31/2012
	Current	Non-current	Total	Total
Derivative instruments to hedge debt	3.4	33.3	36.6	66.6
Derivative instruments to hedge foreign exchange rate and other	2.1	7.1	9.2	22.4
TOTAL	**5.5**	**40.4**	**45.9**	**89.0**

Hedging the interest rate risk

At December 31, 2013 and December 31, 2012, the Group held different swap contracts to cover changes in the rates on its variable rate borrowings. The swap contracts are used to hedge the rate risk for firm commitments.

The terms of the rate swaps have been negotiated to coincide with the terms of the firm commitments.

Hedges on future cash flows related to loans were deemed highly effective as at December 31, 2013. The change in the fair value of these hedging instruments represents an unrealized gain of €35.4 million, which was booked under shareholders' equity.

Hedging the foreign exchange risk

As at December 31, 2013 and December 31, 2012, the Group held various forward contracts intended to cover future sales or future purchases for which the Group has firm commitments.

The terms of the forward currency contracts have been negotiated to coincide with the terms of the firm commitments.

The hedges on future cash flows related to purchases or sales were considered to be highly effective. Therefore, the changes in fair value of the effective portion of the hedging instrument are recognized as shareholders' equity. For the year 2013, an unrealized loss of €19 million was booked under shareholders' equity.

The change in fair value of the derivative instruments booked directly under consolidated reserves (Group and non-controlling interests) represented for 2013 a net of tax-deferred unrealized gain of €6.2 million, broken down as follows:

(in € millions)	2013	2012
Change in fair value of hedge derivatives	16.4	(24.4)
o/w:		
forward contracts on hulls/revenues	*(19.0)*	*(11.6)*
interest rate swaps	*35.4*	*(12.7)*
others	*-*	*(0.1)*
Effect of deferred taxation	(10.2)	3.4
NET IMPACT	**6.2**	**(21.0)**

The derivative instruments are put in place in accordance with the Group's risk management policy and are analyzed in note 3.19.

3.19.3 Financial liabilities

As at December 31, 2013 and December 31, 2012, financial liabilities were as follows:

(in € millions)	12/31/2013			12/31/2012
	Current	Non-current	Total	Total
Financial liabilities	1,169.0	1,351.6	2,520.5	2,255.7
Derivative financial instruments	5.5	40.4	45.9	89.0
Trade and other payables	282.9	-	282.9	285.4
Other liabilities	9.6	-	9.6	13.1
TOTAL	**1,467.0**	**1,392.0**	**2,858.9**	**2,643.2**

a) Financial liabilities

The financial debt is analyzed in note 3.14. It breaks down as follows as at December 31, 2013 and December 31, 2012:

(in € millions)	12/31/2013			12/31/2012
	Current	Non-current	Total	Total
Bonds	-	-	-	-
Commercial paper	-	-	-	-
Draws on credit facilities	-	-	-	-
Borrowings on finance leases	10.2	54.8	65.0	21.4
Other bank loans	540.3	1,235.8	1,776.1	2,067.9
Accrued interest	9.6	-	9.6	8.7
Total borrowings	**560.0**	**1,290.6**	**1,850.6**	**2,098.0**
Bank overdrafts and short-term lines	669.4	-	669.4	157.6
Accrued interest	0.6	-	0.6	0.1
TOTAL FINANCIAL DEBT	**1,230.0**	**1,290.6**	**2,520.5**	**2,255.7**

b) Derivative financial instruments

Derivative financial instruments recognized as liabilities on the balance sheet are presented in note 3.19.2.

c) Trade and other payables

(in € millions)	12/31/2013	12/31/2012
Trade payables	103.6	101.8
Debt on non-current assets	20.2	51.1
Social security liabilities	59.4	47.9
Tax liabilities	64.6	52.5
Other liabilities	35.1	32.1
Deferred income	7.2	5.2
TOTAL	**290.1**	**290.5**

The balance sheet value of all these debts represents a good approximation of their fair value.

3.19.4 Fair value of the financial assets and liabilities

The method for valuing financial assets and liabilities is detailed in notes 1.5.8 to 1.5.19.

3.19.5 Management of the risks related to financial instruments

The Group's risk management policy is presented in note 3.18.

a) Credit risk

The policy for managing financial risks is presented in note 3.18.

Receivables outstanding and non-impaired broke down as follows at December 31, 2013 and December 31, 2012:

(in € millions)	12/31/2013							
	Assets outstanding at year-end					Assets impaired	Assets not impaired or outstanding	Total
	< 30 days	31-60 days	61-90 days	> 91 days	Total			
Loans and receivables at amortized cost					-	-	92.4	92.4
Trade and other receivables	42.0	13.7	24.5	34.8	115.0	11.7	295.3	422.1
TOTAL	**42.0**	**13.7**	**24.5**	**34.8**	**115.0**	**11.7**	**387.8**	**514.5**

(in € million)	12/31/2012							
	Assets outstanding at year-end					Assets impaired	Assets not impaired or outstanding	Total
	< 30 days	31-60 days	61-90 days	> 91 days	Total			
Loans and receivables at amortized cost					-	-	63.6	63.6
Trade and other receivables	36.8	15.1	5.7	21.7	78.7	6.2	306.2	391.1
TOTAL	**36.8**	**15.1**	**5.7**	**21.1**	**78.7**	**6.2**	**369.8**	**454.7**

b) Liquidity risk

The contractual undiscounted flows on net financial debt (including interest flows) by maturity date were as follows:

At 12/31/2013

(in € millions)	2014	2015	2016	2017	2018	> five years	Total	Balance sheet total
Bonds		-	-	-	-	-	-	-
Commercial paper		-	-	-	-	-	-	-
Draws on credit facilities		-		-	-	-	-	-
Borrowings on finance leases	10.2	10.2	9.5	9.7	8.5	16.9	65.0	65.0
Other bank loans	479.3	369.7	226.5	282.2	141.2	277.2	1,776.1	1,776.1
Accrued interest	9.6	-	-	-	-	-	9.6	9.6
Borrowings	**499.0**	**379.9**	**236.0**	**291.9**	**149.7**	**294.1**	**1,850.6**	**1,850.6**
Bank overdrafts and cash current accounts	669.4	-	-	-	-	-	669.4	669.4
Accrued interest	0.6	-	-	-	-	-	0.6	0.6
Cash and cash equivalents	(779.4)	-	-	-	-	-	(779.4)	(779.4)
Net cash	**(109.5)**	**-**	**-**	**-**	**-**	**-**	**(109.5)**	**(109.5)**
TOTAL NET FINANCIAL DEBT	**389.5**	**379.9**	**236.0**	**291.9**	**149.7**	**294.1**	**1,741.1**	**1,741.1**

(in € millions)	2014	2015	2016	2017	2018	> five years	Total
Interest on finance lease borrowings	1.7	1.4	1.2	0.9	0.6	0.9	6.7
Interest on other bank borrowings	57.8	43.5	33.5	27.1	16.5	29.3	207.8

Future variable-rate interest flows were determined using the predicted rates of the indexes in question at year-end.

At 12/31/2012

(in € millions)	2013	2014	2015	2016	2017	> five years	Total	Balance sheet total
Bonds	-	-	-	-	-	-	-	-
Commercial paper	-	-	-	-	-	-	-	-
Draws on credit facilities	-	-		-	-	-	-	-
Borrowings on finance leases	3.5	3.7	3.9	4.1	3.9	2.5	21.4	21.4
Other bank loans	340.8	432.7	375.8	226.2	286.6	405.7	2,067.9	2,067.9
Accrued interest	8.7						8.7	8.7
Borrowings	**353.1**	**436.3**	**379.7**	**230.3**	**290.5**	**408.2**	**2,098.0**	**2,098.0**
Bank overdrafts and cash current accounts	157.6	-	-	-	-	-	157.6	157.6
Accrued interest	0.1	-	-	-	-	-	0.1	0.1
Cash and cash equivalents	(195.2)	-	-	-	-	-	(195.2)	(195.2)
Net cash	**(37.5)**	**-**	**-**	**-**	**-**	**-**	**(37.5)**	**(37.5)**
TOTAL NET FINANCIAL DEBT	**315.5**	**436.3**	**379.7**	**230.3**	**290.5**	**408.2**	**2,060.5**	**2,060.5**

(in € millions)	2013	2014	2015	2016	2017	> five years	Total
Interest on finance lease borrowings	0.6	0.5	0.3	0.2	0.1	0.0	1.7
Interest on other bank borrowings	70.1	59.2	43.8	32.8	26.3	29.6	261.8

c) Market risk

The Group's exposure to market risk is analyzed in note 3.18.

4/ Operating segments

The operating segments as presented under segment information are as follows: "Marine Services" and "Subsea Services". In turn, the "Marine Services" segment is broken down into "Deep", "Shallow" and "Crew".

It should be noted that the assumptions for valuing the results of the different segments are no different from the assumptions used to prepare the financial statements.

Income and expenses that cannot be charged to the operating segments are classified as "Other".

The capital employed as presented in the segment information includes the following items:

- goodwill;
- the consolidated net book value of the vessels;
- installments on vessels under construction;
- other intangible assets and property, plant and equipment;
- non-current financial instruments (asset and liability components);
- long-term financial assets (mainly loans);
- working capital, which includes current assets (with the exception of cash and cash equivalents) as well as current liabilities (with the exception of borrowings and bank loans and provisions).

Commercial transactions between segments are established on a market basis, with terms and conditions identical to those in effect for supplying goods and services to customers outside the Group.

The segment information for 2013 is as follows:

(in € millions)	Total Marine Services	of which Deep	of which Shallow	of which Crew	Total Subsea Services	Other	Total
Revenues (non-Group sales)	1,064.7	391.6	376.0	297.2	223.3	24.0	1,311.9
Direct costs excluding bareboat leases	(596.6)	(202.6)	(216.5)	(177.4)	(105.1)	(17.9)	(719.7)
General and administrative costs	(116.0)	(42.7)	(41.0)	(32.4)	(24.3)	(1.6)	(141.9)
EBITDAR* excl. capital gains	**352.0**	**146.2**	**118.4**	**87.3**	**93.8**	**4.5**	**450.3**
Cost of bareboat leases	(12.9)	(9.2)	(3.7)	-	(0.2)	-	(13.1)
EBITDAR excl. capital gains	**339.1**	**137.0**	**114.8**	**87.3**	**93.6**	**4.5**	**437.2**
Capital gains	105.1	59.5	45.6	0.0	33.4	0.0	138.5
Gross operating income (EBITDA)	**444.2**	**196.5**	**160.4**	**87.3**	**127.1**	**4.5**	**575.7**
Goodwill	14.3	8.2	6.1	-	19.2	-	33.5
Vessels	1,926.0	nd	nd	nd	349.8	23.3	2,299.0
Installments on vessels under construction	98.8	nd	nd	nd	68.4	-	167.2
Other non-current assets and liabilities	60.4	nd	nd	nd	12.9	19.5	92.8
Working capital	161.8	nd	nd	nd	33.9	4.3	200.0
Capital employed	**2,261.4**	**nd**	**nd**	**nd**	**484.2**	**47.0**	**2,792.6**
Capital employed excluding installments on vessels under construction	**2,162.6**	**nd**	**nd**	**nd**	**415.7**	**47.0**	**2,625.3**
Capital employed related to non-current assets held for sale and liabilities associated with non-current assets held for sale	307.6	nd	nd	nd	190.8	-	498.5

* *EBITDA excl. cost of bareboat leases.*

The segment information for 2012 was as follows:

(in € millions)	Total Marine Services	of which Deep	of which Shallow	of which Crew	Total Subsea Services	Other	Total
Revenues (non-Group sales)	972.2	360.8	336.7	274.8	190.0	24.7	1,186.9
Direct costs excluding bareboat leases	(569.0)	(192.5)	(210.8)	(165.6)	(97.7)	(17.5)	(684.1)
General and administrative costs	(99.1)	(36.8)	(34.3)	(28.0)	(19.4)	(1.3)	(119.8)
EBITDAR* excl. capital gains	**304.1**	**131.5**	**91.6**	**81.1**	**73.0**	**5.9**	**383.0**
Cost of bareboat leases**	(0.6)	(0.6)	-	-	-	-	(0.6)
EBITDAR excl. capital gains	**303.5**	**130.8**	**91.6**	**81.1**	**73.0**	**5.9**	**382.4**
Capital gains	23.9	23.8	0.1	(0.0)	(0.1)	-	23.8
Gross operating income (EBITDA)	**327.4**	**154.6**	**91.7**	**81.1**	**72.9**	**5.9**	**406.2**
Goodwill	14.3	8.2	6.1	-	19.2	-	33.5
Vessels	2,166.3	nd	nd	nd	442.6	24.7	2,633.6
Installments on vessels under construction	358.9	nd	nd	nd	281.8	-	640.7
Other non-current assets and liabilities	(22.7)	nd	nd	nd	6.0	13.4	(3.3)
Working capital	155.3	nd	nd	nd	30.4	4.7	190.3
Capital employed	**2,672.2**	**nd**	**nd**	**nd**	**779.8**	**42.9**	**3,494.8**
Capital employed excluding installments on vessels under construction	**2,313.3**	**nd**	**nd**	**nd**	**498.0**	**42.9**	**2,854.1**
Capital employed related to non-current assets held for sale and liabilities associated with non-current assets held for sale	-	nd	nd	nd	-	-	-

* *EBITDA excl. cost of bareboat leases.*
** *Included in direct costs in 2012.*

The breakdown of BOURBON's revenues by geographical region for 2013 and 2012 was as follows:

(in € million)	2013	2012
Africa	750.4	729.2
Europe & Med./Middle East	228.0	201.1
American Continent	187.5	146.3
Asia	145.9	110.3

5/ Other information

5.1 CONTRACTUAL OBLIGATIONS AND OTHER OFF-BALANCE SHEET COMMITMENTS

5.1.1 Off-balance sheet commitments related to the Group scope of consolidation

(in € million)	12/31/2013	12/31/2012
Commitments given	-	-
TOTAL COMMITMENTS GIVEN	**-**	**-**
Commitments received	-	-
TOTAL COMMITMENTS RECEIVED	**-**	**-**

5.1.2 Off-balance sheet commitments related to financing

a) Lines of credit

Unused lines of credit are listed below by period:

(in € million)	12/31/2013	12/31/2012
Bilateral loan – USD 255 million	51.0	177.1
Bilateral loan – NOK 870 million	-	3.5
Bilateral loan – USD 5.8 million	0.2	1.2
TOTAL COMMITMENTS RECEIVED (BORROWINGS)	**51.2**	**181.8**

(in € million)	12/31/2013	12/31/2012
Short-term lines of credit	24.0	65.2
TOTAL COMMITMENTS RECEIVED (SHORT-TERM LINES)	**24.0**	**65.2**

In parallel, bilateral borrowings (in dollars, euros and Norwegian kroner) are regularly signed. Thus in 2013, new loans worth €102 million were secured, €40 million of which came from foreign banks.

In addition, €127 million were drawn in 2013 on loans signed in previous years.

At December 31, 2013, the total amount remaining to be drawn from existing loans totaled €51.2 million.

b) Guarantees

(in € million)	12/31/2013	12/31/2012
Commitments given		
Mortgages and pledges on loans (equipment or marketable securities used as collateral)	2,283.0	2,466.8
Guarantees given by the parent company on behalf of companies in the Group (excluding one mortgage)	163.5	47.6
TOTAL COMMITMENTS GIVEN	**2,446.5**	**2,514.4**
Commitments received	9.3	-
TOTAL COMMITMENTS RECEIVED	**9.3**	**-**

In connection with certain bilateral and "club deal" financings, the companies that own BOURBON's vessels took out mortgages on some of their vessels with the lending institutions concerned to guarantee the repayment of said loans.

At December 31, 2013, although the total mortgage amounts recorded with the relevant bodies was around €2,226 million, and marketable security collateral was €57 million, the total amount that can be drawn is limited to the capital still effectively owed by the Group, under loans guaranteed by these mortgages and pledges, *i.e.* €1,699.3 million. The mortgage is released when the loan guaranteeing it is repaid in full.

As part of the provision of short-term lines of credit worth €60 million, BOURBON SA provided collateral of 2,850,000 of its treasury shares, representing a value of €57 million at December 31, 2013).

In addition, the Group's holding companies granted on behalf of their respective subsidiaries redemption guarantees totaling €163.5 million, for which no mortgage was granted.

5.1.3 Off-balance sheet commitments related to the Group's operating activities

a) Operating activities

(in € million)	12/31/2013	12/31/2012
Commitments given		
Commitments given related to the performance of client contracts	23.3	9.7
Commitments given related to obligations towards the government	23.1	28.4
Commitments given related to the performance of supplier contracts	80.8	176.3
Other guarantees given	1.6	1.0
TOTAL COMMITMENTS GIVEN	**128.9**	**215.3**
Commitments received		
Installment return guarantees	314.8	434.5
Purchase requirement on property, plant and equipment	-	-
Other guarantees received	0.2	0.3
TOTAL COMMITMENTS RECEIVED	**315.0**	**434.8**

i. Commitments given

In the competitive bidding process in which the Group participates, some clients ask the bidders to submit a bid guarantee with their bid to protect them if the call for bids is withdrawn. The validity period of this kind of guarantee usually varies between 6 and 12 months.

If the contract is signed, the client may ask the bidder selected to protect it by setting up a performance guarantee valid for the duration of the contract, for a fixed or unspecified amount.

As at December 31, 2013, all such guarantees given by the Group totaled €23.3 million.

The Group issues commitments to the customs authorities of some countries in order to guarantee payment of the fees applicable to the vessels operating in those countries. Deposits were also made so that certain procedures could be initiated with administrative bodies. As at December 31, 2013, all such guarantees given by the Group totaled €23.1 million.

As part of the initial US$270.3 million tranches already drawn of the US$400 million framework agreement loan that China Exim Bank granted to Crown Ship Ltd, a subsidiary of Sinopacific, to finance construction of vessels ordered by BOURBON, the Group agreed to provide China Exim Bank with a repayment guarantee for said loan contract; this allows Crown Ship Ltd to grant BOURBON particularly favorable payment terms. This guarantee, whose implementation was related to the receipt of various pledges granted by companies in the Sinopacific group in favor of BOURBON, came into force on November 16, 2011. As at December 31, 2013, the capital amount remaining due by the companies in the Sinopacific group, and covered by this guarantee, was approximately €80.8 million.

ii. Commitments received

In connection with orders placed with different shipyards, the Group receives installment return guarantees which guarantee it the reimbursement of all installments made during the construction period in the event the project is interrupted.

These guarantees are issued either by the banks or by holding companies and totaled €314.8 million as at December 31, 2013.

b) Contractual obligations

Contractual obligations are as follows:

(in € millions)	Total	Payments due by period		
		< 1 year	1 to 5 years	> 5 years
Finance leases	65.0	10.2	37.9	16.9
Operating leases	547.0	71.2	253.1	222.7
Balance payable on orders for vessels under construction	487.0	402.3	84.7	-
TOTAL	**1,099.0**	**483.7**	**375.7**	**239.6**

In connection with its financing, the Group conducted finance lease operations under which the parent company of the entity signing the finance lease agreement guaranteed payment of the rents. The debt related to these operations amounted to €65 million at December 31, 2013.

As part of the sale and bareboat lease operations, the Group, as parent company of the entity that signed the bareboat lease, guaranteed payment of the leases. The commitment regarding these operations was €534.5 million at December 31, 2013.

For the various orders placed with shipyards, the total amount of the installments remaining due while the vessels were being built amounted to €487.0 million as at December 31, 2013.

5.2 NET EARNINGS PER SHARE

5.2.1 Basic net earnings per share

The determination of the weighted average number of shares of common stock outstanding during each period is presented below:

	12/31/2013	12/31/2012
Weighted average number of shares over the period	74,559,688	74,559,688
Weighted average number of treasury shares held over the period	(2,979,097)	(2,985,902)
Weighted average number of shares outstanding during the period	**71,580,591**	**71,573,786**

The weighted average number of shares outstanding in 2013 and 2012 takes into account the weighted average number of stock options exercised during each period, as the case may be.

For each period presented, the basic net earnings per share were determined as follows:

	12/31/2013	12/31/2012
Weighted average number of shares used to calculate the basic net earnings per share	71,580,591	71,573,786
Net income *(in € millions)*		
Consolidated, Group share	115.0	41.9
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	115.0	41.1
Net income from discontinued operations/operations held for sale – Group share	-	0.8
Basic net earnings per share *(in €)*		
Consolidated, Group share	1.61	0.59
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	1.61	0.57
Net income from discontinued operations/operations held for sale – Group share	-	0.01

5.2.2 Diluted net earnings per share

Pursuant to IAS 33, the number of shares used to calculate diluted earnings per share takes into account the diluting effect of the exercise of stock options (stock subscription and stock purchase options), determined on the basis of the "share buyback" method. It also includes the shares whose issue is conditional. The weighted average number of shares used to calculate net earnings per share is, therefore, increased by dilutive potential ordinary shares.

Diluted earnings per share are established as follows:

Number of potential shares:

	12/31/2013	12/31/2012
Weighted average number of shares outstanding during the period	71,580,591	71,573,786
Weighted average number of shares, the issue of which is conditional during the period	63,950	-
Weighted average number of dilutive stock options during the period	7,094	9,132
Weighted average number of potential shares	**71,651,635**	**71,582,918**

Pursuant to IAS 33, the determination of diluted net earnings per share for 2013 does not take into account the stock option plans authorized by the Board of Directors on August 24, 2009, November 30, 2012 and December 2, 2013 because these plans have an anti-dilutive effect. For 2012, the determination of diluted net earnings per share did not take into account the stock option plans authorized by the Board of Directors on December 10, 2007, August 24, 2009, December 5, 2011 and November 30, 2013.

Diluted net earnings per share:

	12/31/2013	12/31/2012
Weighted average number of shares used to calculate diluted net earnings per share	71,651,635	71,582,918
Net income *(in € millions)*		
Consolidated, Group share	115.0	41.9
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	115.0	41.1
Net income from discontinued operations/operations held for sale – Group share	-	0.8
Diluted net earnings per share *(in €)*		
Consolidated, Group share	1.60	0.59
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	1.60	0.57
Net income from discontinued operations/operations held for sale – Group share	-	0.01

5.3 WORKFORCE AND PAYROLL

The Group's workforce was as follows:

(Workforce)	2013	2012
Onshore personnel	1,540	1,275
Seamen	5,110	4,085
- *Officers*	*2,779*	*2,096*
- *Crews and other*	*2,331*	*1,989*
TOTAL	**6,650**	**5,360**

The Group's personnel costs were:

(in € million)	12/31/2013	12/31/2012
Personnel costs	333.8	261.7

5.4 POST-BALANCE-SHEET EVENTS

Since the start of 2014, BOURBON sold and bareboat chartered 12 additional vessels for a total of US$338 million, as part of the agreement signed in April 2013 with the Chinese company ICBC Financial Leasing Co, Ltd.

5.5 RELATED PARTY TRANSACTIONS

Relations with the SINOPACIFIC Group

The Chairman of the Board of Directors of BOURBON is a partner in the naval construction company Sinopacific, through JACCAR Holdings S.A., a 92.5% owned subsidiary of Cana Tera SAS. Mr. Jacques d'Armand de Chateauvieux is also a Director of Sinopacific. Ms. Lan Vo, a Director of BOURBON, is also a Director of Sinopacific.

Through its subsidiaries, BOURBON acquired 20 vessels from Sinopacific Group companies in 2013, for a total of US$385.6 million. As at December 31, 2013, there were current orders for 38 vessels. Orders amounted to US$998.4 million with prepayments generated of US$419.6 million, covered up to US$411.4 million by installment return guarantees granted by Sinopacific, as well as by bank guarantees.

Relations with PIRIOU and its subsidiaries

Mr. Christian Munier, director of BOURBON, is a director of HDC, a holding company for the Piriou group and of its subsidiaries, West Atlantic Shipyard, SEAS (Cong Ty Tnhh Dong Nam A), Piriou Ingénierie, Piriou Singapore Pte Ltd., Etablissements BOPP Treuils Jeb.

Through its subsidiaries, BOURBON acquired 17 vessels from Piriou, West Atlantic Shipyard, SEAS and Piriou Ingenierie in 2013, for a total of €23.2 million. As at December 31, 2013, there were current orders for 18 vessels (lifeboats). Orders amounted to €3.5 million with prepayments generated of €2.9 million.

In 2013, BOURBON, via its subsidiaries, ordered 4 FSIV-type vessels from SEAS and Piriou Singapore Pte Ltd. for €29.1 million, with prepayments of €1.9 million made at December 31, 2013, fully covered by a guarantee granted to BOURBON by Piriou for the return of the first down payment.

Through its subsidiaries, BOURBON ordered six sets of deck equipment and davits from Etablissements BOPP Treuils Jeb, with an option to purchase additional units, for an estimated €2.4 million. At December 31, 2013, three batches had been delivered for a total value of €1.2 million. Current orders are for three batches which generated prepayments of €1.1 million.

Relations with JACCAR HOLDINGS S.A.

The Chairman of the BOURBON Board of Directors is also the chairman of JACCAR Holdings S.A. Ms. Lan Vo, BOURBON director, is also a director of JACCAR Holdings S.A.

JACCAR Holdings S.A. invoices BOURBON SA for management services. For 2013, the amount (excluding taxes) of services billed stood at €0.36 million.

In 2013, BOURBON sold its shares in Bourbon Ben Luc to JACCAR Holdings S.A. and VN Infrastructure, a subsidiary of JACCAR Holdings S.A., for VND 82,530 million and VND 146,217 million respectively. This sale will be billed by JACCAR Holdings S.A. to BOURBON in the amount of US$0.1 million under the services agreement which governs the sale.

In 2013, BOURBON entrusted a management mandate for BOURBON BEN LUC to a Vietnamese subsidiary of JACCAR HOLDINGS S.A. BOURBON BEN LUC will pay remuneration equal to 5% of its pre-tax income. An invoice for VND 660 million will be issued for this agreement.

Relations with MARINE SAS

Mr. Christian Lefèvre, Chief Executive Officer and director of BOURBON, is also Chairman of Marine SAS.

Marine SAS bills Bourbon Management, a BOURBON subsidiary, for assistance and consultancy services to the general management and the various group companies in technical, management and economic activities in general, notably as regards their application in the maritime sector. For 2013, the value (excluding tax) of the services billed was €0.15 million.

5.6 EXECUTIVE COMPENSATION

The compensation of corporate officers is set by the Board of Directors on the recommendation of the Nominating, Compensation and Governance Committee.

- Mr. Jacques d'Armand de Chateauvieux, the Chairman of the Board of Directors, does not receive any direct compensation from BOURBON apart from Directors' fees. Mr. Jacques d'Armand de Chateauvieux is an employee of the JACCAR Holdings company, the managing holding company with a substantial stake in BOURBON and which, as such, receives management services.
- The compensation paid to the Chief Executive Officer and the Executive Vice Presidents has a fixed component and a component which is variable annually. Some years they are also allocated stock options or stock purchase options linked to performance.

For the fixed component, the Nominating, Compensation and Governance Committee strives in its recommendations to promote a compensation policy which reflects the responsibilities of each person and ensures that the compensation components fit the Group's overall compensation policy for executives in key positions. The committee also compares the consistency of the compensation policy with those of fellow SBF 120 companies of the same size and for similar positions, and with international companies operating in the same business sector.

For the variable component, the Board of Directors has been using for the last few years a calculation procedure based on the fixed component, and the variable component may reach up to 70% of the fixed component if the targets are exceeded. The criteria are reviewed yearly and partly aligned on the targets for the Group's key executives; these criteria are structured as follows: 40% of targets are operational (operational safety performance (TRIR [1], fleet availability rate), 60% are economic and financial performance targets linked to profitability, 20% are qualitative personal targets.

For 2013, the fixed compensation paid to the Chief Executive Officer and the Executive Vice Presidents, set according to the advice of the Nominating, Compensation and Governance Committee at the Board meeting of June 1,2012, remained unchanged.

At its March 3, 2014 meeting, the Board evaluated the performance of the Chief Executive Officer and the two Executive Vice Presidents, and after having heard the proposal of the Nominating, Compensation and Governance Committee, decided on the variable compensation to be granted for 2013. This component is 51% of the gross annual fixed compensation, compared to 45% for 2012.

5.6.1 Summary table of compensation and stock options allocated to each corporate officer (in euros)

Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors	Year 2012	Year 2013
Compensation due for the year	216,000	77,817
Variable long-term compensation allocated over the year	-	-
Value of the options granted during the year	-	-
Value of the performance stock granted during the year	-	-
TOTAL	**216,000**	**77,817**

Christian Lefèvre, Chief Executive Officer	Year 2012	Year 2013
Compensation due for the year	433,061	473,153
Variable long-term compensation allocated over the year	-	-
Value of the options granted during the year	-	233,600 [1]
Value of the performance stock granted during the year	-	-
TOTAL	**433,061**	**706,753**

Gaël Bodénès, Executive Vice President	Year 2012	Year 2013
Compensation due for the year	386,793	402,693
Variable long-term compensation allocated over the year	-	-
Value of the options granted during the year	-	175,200 [1]
Value of the performance stock granted during the year	-	-
TOTAL	**386,793**	**577,893**

Laurent Renard, Executive Vice President	Year 2012	Year 2013
Compensation due for the year	482,162	501,930
Variable long-term compensation allocated over the year	-	-
Value of the options granted during the year	-	175,200[1]
Value of the performance stock granted during the year	-	-
TOTAL	**482,162**	**677,130**

(1) The value of the options awarded was calculated on the day of the award using the Black & Scholes method based on the assumptions used for drawing up the consolidated financial statements before deferment of expenses. The methodology and calculation details can be found in sections 1.5.14 and 3.10 of the notes to the consolidated financial statements.

(1) TRIR: Total incidents per million hours worked based on a 24-hour day.

5.6.2 Summary table of the compensation paid to each executive corporate officer (in euros)

Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors	Year 2012		Year 2013	
	due for the year	paid over the year	due for the year	paid over the year
Fixed compensation[1]	197,000	197,000	62,817	62,817
Variable compensation	-	-	-	-
Variable long-term compensation	-	-	-	-
Exceptional compensation	-	-		
Directors' fees	19,000	15,000	15,000	19,000
Benefits in-kind				
TOTAL	**216,000**	**212,000**	**77,817**	**81,817**

Mr. Jacques d'Armand de Chateauvieux does not receive any direct compensation from BOURBON apart from Directors' fees.
JACCAR Holdings, of which Mr Jacques d'Armand de Chateauvieux is the Chairman, invoices BOURBON every year for services rendered. These services are subject to a regulated agreement which is described in the special report of the Statutory Auditors on regulated agreements and commitments.
(1) The fixed compensation amounts indicated in the table are the amounts paid by JACCAR Holdings, BOURBON's managing holding company, to Mr. Jacques d'Armand de Chateauvieux in his capacity as an employee of this company. For 2013, the amount indicated corresponds to an accumulation of retirement benefit obligations. BOURBON has been notified that, as of January 1, 2014, Mr. Jacques d'Armand de Chateauvieux is retired, and no longer has an employment contract.

Christian Lefèvre, Chief Executive Officer	Year 2012		Year 2013	
	due for the year	paid over year	due for the year	paid over year
Fixed compensation	240,000	240,000	240,000	240,000
Variable compensation[1]	176,208 [2]	45,306 [2]	214,200[2]	176,208[2]
Variable long-term compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Directors' fees for terms of office served in the Group	12,792	12,792	15,000	-
Benefits in kind[3]	4,061	4,061	3,953	3,953
TOTAL	**433,061**	**302,159**	**473,153**	**420,161**

Mr. Christian Lefèvre is also Chairman of the Marine SAS company. This company invoices a BOURBON subsidiary fees for specific technical services relating to the management of the fleet for the company, amounting to €150,000 per year. These services are subject to a regulated agreement which is described in the special report of the Statutory Auditors on regulated agreements and commitments.
(1) Variable compensation is payable the following year, after approval of the financial statements by the General Meeting.
(2) Directors' fees were deducted from the total variable compensation payable. The amount shown is the remainder paid or still outstanding.
(3) Company car.

Gaël Bodénès, Executive Vice President	Year 2012		Year 2013	
	due for the year	paid over the year	due for the year	paid over the year
Fixed compensation	265,000	265,000	265,000	265,000
Variable compensation(1)	114,939 (2)	66,000 (2)	135,150(2)	114,939(2)
Variable long-term compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Directors' fees for terms of office served in the Group	4,311	4,311	-	-
Benefits in kind(3)	2,543	2,543	2,543	2,543
TOTAL	**386,793**	**337,854**	**402,693**	**382,482**

(1) Variable compensation is payable the following year, after approval of the financial statements by the General Meeting.
(2) Directors' fees were deducted from the total variable compensation payable. The amount shown is the remainder paid or still outstanding.
(3) Company car.

Laurent Renard, Executive Vice President	Year 2012		Year 2013	
	due for the year	paid over the year	due for the year	paid over the year
Fixed compensation	330,000	330,000	330,000	330,000
Variable compensation(1)	135,708(2)	27,396(2)	168,300(2)	135,708(2)
Variable long-term compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Directors' fees for terms of office served in the group	12,792	12,792	-	-
Benefits in kind(3)	3,662	3,662	3,630	3,630
TOTAL	**482,162**	**373,850**	**501,930**	**469,338**

(1) Variable compensation is payable the following year, after approval of the financial statements by the General Meeting.
(2) Directors' fees were deducted from the total variable compensation payable. The amount shown is the remainder paid or still outstanding.
(3) Company car.

No supplementary pension scheme has been granted by BOURBON, nor any benefit in kind other than those mentioned in the tables above, for the Chief Executive Officer and for each of the two Executive Vice Presidents.

5.6.3 Commitments of any kind made by the Company to its corporate officers

Executive corporate officers covered by the AFEP-MEDEF recommendation	Employment contract		Supplementary pension scheme		Indemnity or benefits payable or potentially payable due to termination or change of function		Indemnities as a result of a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors Start date of term of office: 05/28/2013 End date of term of office: General Meeting called to approve the financial statements for the year ending 12/31/2015		x[1]		x		x		x
Christian Lefèvre, Chief Executive Officer Start date of term of office: 01/01/2014 End date of term of office: 12/31/2016	x[2]			x		x		x
Gaël Bodénès, Executive Vice President Start date of term of office: 01/01/2014 End date of term of office: 12/31/2016	Not applicable			x		x		x
Laurent Renard, Executive Vice President Start date of term of office: 01/01/2014 End date of term of office: 12/31/2016	Not applicable			x		x[3]		x

The AFEP-MEDEF Code of Corporate Governance, which BOURBON uses as a reference, recommends that companies put an end to the practice of corporate officers also holding employment contracts, but does not make this a requirement:

(1) The Chairman of the Board of Directors of BOURBON has an employment contract with Jaccar Holdings, the Group's managing holding company. This company bills BOURBON for its management services as managing holding company. On the basis of the information available to it, BOURBON's Board of Directors cannot prejudge any provisions of the employment contract between Jacques d'Armand de Chateauvieux and JACCAR Holdings and, as a result, terminate that contract, BOURBON has not given Mr. Jacques d'Armand de Chateauvieux any undertaking with regard to the non-renewal of his term of office as Chief Executive Officer. BOURBON has been notified that, as of January 1, 2014, Mr. Jacques d'Armand de Chateauvieux is retired, and no longer has an employment contract.

(2) The Board of Directors believes that there are no grounds for terminating the employment contract of Mr. Christian Lefèvre, CEO since January 1, 2011, due to his length of service with the Group. In fact, his term of office is merely an extension of the salaried duties performed by him since he joined the Group in 1982 and, for this reason, the Board of Directors believed that to terminate Mr. Christian Lefèvre's employment contract (within the subsidiary "Bourbon Management") would result in a loss of rights relating to his length of service with the Group. The CEO does not benefit from any special compensation clause in the event of departure. The same commitments made previously to Mr. Christian Lefèvre continue to apply to his new term of office.

(3) Mr. Laurent Renard is not entitled to any termination benefit under his term of office as corporate officer; however, his employment contract, dated before his appointment as Executive Vice President, contains a clause providing for benefits in the event of dismissal following a change of control of BOURBON.

5.6.4 Stock options exercised during the year by each Executive Director

Options exercised by Executive Directors	No. and date of plan	Number of options exercised during the year	Exercise price
Jacques d'Armand de Chateauvieux	-	-	-
Christian Lefèvre	-	-	-
Gaël Bodénès	-	-	-
Laurent Renard	-	-	-

5.7 SCOPE OF CONSOLIDATION

5.7.1 List of fully consolidated companies

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
BOURBON	Parent company		Parent company		France (Paris)
Aequo Animo Shipping Navegação Lda	100.00	100.00	100.00	100.00	Portugal (Madeira)
Antheor	(2)	100.00	(2)	100.00	France
Aries Marine Pte Ltd (ex Marine Network Asia Pte Ltd)	51.00	51.00	51.00	51.00	Singapore
Avracs	(2)	100.00	(2)	100.00	France
BON Crewing AS	100.00	100.00	100.00	100.00	Norway
BON Management AS	100.00	100.00	100.00	100.00	Norway
Bourbon AD2	100.00	100.00	100.00	100.00	France
Bourbon AD3	100.00	100.00	100.00	100.00	France
Bourbon AD4	100.00	100.00	100.00	100.00	France
Bourbon Asia Asset Pte Ltd	100.00	100.00	100.00	100.00	Singapore
Bourbon Assets Singapore Pte Ltd	100.00	0.00	100.00	0.00	Singapore
Bourbon Assistance	100.00	100.00	100.00	100.00	France (Reunion)
Bourbon Baltic Ltd Liability Company	100.00	100.00	100.00	100.00	Russia
Bourbon Ben Luc Shareholding Company	(3)	100.00	(3)	99.81	Vietnam
Bourbon Black Sea	100.00	0.00	100.00	0.00	Romania
Bourbon Brazil Participações	100.00	100.00	100.00	100.00	Brazil
Bourbon Capital	100.00	100.00	100.00	100.00	Luxembourg
Bourbon Capital Holdings USA	100.00	100.00	100.00	100.00	United States
Bourbon China Group Ltd	100.00	100.00	100.00	100.00	China
Bourbon East Asia Private Limited	90.00	90.00	90.00	90.00	Singapore
Bourbon Far East Pte Ltd	100.00	100.00	100.00	100.00	Singapore
Bourbon Gaia Supply	100.00	100.00	100.00	100.00	France
Bourbon Interoil Nigeria Ltd	40.00	40.00	40.00	40.00	Nigeria
Bourbon Labuan Asset	100.00	0.00	100.00	0.00	Malaysia
Bourbon Logistic Nigeria Limited	100.00	100.00	100.00	100.00	Nigeria
Bourbon Logistics Indonesia	100.00	100.00	95.00	95.00	Indonesia
Bourbon Management (ex CFG)	100.00	100.00	100.00	100.00	France
Bourbon Marine Services Austral	100.00	100.00	100.00	100.00	Mauritius
Bourbon Marine Services Greenmar	100.00	100.00	100.00	100.00	Mauritius
Bourbon Maritime	100.00	100.00	100.00	100.00	France
Bourbon Offshore (ex Holding)	100.00	100.00	100.00	100.00	France
Bourbon Offshore Asia Pte Ltd	90.00	90.00	90.00	90.00	Singapore
Bourbon Offshore Associates	100.00	100.00	100.00	100.00	United States
Bourbon Offshore Craft	100.00	100.00	100.00	100.00	France
Bourbon Offshore DNT (ex DNT Offshore)	100.00	100.00	100.00	100.00	Italy
Bourbon Offshore DNT Asia Pte Ltd	100.00	100.00	100.00	100.00	Singapore
Bourbon Offshore Gaia	100.00	100.00	100.00	100.00	France
Bourbon Offshore Greenmar	100.00	100.00	100.00	100.00	Switzerland
Bourbon Offshore Gulf	60.00	60.00	60.00	60.00	Bahrain (Manama)
Bourbon Offshore India Private Ltd	100.00	100.00	100.00	100.00	India
Bourbon Offshore Interoil Shipping-Navegação Lda	55.00	55.00	55.00	55.00	Portugal (Madeira)

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
Bourbon Offshore IV AS	89.00	89.00	89.00	89.00	Norway
Bourbon Offshore IV KS	90.10	90.10	89.00	89.00	Norway
Bourbon Offshore Labuan Ltd	90.00	90.00	90.00	90.00	Malaysia
Bourbon Offshore Maritima (ex Delba Maritima Navegação)	100.00	100.00	100.00	100.00	Brazil
Bourbon Offshore Mitra SDN BHD	100.00	100.00	90.00	90.00	Malaysia
Bourbon Offshore MMI	100.00	100.00	100.00	100.00	United Arab Emirates
Bourbon Offshore Norway AS	100.00	100.00	100.00	100.00	Norway
Bourbon Offshore Pacific Pty Ltd	90.00	90.00	90.00	90.00	Australia
Bourbon Offshore Surf	100.00	100.00	100.00	100.00	France
Bourbon Offshore Triangle	70.00	70.00	70.00	70.00	Egypt
Bourbon Offshore Trinidad Ltd	100.00	100.00	100.00	100.00	Trinidad
Bourbon Offshore Ukraine (ex Bourbon Marine Services Ukraine)	80.00	80.00	80.00	80.00	Ukraine
Bourbon PS	100.00	100.00	100.00	100.00	France
Bourbon Salvage investments	100.00	100.00	100.00	100.00	France
Bourbon Services Luxembourg SARL	100.00	100.00	100.00	100.00	Luxembourg
Bourbon Ships AS	100.00	100.00	100.00	100.00	Norway
Bourbon Sourcing and Trading Pte Ltd (ex BOURBON Training Center Asia Pte Ltd)	100.00	100.00	100.00	100.00	Singapore
Bourbon Subsea PS (ex Bourbon AD1)	100.00	100.00	100.00	100.00	France
Bourbon Subsea Services	100.00	100.00	100.00	100.00	France
Bourbon Subsea Services Investments	100.00	100.00	100.00	100.00	France
Bourbon Supply Asia Pte Ltd	100.00	90.00	100.00	90.00	Singapore
Bourbon Supply Investissements	100.00	100.00	100.00	100.00	France
BOURBON Training Center & Simulator Pte Ltd	100.00	100.00	100.00	100.00	Singapore
Brindor	(2)	100.00	(2)	100.00	France
Buana Jasa Bahari Pte Ltd	100.00	100.00	100.00	100.00	Singapore
Caroline 8 SAS	100.00	100.00	100.00	0.00	France
Caroline 20	100.00	100.00	0.00	0.00	France
Caroline 21	100.00	100.00	0.00	0.00	France
Caroline 22	100.00	100.00	0.00	0.00	France
Caroline 23	100.00	100.00	0.00	0.00	France
Cemtaf (ex Tribor)	100.00	100.00	100.00	100.00	France
Centre de Formation Offshore Pétrolier Bourbon-Hydro Marseille	100.00	100.00	100.00	100.00	France
Cusack	100.00	0.00	100.00	0.00	Uruguay
Delba Operadora de Apoio Maritimo	100.00	100.00	100.00	100.00	Brazil
Elbuque-Shipping LDA	100.00	100.00	51.00	51.00	Portugal (Madeira)
Endeavor	100.00	100.00	100.00	100.00	France
Financière Bourbon	100.00	100.00	100.00	100.00	France
Gestion SB GIE	(1)	92.86	(1)	92.86	France (Reunion)
GIE Abeille Bourbon	(1)	100.00	(1)	100.00	France
GIE AHTS 610 Bourbon Sagitta	100.00	100.00	100.00	100.00	France
GIE Surfer 2005 Bis	(1)	100.00	(1)	100.00	France
GIE Surfer 2006 Bis	100.00	100.00	100.00	100.00	France
Grena-Navegaçâo LDA	100.00	100.00	100.00	100.00	Portugal (Madeira)

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
Handy Shipping AG	99.95	99.95	99.95	99.95	Switzerland
Inebolu Petroleum Marine Services Ltd Company	100.00	100.00	100.00	100.00	Turkey
Jade-Navegação LDA	100.00	100.00	100.00	100.00	Portugal (Madeira)
Lastro-Companhia Internacional de Navegação LDA	100.00	100.00	100.00	100.00	Portugal (Madeira)
Latin quarter-Serviços Maritimos Internacionais LDA	100.00	100.00	51.00	51.00	Portugal (Madeira)
Les Abeilles	100.00	100.00	100.00	100.00	France
Liberty 233 SNC	100.00	100.00	0.00	0.00	France
Liberty 234 SNC	100.00	100.00	0.00	0.00	France
Mastshipping-Shipping LDA	100.00	100.00	51.00	51.00	Portugal (Madeira)
Navegaceano-Shipping LDA	100.00	100.00	51.00	51.00	Portugal (Madeira)
Navegacion Costa Fuera	49.00	49.00	49.00	49.00	Mexico
Naviera Bourbon Tamaulipas	49.00	49.00	49.00	49.00	Mexico
Onix Participaçoes e Investimentos, Sociedade Unipessoal Lda	100.00	100.00	100.00	100.00	Portugal (Madeira)
Pearlor	(2)	100.00	(2)	100.00	France
Perestania	100.00	0.00	100.00	0.00	France
Placements Provence Languedoc	100.00	100.00	100.00	100.00	France
PT Surf Marine Indonesia	100.00	100.00	49.00	49.00	Indonesia
Saint Nikolas (ex Setaf)	100.00	100.00	100.00	100.00	France
Sefor	(2)	100.00	(2)	100.00	France
Servicios y Apoyos Maritimos	49.00	49.00	49.00	49.00	Mexico
SGSP International	100.00	100.00	51.00	51.00	France
Shangor	(2)	100.00	(2)	100.00	France
SNC AHTS 1	100.00	100.00	100.00	100.00	France
SNC Altair	100.00	100.00	0.00	0.00	France
SNC Bourbon Alienor (ex B.L. 230)	100.00	100.00	100.00	100.00	France
SNC Bourbon Amilcar	100.00	100.00	100.00	100.00	France
SNC Bourbon Arcadie (ex B.L. 201)	100.00	100.00	100.00	100.00	France
SNC Bourbon Auroch	100.00	100.00	100.00	100.00	France
SNC Bourbon Bison	100.00	100.00	100.00	100.00	France
SNC BOURBON CE Fulmar	100.00	0.00	0.00	0.00	France
SNC Bourbon CE Petrel	100.00	0.00	0.00	0.00	France
SNC BOURBON CGG (ex. B. Petrel, ex TBN 7)	100.00	100.00	100.00	100.00	France
SNC Bourbon Diamond	100.00	100.00	100.00	100.00	France
SNC Bourbon Enterprise	100.00	100.00	100.00	100.00	France
SNC Bourbon Evolution 802	100.00	100.00	100.00	100.00	France
SNC Bourbon Evolution 803	100.00	100.00	100.00	100.00	France
SNC Bourbon Hamelin	100.00	100.00	100.00	100.00	France
SNC Bourbon Herald	100.00	100.00	100.00	100.00	France
SNC Bourbon Himalaya	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 105	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 110	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 111	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 115	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 119 (ex B.L. 117)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 120 (ex B.L. 118)	100.00	100.00	100.00	100.00	France

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
SNC Bourbon Liberty 205	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 207	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 216	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 218	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 221 (ex B.L. 222)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 225	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 226	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 227	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 228	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 229	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 232	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 235 (ex B.L. 122)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 236	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 237 (ex B.L. 234)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 238	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 243	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 244	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 245	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 247 (ex B.L. 121)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 248 (ex B.L. 239)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 249 (ex B.L. 233)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 251 (ex SNC Bourbon Artabaze)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 252	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 253	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 305 (ex TBN 3)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 306 (ex TBN 4)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 307 (ex TBN 5)	100.00	100.00	100.00	100.00	France
SNC Bourbon Liberty 308 (ex TBN 2 ex 303)	100.00	100.00	100.00	100.00	France
SNC Bourbon Pearl	100.00	100.00	100.00	100.00	France
SNC Bourbon Ruby	100.00	100.00	100.00	100.00	France
SNC Bourbon Sapphire	100.00	100.00	100.00	100.00	France
SNC Bourbon Sirocco (ex TBN 6)	100.00	100.00	100.00	100.00	France
SNC Bourbon Supporter	100.00	100.00	100.00	100.00	France
SNC Bourbon Themis	100.00	100.00	100.00	100.00	France
SNC Bourbon Yack	100.00	100.00	100.00	100.00	France
SNC B.P.S. (ex TBN 9)	100.00	100.00	100.00	100.00	France
SNC B.S.P.S. (ex TBN 11)	100.00	100.00	100.00	100.00	France
SNC Liberty 201	100.00	100.00	0.00	0.00	France
SNC Liberty 204	100.00	100.00	0.00	0.00	France
SNC Liberty 212	100.00	100.00	0.00	0.00	France
SNC Liberty CE 121	100.00	100.00	0.00	0.00	France
SNC Liberty CE 122	100.00	100.00	0.00	0.00	France
SNC Liberty CE 217	100.00	100.00	0.00	0.00	France
SNC Liberty CE 223	100.00	100.00	0.00	0.00	France
SNC Liberty CE 239	100.00	100.00	0.00	0.00	France
SNC Liberty CE 241	100.00	100.00	0.00	0.00	France

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
SNC Liberty CE 303	100.00	100.00	0.00	0.00	France
SNC Liberty CE 304	100.00	100.00	0.00	0.00	France
SNC Surfer 2007	100.00	100.00	100.00	100.00	France
SNC Surfer 2007 bis	100.00	100.00	100.00	100.00	France
SNC Surfer 2008	100.00	100.00	100.00	100.00	France
SNC Surfer 2008 TT	100.00	100.00	100.00	100.00	France
SNC Surfer 2009	100.00	100.00	100.00	100.00	France
SNC Surfer 2009 TT	100.00	100.00	100.00	100.00	France
SNC Surfer 2010	100.00	100.00	100.00	100.00	France
SNC Surfer 2011 (ex Surfer 2010 TT)	100.00	100.00	100.00	100.00	France
SNC Surfer 2012	100.00	100.00	100.00	100.00	France
SNC Surfer 2013	100.00	0.00	100.00	0.00	France
SNC Surfer 3603 (ex TBN 1)	100.00	100.00	100.00	100.00	France
SNC Surfer 325	100.00	100.00	100.00	100.00	France
SNC TBN8	100.00	100.00	100.00	100.00	France
SNCT BN10	100.00	100.00	100.00	100.00	France
Sonasurf Internacional-Shipping LDA	51.00	51.00	51.00	51.00	Portugal (Madeira)
Sonasurf Jersey LIMITED	100.00	100.00	51.00	51.00	Jersey
Sopade (Sté participation développement SAS)	100.00	100.00	100.00	100.00	France (Reunion)
Sunor	(2)	100.00	(2)	100.00	France
Thermidor (ex Babor)	(2)	100.00	(2)	100.00	France
Toesa	100.00	100.00	100.00	100.00	Uruguay
VSSA Limited	100.00	100.00	100.00	100.00	Malta

(1) Liquidation / Dissolution.
(2) Companies absorbed in Saint Nikolas.
(3) Company sold in 2013.

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5.7.2 List of proportionately consolidated companies

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
Bourbon Gulf	49.00	49.00	49.00	49.00	Qatar
EPD (Yangzhou) Electronic Power Design, Co, Ltd	50.00	50.00	50.00	50.00	China
EPD Horizon Pte Ltd	50.00	50.00	50.00	50.00	Singapore
EPD Singapore Services Pte Ltd	50.00	50.00	50.00	50.00	Singapore
EPD Asia Group Ltd	50.00	50.00	50.00	50.00	United States
Oceanteam Bourbon Spares & Equipments AS	50.00	50.00	50.00	50.00	Norway
Oceanteam Bourbon 101 AS	50.00	50.00	50.00	50.00	Norway
Oceanteam Bourbon 4 AS	50.00	50.00	50.00	50.00	Norway
Sonasurf (Angola) – Companhia de Serviços Maritimos, LDA	50.00	50.00	50.00	50.00	Angola
Southern Transformers & Magnetics	50.00	50.00	50.00	50.00	United States

5.7.3 List of companies consolidated using the equity method

	% of capital control held directly or indirectly		% stake in the capital held directly or indirectly		
	2013	2012	2013	2012	Country
Bourbon Marine Services Manila Inc.	24.98	24.98	24.98	24.98	Philippines
Jackson Offshore LLC	24.50	24.50	24.50	24.50	United States

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (FISCAL YEAR ENDED DECEMBER 31, 2013)

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you, for the year ended December 31, 2013, on:

- the audit of the accompanying consolidated financial statements of BOURBON Company;
- the justification of our assessments;
- the specific verification required by law.

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

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2012 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

II. JUSTIFICATION OF OUR ASSESSMENTS

The accounting estimates used in the preparation of the consolidated financial statements were made in an uncertain environment, linked to the crisis of government funds of some countries of the Eurozone. This crisis is accompanied by an economic and liquidity crisis which makes difficult the apprehension of economic prospects. It is in this context that, pursuant to the provisions of Article L. 823-9 of the French Commercial Code, we have performed our own assessments and submit to you the following information:

At each year-end, the Company systematically tests its goodwill, under the methods described in note 1.4 "Use of estimates and assumptions – Impairment test on goodwill" of the notes of the consolidated financial statements, goodwill which have been allocated to the cash generating unit at the lowest level at which this goodwill are monitored for internal management purposes. In this way, the vessels whose net book value in the Balance Sheet is about €2,298.9 million as at December 31, 2013 and which were part of Cash Generating Units tested, have been tested thus for impairment using the methods described in note 1.5.6 "Property, plant and equipment" of the notes to the consolidated financial statements.

We have examined the methods implemented in this impairment test, based on independent experts' valuations reviewed by Group management and we have verified that note 1.5.6 "Property, plant and equipment" of the notes of the consolidated financial statements discloses appropriate information. Furthermore, based on the information available to date, we performed tests to check the application of this approach using sampling techniques.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC CHECK

As required by law, we have also verified in accordance with professional standards applicable in France the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants	
Alexandre BRISSIER	**Hugues DESGRANGES**

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COMPANY FINANCIAL STATEMENTS

The Kianda, offshore terminal tug, involved in a tanker towing operation.

PARENT COMPANY BALANCE SHEET

Assets *(in € thousands)*	At 12/31/2013 Gross	Depreciation, amortization and provisions	Net	12/31/2012 Net
I. FIXED ASSETS				
Intangible assets				
Other intangible assets	-	-	-	-
Property, plant and equipment				
Land	-	-	-	-
Buildings	-	-	-	-
Other property, plant and equipment	-	-	-	-
Property, plant and equipment in progress	-	-	-	-
Long-term financial assets				
Equity interests	42,514	8	42,506	47,209
Receivables from non-consolidated companies	-	-	-	-
Loans	-	-	-	-
TOTAL I	**42,514**	**8**	**42,506**	**47,209**
II. CURRENT ASSETS				
Inventories				
In progress	-	-	-	-
Advances and installments on orders	**-**	**-**	**-**	**2**
Accounts receivable				
Trade and other receivables	148	142	6	5
Other receivables	717,656	-	717,656	705,702
Other				
Marketable securities	75,818	19,166	56,651	58,718
Cash and cash equivalents	1,220	-	1,220	796
Prepaid expenses	76	-	76	79
TOTAL II	**794,918**	**19,308**	**775,610**	**765,302**
Currency translation difference – assets	-	-	-	-
TOTAL ASSETS	**837,432**	**19,316**	**818,116**	**812,511**

Liabilities *(in € thousands)*	**12/31/2013**	**12/31/2012**
I. SHAREHOLDERS' EQUITY		
Capital stock	47,361	43,055
Additional paid-in capital	48,277	52,582
Legal reserve	7,878	7,878
Regulated reserves	15,395	15,395
Other reserves	481,012	481,012
Retained earnings	153,621	136,468
Profit (loss) for the year	52,784	70,516
TOTAL I	**806,328**	**806,906**
II. PROVISIONS FOR RISKS AND CONTINGENCIES		
For risks	3,139	2,163
For contingencies	4,215	2,135
TOTAL II	**7,354**	**4,298**
III. LIABILITIES		
Bank borrowings	-	-
Other borrowings and financial liabilities	-	-
Trade and other payables	2,378	840
Tax and social security liabilities	1	1
Fixed asset and other payables	-	-
Other liabilities	2,055	466
Deferred income	-	-
TOTAL III	**4,434**	**1,307**
Currency translation difference – liabilities	-	-
TOTAL LIABILITIES	**818,116**	**812,511**

INCOME STATEMENT

(in € thousands)	2013	2012
I. OPERATING INCOME		
Income from services	-	-
Revenue	**-**	**-**
Reversals of provisions (and amortizations), expense transfers	122	-
Other income	-	-
TOTAL I	**122**	**-**
II. OPERATING EXPENSES		
Other purchases and external expenses	6,389	2,757
Taxes and similar levies	1,187	538
Social security contributions	1	1
Provisions for amortization	-	-
Provisions for current assets	-	-
Provisions for risks and contingencies	-	122
Other expenses	266	196
TOTAL II	**7,843**	**3,614**
OPERATING RESULT	**(7,721)**	**(3,614)**
III. FINANCIAL PROFIT (LOSS)		
Financial income from investments	57,616	60,837
Income from other securities and fixed asset receivables	-	-
Other interest receivable and similar income	414	3,036
Reversals of provisions and expense transfers	1,707	556
Foreign exchange gains	1	-
Net income from sale of securities	-	-
TOTAL III	**59,738**	**64,429**
IV. FINANCIAL EXPENSES		
Depreciation allowance and provisions	1,681	-
Interest and similar expenses	79	1
Foreign exchange losses	1	3
Net loss from sale of securities	-	-
TOTAL IV	**1,761**	**4**
NET FINANCIAL INCOME / (LOSS)	**57,977**	**64,425**
INCOME FROM CURRENT OPERATIONS	**50,256**	**60,811**
V. NON-RECURRING INCOME		
Income from management operations	-	-
Income from capital transactions	8,130	688
Reversals of provisions and expense transfers	96	-
TOTAL V	**8,226**	**688**
VI. NON-RECURRING EXPENSES		
Expenses on management operations	-	-
Expenses on capital transactions	6,745	699
Amortization, depreciation and provisions	3,275	2,401
TOTAL VI	**10,020**	**3,100**
NON-RECURRING PROFIT (LOSS)	**(1,794)**	**(2,412)**
VII. INCOME TAX	**(4,320)**	**(12,117)**
Total income	68,086	65,117
Total expenses	(15,303)	(5,399)
PROFIT (LOSS) FOR THE YEAR	**52,784**	**70,516**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Notes to the balance sheet before appropriation of earnings for the year ended December 31, 2013, showing a total of €818,116 thousand and to the comprehensive income statement for the year, presented in the form of a list and showing a profit of €52,784 thousand.

The fiscal year covered a period of 12 months from January 1, 2013 to December 31, 2013.

The notes and tables presented below form an integral part of the annual financial statements.

The annual financial statements were approved by the Board of Directors on March 3, 2014.

1/ Accounting policies and methods

The annual financial statements for the fiscal year ended December 31, 2013 have been prepared and presented in accordance with the provisions of the French Commercial Code, the Accounting Decree of November 29, 1983, respecting the principle of prudence and independence of fiscal years and assuming operating continuity.

The presentation of the annual financial statements takes into account the provisions of Regulation 99-03 of the Accounting Regulatory Committee.

The method used when stating the value of items in the financial statements is the historical cost method.

2/ Shareholders' equity

2.1 CAPITAL STOCK STRUCTURE

As at December 31, 2013, the capital stock, totaling €47,360,582, is divided into 74,559,688 shares. The change in the capital stock is as follows:

	Number of shares	€ thousands
Share capital at December 31, 2006	50,195,528	31,883
Options exercised between January 1, 2007 and May 31, 2007	6,957	5
Capital increase by issuance of bonus shares through the capitalization of paid-in capital (one bonus share for ten existing shares) following the Combined General Meeting of May 29, 2007	5,020,247	3,189
Options exercised between June 1, 2007 and December 31, 2007	238,570	152
Capital increase by issuance of bonus shares through the capitalization of paid-in capital (one bonus share for ten existing shares held) following the Combined General Meeting of June 3, 2009	5,546,130	3,523
Options exercised between January 1, 2009 and June 3, 2009	33,880	22
Capital increase through the capitalization of paid-in capital following the granting of bonus shares to employees on November 2, 2009	76,824	49
Options exercised between June 3, 2009 and December 31, 2009	69,090	44
Options exercised between January 1, 2010 and March 31, 2010	34,775	22
Capital increase through the capitalization of paid-in capital following the granting of bonus shares to employees on November 2, 2009	1,463	1
Options exercised between April 1, 2010 and December 31, 2010	309,081	197
Options exercised between January 1, 2011 and June 1, 2011	24,269	16
Capital increase by issuance of bonus shares through the capitalization of paid-in capital (one bonus share for ten existing shares held) following the Combined General Meeting of June 1, 2011	6,155,681	3,910
Capital increase through the capitalization of paid-in capital following the granting of bonus shares to employees on November 2, 2011	46,284	29
Options exercised between June 1, 2011 and November 2, 2011	22,756	14
Capital increase by issuance of bonus shares through the capitalization of paid-in capital (one bonus share for ten existing shares) following the Combined General Meeting of May 28, 2013	6,778,153	4,305
Share capital at December 31, 2013	**74,559,688**	**47,361**

Following the decision taken by the Extraordinary General Meeting on May 29, 2007, the capital stock was increased by €3,188,879, from €31,888,801 to €35,077,680 through the capitalization of a portion of the paid-in capital. This capital increase was completed by the issuance of 5,020,247 shares allotted to shareholders in the ratio of one new share for ten existing shares.

The raising of options exercised in 2007 resulted in the issuance of 245,527 shares and a capital increase of €155,960. The excess subscription price over the par value was recognized as a share premium in the amount of €1,795,735.

Following the decision taken by the Extraordinary General Meeting on June 3, 2009, the capital stock was increased by €3,522,922, from €35,229,221 to €38,752,143, through the capitalization of a portion of the paid-in capital. This capital increase was completed by the issuance of 5,546,130 new shares allotted to shareholders in the ratio of one new share for ten existing shares.

The raising of options exercised in 2009 resulted in the issuance of 102,970 shares and a capital increase of €65,407. The excess subscription price over the par value was recognized as a share premium in the amount of €1,728,930.

On November 2, 2009, the issuance of bonus shares to beneficiary employees meeting the criteria used by the Board of Directors of August 27, 2007 led to a capital increase of €48,799 through the capitalization of a portion of the paid-in capital. This capital increase was completed by the issuance of 76,824 new shares.

The raising of options exercised in 2010 resulted in the issuance of 343,856 shares and a capital increase of €218,417. The excess subscription price over the par value was recognized as a share premium in the amount of €7,255,299.

Following the decision taken by the Extraordinary General Meeting on June 1, 2011, the capital stock was increased by €3,910,110, from €39,101,110 to €43,011,221, through the capitalization of a portion of the paid-in capital. This capital increase was completed by the issuance of 6,155,681 new shares allotted to shareholders in the ratio of one new share for ten existing shares.

The raising of options exercised in 2011 resulted in the issuance of 47,025 shares and a capital increase of €29,870. The excess subscription price over the par value was recognized as a share premium in the amount of €1,051,361.

On November 2, 2011, the issuance of bonus shares to beneficiary employees meeting the criteria used by the Board of Directors of August 27, 2007 led to a capital increase of €29,400 through the capitalization of a portion of the paid-in capital. This capital increase was completed by the issuance of 46,284 new shares.

Following the decision taken by the Extraordinary General Meeting on May 28, 2013, the capital stock was increased by €4,305,507 from €43,055,075 to €47,360,582 through the capitalization of a portion of the paid-in capital. This capital increase was completed by the issuance of 6,778,153 new shares allotted to shareholders in the ratio of one new share for ten existing shares.

Class of securities	Number of securities		
	At year-end	Issued during the year	Reimbursed during the year
Ordinary shares	74,559,688	6,778,153	-

▸ NUMBER OF VOTING RIGHTS AT DECEMBER 31, 2013:

Number of shares outstanding	74,559,688
Of which number of treasury shares with no voting rights	2,965,102
Number of shares with voting rights	71,594,586

2.2 CHANGES IN EQUITY

(in € thousands)	Capital stock	Share premiums	Reserves and retained earnings	Profit (loss) for the year	Total
Balance as at December 31, 2012 before appropriation of earnings	**43,055**	**52,582**	**640,753**	**70,516**	**806,906**
Capital increase	4,306	(4,306)	-	-	-
Appropriation of 2012 earnings	-	-	70,516	(70,516)	-
Dividends paid	-	-	(53,363)	-	(53,363)
Profit (loss) for the period	-	-	-	52,784	52,784
Other changes	-	-	-	-	-
BALANCE AS AT DECEMBER 31, 2013 BEFORE APPROPRIATION OF EARNINGS	**47,361**	**48,277**	**657,906**	**52,784**	**806,328**

3/ Stock option (subscription or purchase) plans, bonus share award plans

3.1 STOCK OPTION PLANS

BOURBON issued ten stock option plans, five of which were in force as at December 31, 2013, representing at that date 5,607,925 stock options. Their main features are shown in the table below:

	December 2008	September 2009	December 2011	November 2012	December 2013
Date of authorization by the Combined General Meeting	May 30, 2008	May 30, 2008	June 1, 2011	June 1, 2011	June 1, 2011
Date of authorization by the Board of Directors	December 8, 2008	August 24, 2009	December 5, 2011	November 30, 2012	December 2, 2013
Number of stock options authorized	47,384	2,339,535	2,789,050	29,700	1,037,000
Total number of allotted stock options adjusted as at 12/31/2013	27,419	1,964,556	2,549,250	29,700	1,037,000
Number of beneficiaries	50	895	1,153	2	68
Start date	December 2012	September 2013	December 2015	November 2016	December 2017
Expiration date	December 2014	September 2015	December 2017	November 2018	December 2019
Subscription price in euros adjusted as at 12/31/2013	€15.78	€26.12	€18.18	€19.82	€19.68
Subscription price in euros (before adjustment)	€21.00	€31.60	€20.00	€21.80	€19.68

N.B.: the only ground for early exercise is the death of the employee.

3.2 BONUS SHARE AWARD PLANS

The Combined General Meeting of June 1, 2011 authorized the Board of Directors, in its eighteenth extraordinary resolution, in accordance with and under the conditions stipulated in Articles L. 225-197-1 to L. 225-197-5 of the French Commercial Code, to allocate, in one or several stages, to salaried Company employees or certain categories among them, and/or to the directors referred to in Article L. 225–197–1 II of the French Commercial Code, and to salaried personnel and directors of the companies or economic interest groupings linked to the Company under the conditions outlined in Article L. 225-197-2 of the French Commercial Code, free Company shares, existing or new.

Pursuant to this authorization, at its meeting held on December 2, 2013, the Board of Directors of BOURBON decided to grant bonus shares, contingent upon performance criteria, to certain categories of employee representing 2,103 beneficiaries.

The main features and assumptions used were as follows:

	December 2013
Date of authorization by the Combined General Meeting	June 1, 2011
Date of authorization by the Board of Directors	December 2, 2013
Total number of allotted bonus shares adjusted as at 12/31/2013	767,400
Number of beneficiaries	2,103

N.B.: Only grounds for early exercise are the death or disability (subject to certain conditions) of the employee.

4/ Gross long-term financial assets

Equity interests were valued at their purchase price (historical cost method), excluding the costs incurred in their acquisition.

At year-end, the inventory value of the shares is based on the percentage of equity held, adjusted to take any unrealized gains or losses into account. For corporate securities listed on a regulated market, the inventory value applied corresponds to the average price over the last month. The inventory value of securities in foreign currency is converted at the exchange rate on the closing date.

Where necessary, the gross value of the securities was adjusted to this inventory value by applying a provision.

Where a portion of a set of securities conferring the same rights is sold, the entry value of the sold portion is estimated using the "FIFO" method (first in, first out).

The change in gross long-term financial assets can be analyzed as follows:

(in € thousands)	12/31/2013	Increases	Decreases	12/31/2012
Equity interests	42,514	-	(6,409)	48,923
Receivables from non-consolidated companies	-	-	-	-
TOTAL	**42,514**	**-**	**(6,409)**	**48,923**

The drop in "equity interests" over the year was mainly due to the disposal of Bourbon Ben Luc shares.

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5/ Provisions

A provision is recognized where there exists an obligation towards a third party and it is likely or certain that this obligation will result in an outflow of resources in favor of that third party without receiving at least an equivalent value in exchange. Provisions are calculated in the amount corresponding to the best estimation of the outflow of resources needed to extinguish the liability.

(in € thousands)	12/31/2013	Increases	Decreases	12/31/2012
Provisions for risks and contingencies:				
Provisions for guarantee of liabilities on sales of investments[1]	721	-	(96)	817
Provisions for foreign exchange losses	-	-	-	-
Provisions for taxes[2]	4,215	2,081	-	2,135
Other provisions for risks and contingencies[3]	2,418	1,194	(122)	1,346
sub-total	**7,354**	**3,275**	**(218)**	**4,298**
Provisions for impairment:				
Equity interests[4]	8	-	(1,706)	1,714
Accounts receivable	142	-	-	142
Current accounts	-	-	-	-
Marketable securities[5]	19,166	1,681	-	17,485
sub-total	**19,316**	**1,681**	**(1,706)**	**19,341**
TOTAL	**26,670**	**4,956**	**(1,924)**	**23,639**
Of which allowances and reversals:				
- from operating activities			(122)	
- financial		1,681	(1,707)	
- non-recurring		3,275	(96)	

(1) The balance as of December 31, 2013 corresponds to the balance of a liability guarantee relating to company disposals made previously.
(2) The provision of €2,081 thousand recognized in 2013 corresponds to an additional tax provision subsequent to the initial findings of the tax audit, in addition to the provisions recognized in 2012.
(3) Similarly, the provisions recognized in 2013 correspond to a €1,194 thousand additional provision for fines and penalties in relation to the fiscal years audited, increasing the total of this provision to €1,460 thousand. The €123 thousand provision for risks relating to company disposals made previously was reversed in full in 2013. The balance corresponds to risks relating to prior real estate transactions.
(4) Following the disposal of Bourbon Ben Luc shares, the provision for impairment recognized previously was reversed in full in 2013.
(5) The provision for impairment of marketable securities relates to the treasury shares owned by the Company as of December 31, 2013 (see Note 8).

6/ Receivables and liabilities

Receivables and liabilities were valued at their par value. Provisions for impairment of receivables were recognized to compensate for any risks of non-recovery.

(in € thousands)	Gross amount	Up to 1 year	More than 1 year
Accounts receivable:			
Other trade receivables	147	147	-
Income tax	171	171	-
Group and associates[1]	715,470	715,470	-
Sundry receivables	2,015	2,015	-
Prepaid expenses	76	76	-
TOTAL	**717,880**	**717,880**	-

(1) "Group and associates" receivables mainly refer to a current account advance in the amount of €713 million.

(in € thousands)	Gross amount	Up to 1 year	1 to 5 years	More than 5 years
Liabilities:				
Bank borrowings				
- falling due less than 1 year after contracted	-	-	-	-
- falling due more than 1 year after contracted	-	-	-	-
Borrowings and other financial liabilities	-	-	-	-
Trade and other payables	2,378	2,378	-	-
Other taxes and similar payments	1	1	-	-
Debt on non-current assets	-	-	-	-
Group and associates	-	-	-	-
Other liabilities	2,055	2,055	-	-
TOTAL	**4,434**	**4,434**	-	-

7/ Advances to directors

In accordance with Articles L. 225-43 and L. 223-21 of the French Commercial Code, no loans or advances were granted to directors of the Company.

8/ Marketable securities

Marketable securities at December 31, 2013 correspond solely to treasury shares. They were valued on the closing date based on the average trading price for December 2013. A provision for impairment is recorded when the cost of acquiring the shares is higher than this price.

The Combined General Meeting of June 1, 2012 authorized the Company to buy back its own shares within the limit of 10% of the share capital. CM CIC Securities is responsible for managing the liquidity contract, according to the “AMAFI charter” (2,357 shares at December 31, 2013).

The statement of treasury shares held at the end of the year is as follows:

(in € thousands)	Number of shares	Gross Values	Provisions	Net Values
Excluding liquidity contract(1)	2,962,745	75,772	(19,166)	56,606
Liquidity contract	2,357	46	(1)	45
TOTAL	**2,965,102**	**75,818**	**(19,166)**	**56,651**

(1) These shares are intended to cover share purchase options or any other employee shareholding scheme.

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9/ Cash and cash equivalents

Cash held in banks was valued at its par value, *i.e.* €1,220 thousand.

10/ Deferred income and expenses

(in € thousands)	12/31/2013	12/31/2012
Prepaid expenses	76	79
Deferred income	-	-
TOTAL	**76**	**79**

Deferred expenses refer to the account operation payment to CM CIC Securities and a levy relative to 2014. They must be recognized under the operating result.

11/ Currency translation difference on receivables and debts in foreign currencies

Receivables and liabilities in foreign currencies were converted and recognized in euros based on the latest known exchange rate. At December 31, 2013, no unrealized foreign exchange gains or losses existed.

12/ Factors impacting several balance sheet items

12.1 ASSETS

(in € thousands)	12/31/2013	12/31/2012
Prepayments and accrued income:	**-**	**-**
Operating activities	-	-
Financial transactions	-	-
Commercial paper	**-**	**-**
Related parties:	**757,983**	**754,452**
Equity interests	42,513	48,922
Receivables from non-consolidated companies	-	-
Loans	-	-
Trade and other receivables	-	-
Other receivables(1)	715,470	705,530
TOTAL	**757,983**	**754,452**

(1) "Other receivables" mainly refers to a current account advance in the amount of €713 million.

12.2 LIABILITIES

(in € thousands)	12/31/2013	12/31/2012
Accruals and deferred income:	**-**	**-**
Operating activities	-	-
Financial transactions	-	-
Notes payable	**-**	**-**
Related parties:	**2,238**	**144**
Borrowings and other financial liabilities[1]	46	45
Trade and other payables	541	99
Other	1,651	-
TOTAL	**2,238**	**144**

(1) Liabilities refer to an interest-bearing current account with a total credit balance of €45 thousand.

13/ Executive compensation

The members of the Board of Directors, including its Chairman and the members of the Nominating, Compensation and Governance Committee and Audit Committee, together received €193 thousand in Directors' fees in 2013 for performing their duties.

14/ Details of non-recurring income and expenses

(in € thousands)	2013
Non-recurring expenses	
From management operations	**-**
From capital transactions	**6,745**
Net book value of equity interests sold[1]	6,391
Share buybacks	257
Other	96
Non-recurring amortization, depreciation and provisions	**3,275**
Tax provision	2,080
Other provisions for risks and contingencies	1,194
Non-recurring income	
From management operations	**-**
From capital transactions	**8,130**
Income from sale of equity investments[2]	7,833
Share buybacks	297
Other	-
Reversals of provisions and expense transfers	**96**
Tax provision reversal	-
Reversal of provision for guarantee of liabilities	96

(1) See Notes 3 and 4.
(2) Income from sale of equity investments in the amount of €7,833 thousand corresponds to the disposal of Bourbon Ben Luc shares.

15/ Related parties

(in € thousands)	2013	2012
Financial expenses[(1)]	1	1
Financial income[(2)]	58,030	63,874

(1) Financial expenses refer to interest expense on the reimbursement of a current account advance.
(2) Financial income mainly corresponds to income from equity interests (dividends) in the amount of €57,616 thousand and interest on current account advances in the amount of €414 thousand.

16/ Income tax

Distribution *(in € thousands)*	Income before tax	Tax due	Net income after tax
Income from current operations	50,257	-	50,257
Short-term non-recurring income	(3,236)	-	(3,236)
Long-term non-recurring income	1,443	-	1,443
Tax on dividends	-	(1,601)	(1,601)
Tax grouping surplus	-	5,921	5,921
ACCOUNTING INCOME	**48,464**	**4,320**	**52,784**

Income from current operations was subject to tax disallowances (non-deductible expenses on income from current operations) and deductions (non-taxable proceeds on income from current operations) in order to determine a tax base at the statutory-rate. The same method was used to determine the taxable long-term non recurring income and the corresponding tax.

The tax grouping surplus for 2013 is €5,921 thousand.

BOURBON opted to use the French tax consolidation scheme from January 1, 1998. The scope of consolidation at December 31, 2013 is composed of the following companies:

BOURBON – BOURBON ASSISTANCE – BOURBON MARITIME – PLACEMENTS PROVENCE LANGUEDOC – BOURBON OFFSHORE SURF – LES ABEILLES – ST NIKOLAS – BOURBON SUPPLY INVESTISSEMENTS – BOURBON OFFSHORE – CEMTAF – BOURBON OFFSHORE CRAFT – BOURBON SALVAGE INVESTMENTS – BOURBON OFFSHORE GAIA – BOURBON GAIA SUPPLY – BOURBON SUBSEA SERVICES – BOURBON SUBSEA SERVICES INVESTMENTS – BOURBON PS – BOURBON SUBSEA PS – BOURBON AD2 – BOURBON AD3 – BOURBON AD4.

The taxation agreement stipulates that the tax charge is borne by the subsidiary, as is the case in the absence of tax consolidation. The tax saving related to the deficit, kept by BOURBON, is treated as an immediate gain.

17/ Amount of financial commitments

As part of the initial US$270.3 million tranches already drawn of the US$400 million framework agreement loan that China Exim Bank granted to Crown Ship Ltd, a subsidiary of Sinopacific, to finance construction of vessels ordered by BOURBON, the Group agreed to provide China Exim Bank with a repayment guarantee for said loan contract; this allows Crown Ship Ltd to grant BOURBON particularly favorable payment terms. This guarantee, whose implementation was related to the receipt of various pledges granted by companies in the Sinopacific group in favor of BOURBON, came into force on November 16, 2011. As of December 31, 2013, the remaining capital due from the companies in the Sinopacific group, and covered by the repayment guarantee granted by BOURBON SA, was approximately €80.8 million.

Under the provision of a €50 million short-term line with the bank SOCIÉTÉ GÉNÉRALE, financial securities account no. 30 003 01269 0008040124594 in which 2,200,000 securities of BOURBON SA are kept was pledged. At December 31, 2013, this commitment amounted to €44 million.

Under a financing provision of €10 million with the bank CAISSE D'ÉPARGNE, 650,000 BOURBON SA shares were pledged. At December 31, 2013, this commitment amounted to €13 million.

18/ Increase and reduction in future tax liability

(in € thousands)	12/31/2013	12/31/2012
Increase		
Currency translation differences – Assets	-	-
TOTAL	**-**	**-**
Reduction		
Contribution to age and disability pensions	-	-
Provisions (foreign exchange losses)	-	-
Provisions for risks and contingencies	3,275	2,523
Tax income from partnerships	3,341	6,665
Currency translation differences – Liabilities	-	-
TOTAL	**6,616**	**9,188**

19/ Subsidiaries and equity interests

(in € thousands)	Form	Capital stock	Equity other than capital	% owned	
Detailed information on subsidiaries and equity interests whose inventory value exceeds 1% of BOURBON SA's share capital					
A – Subsidiaries (more than 50% of share capital owned by BOURBON SA)					
Bourbon Maritime – France	SAS	3,049	356,428	100	
Financière Bourbon – France	SNC	626	6,487	52	
B – Equity interests (10% to 50% of share capital owned by BOURBON SA)					
Information on other subsidiaries and equity interests					
A – Subsidiaries (more than 50% of share capital owned by BOURBON SA)					
1. French subsidiaries	-	-	-	-	
2. Foreign subsidiaries	-	-	-	-	
B – Equity interests (10% to 50% of share capital owned by BOURBON SA)					
1. French subsidiaries	-	-	-	-	
2. Foreign subsidiaries	-	-	-	-	

N.B.: For foreign companies, the capital stock and equity are converted at the closing rate, while the result and revenues are converted at the average rate.

	Equity interests Book value			Income/ loss from the last fiscal year	Loans and advances granted by BOURBON SA	Securities and endorsements given by BOURBON SA	Pre-tax revenues from last fiscal year	Dividends received by BOURBON SA
	Gross	Provisions	Net					
	41,722	0	41,722	15,649	0	0	1,283	50,000
	646	0	646	6,168	0	0	0	6,663
	48	0	48	-	0	0	-	0
	0	0	0	-	0	0	-	0
	3	0	3	-	0	0	-	0
	48	8	40	-	0	0	-	0

STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS (YEAR ENDED DECEMBER 31, 2013)

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you, for the year ended December 31, 2013, on:

- the audit of the accompanying financial statements of BOURBON Company;
- the justification of our assessments;
- the specific verification and information required by law.

These 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 FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2012 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. JUSTIFICATION OF OUR ASSESSMENTS

The accounting estimates used in the preparation of the financial statements were made in an uncertain environment, linked to the crisis of government funds of some countries of the Eurozone. This crisis is accompanied by an economic and liquidity crisis which makes difficult the apprehension of economic prospects. It is in this context that, pursuant to the provisions of Article L. 823-9 of the French Commercial Code, we have performed our own assessments and submit to you the following information:

Investments in subsidiaries and affiliates, whose net amount in the balance sheet, as at December 31, 2013, is of €42,506 thousand, are valued at their acquisition costs and depreciated on the basis of their value in use, as described in Note 4 "gross long-term financial assets" to the financial statements.

We assessed the approach used by BOURBON Company, as described in this note, based on the information available to date and performed tests to check the application of this approach using sampling techniques.

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC CHECKS AND INFORMATION

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of Board of Directors and in the documents addressed to Shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (*Code de Commerce*) relating to remunerations and benefits received by the Directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants	
Alexandre Brissier	**Hugues Desgranges**

STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

Shareholders' Meeting held to approve the financial statements for the year ended 31 December 2013

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments that is issued in the French language and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France. It should be understood that the agreements and commitments reported on are only those provided by the French Commercial Code (Code de Commerce) and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (*Code de Commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information provided for in Article R. 225-31 of the French Commercial Code in respect of the performance of the agreements and commitments, already authorised by the Shareholders' Meeting and having continuing effect during the year, if any.

We conducted our procedures in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These guidelines require that we agree the information provided to us with the relevant source documents.

AGREEMENTS AND COMMITMENTS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

Agreements and commitments authorised during the year

Pursuant to Article L. 225-40 of the French Commercial Code, the following agreements and commitments, which were previously authorised by your Board of Directors, have been brought to our attention.

With PIRIOU SINGAPORE PTE LTD and CONG TY TNHH DONG NAM A (SEAS), PIRIOU group companies

Nature and purpose: Order dated 26 September 2013 for 4 FSIV ships from CONG TY TNHH DONG NAM A (SEAS) and PIRIOU SINGAPORE PTE LTD for a total estimated amount of €29.1 million.

Parties concerned: Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors of BOURBON and major shareholder of JACCAR HOLDINGS S.A. which held until 30 December 2013, the share sale date, over 10% of the share capital of HDC, a PIRIOU group holding company and Mr. Christian Munier, director of BOURBON and of HDC.

Date of authorisation: Board of Directors' meeting of 26 August 2013.

Terms and conditions during the year: As at 31 December 2013, 4 FSIV ships had been ordered for an amount of €29.1 million and resulted in the payment of advances totalling €1.9 million, fully covered by a corporate advance payment guarantee.

With JACCAR group companies

Parties concerned: Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors of BOURBON and Chairman of JACCAR HOLDINGS S.A. and Mrs. Lan Vo, director of BOURBON and of JACCAR HOLDINGS S.A.

First agreement

Nature and purpose: Management mandate for BOURBON BEN LUC entrusted to a Vietnamese subsidiary of JACCAR HOLDINGS S.A. BOURBON BEN LUC will pay remuneration equal to 5% of its pre-tax net profit.

Date of authorisation: Board of Directors' meeting of 26 August 2013.

Terms and conditions during the year: As at 31 December 2013, a total of VND 660 million will be invoiced in respect of this agreement.

Second agreement

Nature and purpose: Agreement for the sale of 10,377,195 BOURBON BEN LUC shares held by BOURBON to JACCAR HOLDINGS S.A and VN INFRASTRUCTURE INVESTMENT AND SERVICE JOINT STOCK COMPANY for a consideration of VND 228.7 billion.

Date of authorisation: Board of Directors' meeting of 2 December 2013.

Terms and conditions during the year: As at 31 December 2013, this agreement had resulted in the sale to JACCAR HOLDINGS SA of 3,744,000 BOURBON BEN LUC shares held by BOURBON for a consideration of VND 82.530 billion.

AGREEMENTS AND COMMITMENTS PREVIOUSLY APPROVED BY THE SHAREHOLDERS' MEETING

Agreements and commitments approved during previous years and having continuing effect during the year

Pursuant to Article R.225-30 of the French Commercial Code, the following agreements and commitments, which were previously authorised by the Shareholders' Meeting during previous years, have had continuing effect during the year.

1. With SINOPACIFIC Group companies

With ZHEJIANG SHIPBUILDING Co, Ltd

Nature and purpose: Ship orders from ZHEJIANG SHIPBUILDING Co, Ltd, with advances on construction contracts.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors of BOURBON and equal partner in SINOPACIFIC and Mrs. Lan Vo, director of BOURBON and of SINOPACIFIC.

Terms and conditions during the year: 2 ships were delivered as at 31 December 2013 in the total amount of US$87 million. As at 31 December 2013, orders in progress covered seven ships for a total amount of US$327.3 million and had resulted in the payment of advances totalling US$250 million, covered up to US$246.7 million by advance payment guarantees granted by SINOPACIFIC SHIPBUILDING.

With CROWNSHIP, Ltd

Nature and purpose: Pursuant to the US$400 million loan framework agreement signed by CHINA EXIM BANK and CROWNSHIP, BOURBON agreed to provide CHINA EXIM BANK with a repayment guarantee covering all loans that would be granted to any subsidiary of CROWNSHIP, Ltd.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman and Chief Executive Officer of BOURBON and director of SINOPACIFIC and Mrs. Lan Vo, director of BOURBON and of SINOPACIFIC.

Terms and conditions: The loan agreement, including the aforesaid guarantee, was signed with CROWN HERA, a CROWNSHIP subsidiary. As at 31 December 2013, amounts drawn down by SINOPACIFIC group companies and covered by this guarantee totalled US$111 million.

With CROWN HERA, Ltd and ZHEJIANG SHIPBUILDING Co, Ltd

Ship orders from ZHEJIANG SHIPBUILDING Co, Ltd via CROWN HERA, Ltd under the framework agreement signed between BOURBON OFFSHORE (a BOURBON, S.A. subsidiary) and CROWNSHIP, Ltd and ZHEJIANG SHIPBUILDING Co, Ltd involving 62 ships to be delivered between 2012 and 2014.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman and Chief Executive Officer of BOURBON and director of SINOPACIFIC and Mrs. Lan Vo, director of BOURBON and of SINOPACIFIC.

First agreement

Nature and purpose: Order for 8 PSV offshore ships (SPP 35 design)

Terms and conditions during the year: The order totalled US$204.8 million and is subject to the terms of the framework agreement signed on 25 June 2010. It replaces the initially planned order of 20 SPU 1000s. It resulted in the payment of advances amounting to €52.3 million as at 31 December 2013, fully covered by a bank advance payment guarantee.

Second agreement

Nature and purpose: Order for 5 PSV offshore ships (SPP 17 design)

Terms and conditions: The order totalled US$72.9 million and resulted in the payment of advances amounting to $18.2 million as at 31 December 2013, fully covered by an corporate advance payment guarantee.

Third agreement

Nature and purpose: Order for 38 ships as follows: 10 PSV offshore ships (SPP 17 design), 12 PSV offshore ships (SPP 35 design) and 16 AHTS offshore ships (SPA 80 design) from ZHEJIANG SHIPBUILDING Co, Ltd via CROWN HERA, Ltd in replacement of CROWNSHIP, Ltd.

Terms and conditions: 20 ships have been delivered, including 18 during 2013, for a total amount of US$298.6 million. Orders in progress covering 18 ships yet to be delivered totalled US$393.4 million and resulted in the payment of advances amounting to €99.1 million as at 31 December 2013, covered up to €94.2 million by advance payment bank guarantees.

2. With PIRIOU group companies

With SEAS

Nature and purpose: Ship orders from SEAS, with advances on construction contracts.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman and Chief Executive of BOURBON and director of PIRIOU S.A.S. and Mr. Christian Munier, director of BOURBON and Chairman of the Supervisory Board of PIRIOU S.A.S.

Terms and conditions during the year: As at 31 December 2013, 2 surfers and 3 FSIV had been delivered for an amount of €21 million. As at this date, there are no more orders in progress.

With PIRIOU INGENIERIE

Nature and purpose: Order for 42 rescue boats, reduced to 30, including an option for additional units, from PIRIOU INGENIERIE, for an estimated initial amount of €8 million. These rescue boats are to be installed aboard ordered ships currently under construction.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman and Chief Executive of BOURBON and director of PIRIOU S.A.S. and Mr. Christian Munier, director of BOURBON and Chairman of the Supervisory Board of PIRIOU S.A.S.

Terms and conditions: As at 31 December 2013, 12 rescue boats had been delivered for an amount of €2.2 million. Orders in progress at this date concerned 18 rescue boats for a total of €3.5 million and had resulted in the payment of advances on orders of €2.9 million.

With ETABLISSEMENTS BOPP TREUILS JEB, a PIRIOU group company

Nature and purpose: Order dated 30 January 2012 for 6 batches of deck and davit equipment, including an option for additional units, from ETABLISSEMENTS BOPP TREUILS JEB for an estimated €2.4 million. This equipment is to be installed aboard ordered ships currently under construction.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors of BOURBON and director of PIRIOU S.A.S. and Mr. Christian Munier, director of BOURBON and Chairman of the Supervisory Board of PIRIOU S.A.S.

Terms and conditions during the year: As at 31 December 2013, three batches had been delivered for a total of €1.2 million. Order in progress concerned three batches and had resulted in the payment of advances totalling €1.1 million.

3. With JACCAR HOLDINGS, S.A.

First agreement

Nature and purpose: Management services agreement entered into with JACCAR HOLDINGS, S.A.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman and Chief Executive Officer of BOURBON and Chairman of JACCAR HOLDINGS S.A.

Terms and conditions: Services invoiced for the year ended 31 December 2013 amounted to €360,000, excluding taxes.

Second agreement

Nature and purpose: Management services agreement entered into with JACCAR HOLDINGS S.A. relating to the organised sale of the BOURBON S.A. interest in the capital of BOURBON BEN LUC.

Parties concerned at the signature date: Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors of BOURBON and Chairman of JACCAR HOLDINGS S.A. and Mrs. Lan Vo, director of BOURBON and of JACCAR HOLDINGS S.A.

Terms and conditions during the year: The sale of the BOURBON interest in the capital of BOURBON BEN LUC was completed as at 31 December 2013. This agreement will result in the invoicing of US$108,318.

4. With MARINE, S.A.S.

Nature and purpose: Agreement with MARINE, S.A.S. for assistance and advisory services to Executive Management and group companies in technical, management and economic areas in general, and as applied in the maritime sector in particular.

Parties concerned at the signature date: Mr. Christian Lefèvre, as Executive Vice-President of BOURBON and Chairman of MARINE S.A.S.

Terms and conditions: Services invoiced for fiscal year 2013 amounted to €150,000, excluding taxes.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R. C

Cabinet Rousseau Consultants
Alexandre BRISSIER

Deloitte & Associés

Hugues DESGRANGES

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CHAIRMAN'S **REPORT**

A UHD25 underwater robot, able to handle loads from a few kilos to 3.5 t.

REPORT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS ON THE MODUS OPERANDI OF THE BOARD OF DIRECTORS AND ON INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

To our Shareholders,

Pursuant to the provisions of Article L. 225-37, paragraph 6, of the French Commercial Code as amended by law No. 2005-842 of July 26, 2005 and law No. 2008-649 of July 3, 2008, the object of this report is to inform shareholders of:

- the composition of the Board of Directors and the application of the principle of the balanced representation of women and men therein;
- the conditions for the preparation and organization of the work of your Board of Directors for the year ended December 31, 2013;
- the internal control and risk management procedures established by the Company;
- the scope of the powers of the Chief Executive Officer.

With respect to corporate governance, the company refers to the Corporate Governance Code of listed companies published by AFEP-MEDEF in December 2008 and revised in April 2010 and June 2013 (the "AFEP-MEDEF Code"). This Code can be found at www.code-afep-medef.com. Pursuant to the provisions of Article L. 225-37 of the French Commercial Code, this report specifies the provisions of the Code that have been ignored by the Company and the reasons why.

The company complies with the AFEP-MEDEF Code, with the exception of the following points:

- evaluating the independence of the Directors 12-year seniority criterion not taken into account (see §1.1 of this report);
- employment contract and corporate office of the Chairman and the Chief Executive Officer held concurrently (see §1.6 of this report).

The Company reiterates that it complies with the transposition of the eighth European Directive on the obligation to have an Audit Committee.

As part of the process of improving internal control, this report is also based on the implementation guide for the reference framework on internal control published by the *Autorité des marchés financiers* in January 2007, updated in July 2010.

This report was prepared based on the work carried out by various company departments, in particular the Group's legal and accounting and internal audit departments.

This report was approved by the Board of Directors on March 3, 2014, after being reviewed by the Audit Committee at its meeting of February 27, 2014.

1/ Composition and conditions for the preparation and organization of the work of the Board of Directors

1.1 COMPOSITION OF THE BOARD OF DIRECTORS

As at December 31, 2013, the Board of Directors is composed of ten Directors, from different backgrounds and with complementary experiences:

- **Mr. Jacques d'Armand de Chateauvieux**: Chairman of the Board of Directors;
- **Mr. Henri d'Armand de Chateauvieux**: Director, member of the Nominating, Compensation and Governance Committee;
- **Mr. Guy Dupont**: independent Director, Chairman of the Nominating, Compensation and Governance Committee;
- **Mr. Christian Lefèvre**: Director and Chief Executive Officer;
- **Mr. Baudouin Monnoyeur**: Director;
- **Mr. Christian Munier**: Director, member of the Audit Committee;
- **Ms. Agnès Pannier-Runacher**: independent Director, Chairman of the Audit Committee;
- **Mr. Philippe Sautter**: independent Director, member of the Nominating, Compensation and Governance Committee;
- **Mr. Mahmud Tukur**: independent Director, member of the Audit Committee;
- **Ms. Vo Thi Huyen Lan**: Director.

General rules relating to the composition of the board and the appointment of directors

The duration of the term of office of the Directors appointed by the Shareholders' General Meeting is three years. Those terms end in a staggered manner as follows:

End of term of office	Directors whose term is set to end
General Meeting called to approve the financial statements for the year ended December 31, 2013	Henri d'Armand de Chateauvieux, Guy Dupont, Baudouin Monnoyeur, Christian Munier
General Meeting called to approve the financial statements for the year ended December 31, 2014	Agnès Pannier-Runacher, Philippe Sautter, Mahmud Tukur
General Meeting called to approve the financial statements for the year ended December 31, 2015	Jacques d'Armand de Chateauvieux, Christian Lefèvre, Vo Thi Huyen Lan

There are two Directors who are not French nationals. The Board is 20% female (eight men and two women). BOURBON will attempt to comply gradually with Law No. 2011-103 of January 27, 2011 regarding the balanced representation of women and men on Boards of Directors and Supervisory Boards and to ensure professional equality so that the Board of Directors maintains a proportion of women of at least 20% over the next three years and at least 40% by 2017.

Each Director holds at least 300 shares of BOURBON stock, as required under the bylaws.

Details of directorships exercised outside the Group by members of the Board of Directors, and the number of shares held in registered form by the Directors are listed in section 3.2 of the management report.

Changes in the composition of the Board of Directors in 2013

At the General Meeting of May 28, 2013, the shareholders renewed the directorships of Mr. Jacques d'Armand de Chateauvieux and Ms. Vo Thi Huyen Lan. They also appointed Mr. Christian Lefèvre as a Director.

Evaluating the independence of the Directors

In accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors, in its March 3, 2014 meeting, on the recommendation of its Nominating, Compensation and Governance Committee, reviewed the qualifications of each of its members in terms of independence. To this end, the Board chose to apply the following criteria of the AFEP-MEDEF Code:

- is an employee or a corporate officer of the Company, or an employee or Director of its parent company or any Company consolidated by it within the past five years;
- is a corporate officer of any Company in which the Company holds, either directly or indirectly, a term of office as Director or in which any employee designated as such or any corporate officer in the Company (currently or within less than the previous five years) holds a term as Director;
- is a significant client, supplier, investment banker, or finance banker:
  - of the Company or its Group,
  - or for which the Company or its Group represents a significant part of its activity;
- has close family ties with any corporate officer in the Company;
- has been an auditor of the Company in the past five years.

The Board did not, however, follow the criterion recommended by the AFEP-MEDEF which stipulates that seniority in the role of Director must not exceed 12 years. This situation only relates to one Director, Mr. Guy Dupont. In this particular case, the term of office of Mr. Guy Dupont was renewed at the General Meeting on January 1, 2011, *i.e.* before the date on which the seniority criterion of 12 years was exceeded. The Board of Directors believes that the contributions of this Director at its meetings offer a critical, pertinent view of the environment in which BOURBON operates, expressed freely and drawing on good knowledge of the history of the Group and his corporate management experience.

By reference to the abovementioned criteria, the Board of Directors has ascertained the independence of four Directors: Ms. Agnès Pannier-Runacher, Messrs. Guy Dupont, Mahmud Tukur and Philippe Sautter. Independent Directors thus make up 40% of the composition of the Board, more than the one third recommended by the AFEP-MEDEF Code with respect to companies controlled by a major shareholder.

Additional information on the corporate officers

To the Company's knowledge, in the past five years, no corporate officer:

- has been found guilty of fraud;
- has been involved in a bankruptcy, receivership or liquidation;
- has been found guilty of any offense or been subject to any official public sanction issued by any statutory or regulatory authority;
- has ever been prevented by a court of law from acting as a member of any administrative, management or supervisory body of any issuer, or from participating in the management or conduct of the business of any issuer.

As of December 31, 2013, Jacques d'Armand de Chateauvieux held over 20% of the capital of the Company, through the Company JACCAR Holdings.

Baudouin Monnoyeur and Henri d'Armand de Chateauvieux held an interest in the capital or voting rights of over 5%, through the companies Monnoyeur SAS and Mach-Invest International.

In addition, apart from under related party agreements, concerning potential conflicts of interest, no corporate officer has been involved in any arrangement or agreement with the major shareholders, clients, suppliers or others, by virtue of which he has been selected as a Director or as a member of Management. These agreements are not a source of conflict of interest as they are negotiated and dealt with under normal conditions. To the Company's knowledge, on the date of this document, and subject to these same reserves, no conflict of interest has been identified between the duties of each member of the Board of Directors and the general management with regards to the Company in their capacity as corporate officers and their private interests or other duties.

To the Company's knowledge, on the date of this document, and subject to the collective conservation commitment described in paragraph 2.8 of the Other Legal and Financial Information, there is no other restriction accepted by the members of the Board of Directors and the General Management regarding transferring their interest in the Company's capital.

On today's date and subject to the agreements for the supply of services with Jaccar Holding and Marine SAS (described in paragraph 5.5 of the consolidated financial statements and in the Statutory Auditors' special report on related party agreements in the corporate financial statements) there are no other service contracts binding a director or a member of the General Management to the company or to any of its subsidiaries, and providing for the grant of benefits, under such a contract.

1.2 PRINCIPLE OF GOVERNANCE

The Board of Directors has had its own internal regulations since December 10, 2007, defining its methods of organization and operation supplementing the prevailing legal and statutory provisions. Every member of the Board of Directors is individually required to comply with these internal regulations. These regulations are available on the Group's website (www.bourbon-online.com).

The internal regulations also include a Director's charter spelling out the rights and obligations of the Directors, and also the rules concerning any restrictions on and/or prohibitions against trading by the Directors in the Company's shares when they have information not yet made public. In that regard, the Directors are informed of the restrictive periods at the start of the fiscal year according to the financial calendar established for the year and can, at any time, consult the Group's Chief Financial Officer concerning the procedure to follow when they are in possession of inside information.

The internal regulations were modified by the Board of Directors at its meeting on December 2, 2013 to incorporate the recommendation of the AFEP-MEDEF Code of June 2013, regarding the number of directorships held by directors: "The Director must not hold more than four other directorships in listed companies outside the BOURBON Group, including foreign companies. The Director must keep the Board informed of the directorships he or she holds in other companies, including his or her participation on the Committees of the Boards of Directors of French or foreign companies.

The Director, who is an executive corporate officer, must not hold more than two other directorships in listed companies outside the BOURBON Group, including foreign companies. The Director must seek the advice of the Board of Directors before accepting a new corporate office in a listed company."

1.2.1 Duties of the Board of Directors

On the recommendation of the Management, the Board of Directors determines the Group's medium-term strategy and reviews it regularly, appoints the corporate officers in charge of managing the Company in accordance with that strategy, oversees the management of the Company and ensures the quality of the information provided to the shareholders and the markets.

The Board of Directors examines and approves the medium-term strategic plan and, every year, the annual budget. It ensures that they are properly implemented.

The Board of Directors deliberates prior to any operation outside the strategy announced by the Group or any operation that is liable to have a significant effect on or that is liable to modify substantially the Group's financial structure or results.

The Board of Directors receives regular briefings and can obtain information at all times on any changes in the activity or results of the Group, its financial position, indebtedness, cash position and more generally on any of the Group's commitments, particularly any problem calling into question the implementation of any of the guidelines in the strategic plan.

The Board determines the objectives in terms of financial structure and keeps itself appraised of changes to that structure.

The Board of Directors reviews and approves the information published in the Registration Document.

It approves the composition of the Group's Executive Committee.

The Board of Directors reviews its composition whenever necessary. It examines its *modus operandi* annually.

1.2.2 Separation of the roles of Chairman and Chief Executive Officer

Chairman's duties

In addition to the functions of Chairman of the Board of Directors defined by law and the bylaws, the Chairman provides assistance and advice to the Chief Executive Officer. The Chairman organizes his work to ensure his availability and apply his experience in the service of the Group. At the request of the Chief Executive Officer, he may take part in any internal meetings concerning issues related to strategy, organization and investment or divestment projects. He organizes the work of the Executive Management so as to ensure that the appropriate documentation is provided to the Board of Directors to allow it to take decisions on the basis of tangible factors. If so decided by the Board of Directors, the Chairman helps implement the financial strategy, provides insight into the main axes of the Group's financial communication and promotes the company's image through the media.

Chief Executive Officer's duties

The Chief Executive Officer manages the company and represents it vis-à-vis third parties within the limits of its corporate purpose. He is vested with the widest powers to act under all circumstances on behalf of the company, subject to the powers the law allocates to the Board of Directors and the General Meeting of Shareholders and the limits set by the Board of Directors. He has authority over all of the Group's operational and functional departments.

He is responsible for organization, internal control procedures and all regulatory information in this regard.

With respect to investment and divestment, the rules of the Board of Directors limit the Chief Executive Officer's decision-making powers to projects of an amount less than or equal to €10 million; similarly, the Chief Executive Officer cannot commit the Group to any proposed acquisition or sale of equity interests above this amount without first referring to the Board of Directors and obtaining its approval. He cannot take any decision on any operation outside the strategy announced by the Group or any operation that is liable to have a significant effect on or that is liable to modify substantially the Group's financial structure or results.

Mr. Christian Lefèvre has appointed two Executive Vice Presidents who have the same powers as the Chief Executive Officer and, with him, make up the executive committee. The executive committee meets twice a month for any important decisions concerning the proper implementation of the Group's activities and to prepare the decisions to be submitted to the Board of Directors, particularly with respect to investments and the annual operating budget.

1.2.3 Organization of the work of the Board of Directors

The Chairman organizes and directs the work of the Board of Directors, and provides the General Meeting with a report on said work. He supervises the proper functioning of the Company's administrative bodies and ensures that the Directors are in a position to perform their mission.

1.3 MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors meets as often as required by the interests of the Company. All Directors receive the information necessary to perform their duties, particularly to prepare for every Board meeting. The written texts and documents in support of items on the agenda are sent to them in advance, at least two days before the meetings, to allow specific examination and prior consideration. The Directors also receive all information on significant events occurring in the Company between board meetings.

The minutes of the meetings of the Board of Directors are drafted at the end of each meeting and sent to all the Directors within the stipulated deadlines. The minutes are generally subject to their express approval at the following Board meeting.

The Statutory Auditors are invited to the meetings in which the Board of Directors closes the accounts.

The Directors held a seminar on January 21 and 22, 2013 to discuss the "Transforming for beyond" management action plan, aimed at preparing the growth strategy beyond 2015. Following this seminar, the Directors decided, at the Board meeting on March 4, 2013, to sell vessels for a total amount of US$2.5 billion and take said vessels on bareboat leases for a period of 10 years.

In 2013, the Board of Directors met seven times (on February 26, March 4, April 9, May 28, August 26, September 23 and December 2).

The meetings lasted on average four hours. The attendance rate was 79% against 82% in 2012.

The following issues were discussed in the meetings of the Board of Directors:

- current management monitoring: examination of financial statements, reports from the committees, monitoring of the competitive environment and the environment of the activities in which the Group operates, preparations for the annual General Meeting;
- major guidelines monitoring: the Group's development strategy, monitoring of investments under the "BOURBON 2015 Leadership Strategy" plan, decision regarding investments under the plan not yet undertaken, examination and implementation of the "Transforming for beyond" plan, mainly with respect to the financial plan and active fleet management, financing strategy, monitoring of local partnerships;
- functioning of the administrative bodies: Chairman's duties, renewal of corporate officers, setting of compensation for corporate officers, criteria used to set the variable portion of compensation, assessment, rules of corporate governance, situation of directors with respect to independence criteria, composition of the Board, employee shareholding, allocation of stock options and bonus shares, succession plan for brightest talents;
- decision in terms of related party agreements, in particular, review and authorization of any orders placed with shipyards under related party agreements. This review is done outside the presence of the Directors concerned. Decisions on related party agreements are made after a review of the issues prepared by the management. These decisions take into account, among other factors, compliance with the objectives of the strategic plan, the ability of the shipyards to deliver quality products within the deadlines and within the budget, as well as the competitiveness of the products in light of the market conditions of the moment.

1.4 EVALUATION BY THE BOARD OF DIRECTORS

The Board did not carry out a formal review of its modus operandi in 2013. However, in accordance with the agenda of the Board meeting of March 3, 2014, the directors exchanged their views on the past year, in terms of the work of the Board of Directors, their contribution to decisions based on the information given to them, and the work carried out by the two committees. The conclusion of this discussion was that the directors believe that they are sufficiently well informed of the company's financial performance, that they valued the high degree of clarity of the presentations, which were very well documented and very professional, and, finally, that they valued the quality of their interaction with the Executive Management.

The directors also emphasized their satisfaction with the directors' seminar, which allowed them to gain a deeper understanding of the environment in which the Group operates and take the necessary time to examine the development of its activities and the potential strategic avenues for the future of the company.

An overall examination of the composition of the board has been ongoing for some time, aimed at taking into account the Group's strategic shift, its scope of operation in emerging countries and the improved representation of women on the board. In this respect, the Board of Directors will propose the appointment of new directors bringing new skills and knowledge of different industrial environments at the next General Meeting.

1.5 THE SPECIALIZED COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors is assisted in its duties by two special committees: the Audit Committee and the Nominating, Compensation and Governance Committee. These committees cannot be delegated powers reserved by law or bylaws to the Board of Directors nor can they reduce or limit the powers of the Executive Committee. Each committee issues proposals, recommendations and advice as appropriate within its field of responsibility.

1.5.1 The Audit Committee

The mission of the Audit Committee is to assist the Board of Directors so that it can monitor the accuracy and consistency of BOURBON's Company and consolidated accounts, the quality of internal control and the information available to shareholders and the markets.

The Audit Committee performs the duties of a specialized committee, following up on any questions related to the preparation and auditing of accounting and financial information pursuant to Articles L. 823-19 and L. 823-20-4° of the French Commercial Code introduced by ordinance No. 2008-1278 of December 8, 2008.

In this context:

- it manages the procedure for selecting Statutory Auditors before submitting results to the Board; it examines their independence and objectivity;
- it oversees the process of preparing financial data;
- it reviews in advance and gives its opinion on the draft annual and interim financial statements;
- it examines the relevance and permanence of the accounting rules and the principles used in preparing the financial statements and prevents any violations of such rules;
- it ensures that any changes in the scope of the consolidated companies are presented, and provides any necessary explanations;
- it evaluates the effectiveness and quality of the Group's internal control systems and procedures, and in particular, sees to it that the Internal Control Committee is established and operating properly;
- it reviews the Group's financial and cash position and any significant risks faced by it;
- it examines the procedures adopted to evaluate and manage risk;
- it reviews the Chairman's report on the *modus operandi* of the Board of Directors and internal control and risk management procedures;
- it examines the financial commitments with shipyards under related party agreements for new orders.

The Audit Committee follows the recommendations issued on July 22, 2010 by the AMF working group on Audit Committees.

Composition and *modus operandi* of the Audit Committee

The Audit Committee consists of at least three members appointed by the Board of Directors. The duration of the members' term of office coincides with their term as Directors. The committee members elect their Chairman from among their number. For the deliberations of the committee to be valid, at least half of its members must be present. Directors who take part in the meeting by videoconference or telecommunication methods are deemed to be present provided that these methods enable them to be identified and ensure their effective participation. The nature and application conditions of these methods are set by a decree of the French *Conseil d'État*.

The Audit Committee adopted internal regulations on March 10, 2010.

The committee is currently composed of three people, including two independent Directors, complying with the proportion of at least two thirds recommended by AFEP-MEDEF in controlled companies:

- Agnès Pannier-Runacher, independent Director, Chairperson of the committee;
- Mahmud Tukur, independent Director;
- Christian Munier.

Its members all have recognized skills in finance and accounting.

When the annual and interim financial statements are closed, the members of the Audit Committee consult the Statutory Auditors on the methods used to carry out their work. Where necessary, they meet with and interview the Executive Management, the Finance Department, the Internal Audit Manager and any other member of the management staff. The Internal Audit Manager was interviewed twice during the year.

Regarding the review of the financial statements by members of the Audit Committee, it has been decided to respect a minimum period of two days before the meeting of the Board of Directors which is held to approve these financial statements.

The Chairman of the Audit Committee reports to the Board on the work of the committee at the start of each session of the Board of Directors' meeting following a Committee meeting.

Work of the Audit Committee

The Audit Committee met three times in 2013. The attendance rate of the members at the committee meetings was 100%. The Statutory Auditors attended the committee meetings held to close the audited accounts, at which they described the context in which they performed their mission and presented their conclusions.

During those meetings, the committee:

- examined the accounts for fiscal year 2012 and the 2013 interim financial statements;
- reviewed related party agreements;
- assessed the management of the foreign exchange risk;

- analyzed the risks in the countries in which the Group operates;
- examined the accounting aspects of the sale of vessels under bareboat charters during the 2013 fiscal year;
- reviewed the Group's financial position, indebtedness and cash position;
- followed up progress on the "Horizon 2012" and "BOURBON 2015 Leadership Strategy" investment plans;
- evaluated the financial risks relating to the shipyards where the Group's vessels are built;
- monitored the work of the internal audit department, particularly the expansion of the scope of the department's work to cover vessel-related audits;
- monitored progress reports on the deployment of the compliance program, particularly the assistance provided by an external firm;
- issued a recommendation to the Board to renew the mandate of one of the two Statutory Auditors.

1.5.2 The Nominating, Compensation and Governance Committee

The main responsibilities of the Nominating, Compensation and Governance Committee are to issue recommendations, proposals and remarks to the Board of Directors and to assist it in the following areas:

- examining all proposals for nomination to a position as a member of the Board of Directors or to any position as a corporate officer, formulating an opinion on those proposals and/or a recommendation to the Board of Directors;
- determining the total amount and distribution of Directors' fees to be proposed to the General Meeting;
- recommendations concerning the compensation, pension and benefits system, in-kind benefits and other pecuniary rights, including any stock options awarded to the corporate officers and/or executive directors of the Group. To do so, it is kept informed of the compensation policy for the Group's key managers;
- examining the overall policy for awarding stock options for new or existing shares, bonus shares and any form of staff participation in the company's capital;
- examining the succession plan for the members of the management team and brightest talents;
- monitoring governance practices, proposing governance rules to the Board to be applied by the company.

Composition and modus operandi of the Nominating, Compensation and Governance Committee

The committee consists of at least three members appointed by the Board of Directors. The committee appoints its Chairman from among its members.

The committee meets at least once a year.

The Nominating, Compensation and Governance Committee is currently composed of three members, two of whom are independent Directors:

- Guy Dupont, independent Director, Chairman of the committee;
- Henri d'Armand de Chateauvieux;
- Philippe Sautter, independent Director.

The Nominating, Compensation and Governance Committee adopted internal regulations on March 15, 2010.

Work of the Nominating, Compensation and Governance Committee

The committee met twice in 2013 with a 100% attendance rate.

The committee dealt with various issues, particularly:

- a review of the independent Directors;
- a review of the composition of the Board of Directors and candidates for appointment of a new Director on the Board;
- the renewal of the terms of office of corporate officers for a further three years;
- compensation of the corporate officers and definition of the criteria for the variable part in accordance with a benchmark from the sector and in line with the compensation paid to the other executives in the Company;
- a review of the list of beneficiaries of the bonus share plan awarded to certain categories of BOURBON staff, the number of shares awarded and the performance criteria considered for the definitive award;
- a review of the list of key staff beneficiaries of the eleventh stock option plan for new and/or existing shares, the number of options awarded and the performance criteria considered for the definitive award;
- the award of stock options for new and/or existing shares to corporate officers and the setting of the criteria for the portion under mandatory retention;
- a review of the "Balanced Score Cards" of the members of the Executive Committee;
- a review of the succession plan for the Company's brightest talents.

1.6 PRINCIPLES AND RULES FOR DETERMINING THE COMPENSATION OF CORPORATE OFFICERS

The compensation policy and all the elements of compensation of corporate officers are detailed in the management report (section 3.3.).

The Company chose to ignore the recommendations of the AFEP-MEDEF Code which states that a corporate officer serving as Chairman of the Board of Directors and Chief Executive Officer should not also have an employment contract.

- BOURBON's Chairman of the Board of Directors has an employment contract with JACCAR Holdings, the managing holding company of the Group. On the basis of the information available to it, BOURBON's Board of Directors cannot prejudge any provisions of the employment contract between Jacques d'Armand de Chateauvieux and JACCAR Holdings and, as a result, terminate that contract. BOURBON has been informed that, with effect from January 1, 2014, Jacques d'Armand de Chateauvieux had definitively claimed his rights to pension and no longer had an employment contract.
- The Board of Directors believed that, given the employment seniority within the Group of Christian Lefèvre, Chief Executive Officer since January 1, 2011, terminating his employment contract was not justified. Indeed, his term of office as corporate officer is a continuation of the salaried duties he has performed since joining the Group in 1982. As such, the Board of Directors believed that terminating the employment contract of Mr. Christian Lefèvre would deprive him of the rights associated with his seniority in the Group.

1.7 PARTICIPATION OF SHAREHOLDERS IN THE GENERAL MEETING

The methods for shareholder participation in General Meetings are described in Article 19 of the Company's bylaws.

1.8 FACTORS THAT COULD HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFERING

The information referred to in Article L. 225-100-3 of the French Commercial Code has been duly presented in the management report (section 6.4.).

2/ Internal control and risk management procedures

The internal control system described in this report refers to the Company and all its consolidated entities (referred to hereunder as "BOURBON").

2.1 OBJECTIVES IN TERMS OF INTERNAL CONTROL

The internal control arrangements at BOURBON are designed to ensure:

- compliance with laws and regulations;
- application of the instructions and guidelines set by Management;
- the proper operation of internal processes, particularly those helping to protect its assets;
- the reliability of financial data.

They generally contribute to overseeing its activities, the effectiveness of its operations and the efficient use of its resources.

2.2 THE NOTION OF INTERNAL CONTROL

Internal control affects everyone from governance bodies through to all BOURBON employees. Being observant and seeing to it that the system operates properly is a constant concern shared by all the operational and functional managers collectively as they work to achieve the objectives assigned to them. By contributing to preventing and controlling the risk of not achieving the objectives that BOURBON has set itself, the internal control function plays a key role in the conduct and management of its various activities.

In this way, the internal control system adopted by BOURBON is backed by:

- a structure that includes a clear definition of responsibilities, with adequate resources and skills, backed by information system procedures and appropriate tools and practices;
- the internal distribution of relevant and reliable information, knowledge of which enables everyone to exercise their proper responsibility;
- a system designed to identify and analyze the key risks relating to the Company's objectives and to establish procedures for the management of these risks;
- control activities in keeping with the challenges inherent in each process, designed to ensure that actions are taken to limit and to the extent possible, reduce and gain control over any risks likely to affect the Group's ability to meet its goals;
- oversight of the internal control system.

However, no matter how well designed and applied it is, internal control, like any control system, cannot provide an absolute guarantee that the risks targeted by it will be totally eliminated.

2.3 CONTROL ENVIRONMENT

Organizing and implementing the internal control system means raising the awareness of all BOURBON's employees and getting them involved.

The control environment thus includes the behaviors of the people responsible for the internal control of accounting and finance.

2.3.1 General organization of internal control

Under the authority issued by the Board of Directors, the Group is managed by the Chief Executive Officer assisted by two committees:

- the Executive Committee;
- the Management Committee.

The BOURBON Executive Committee is the decision-making collegial body responsible for implementing the strategy and achieving the objectives of the Group. It examines the best options for achieving the strategy, particularly in the areas of safety, innovation, human resources and cost control. It decides on priorities and allocates the resources and the means necessary for the growth of the Company.

Under the authority of the Executive Committee, the Management Committee oversees the implementation of the strategy's objectives and deals with questions of general interest to the Group in its monthly meetings. In addition to the members of the Executive Committee, this committee is composed of 12 members representing the Group's central functions as well as the heads of some of the main subsidiaries.

The central functions involve experts in the business lines specific to the Group or else they involve conventional support functions. They propose the Group strategies and policies in their respective areas and provide assistance to the operating units, ensuring among other things that best practices are disseminated. It is up to every operating unit to appropriate and adapt to the local context the policies defined in the areas concerned in order to support the objectives and the definition of internal control.

The Group is organized around two main Activities:

- Marine Services;
- Subsea Services.

Each business contains dedicated operating units. The operating units carry out the strategy in compliance with the budgets assigned to them by their respective Boards of Directors. They have broad authority to ensure the best possible customer satisfaction. They are directly involved and have the proper authority to perform internal control.

In addition, the operating units report quarterly to the Executive Committee on their performance, in operational as well as financial terms.

2.3.2 Presentation of the overall organization of the Group's internal control systems

The different internal control activities serve to make certain that the procedures and standards defined by the Group are in line with the guidelines defined by the Management.

Operating standards and procedures

The Group's policy in terms of conducting operations and controlling risks is clearly defined by a management system contingent on:

- empowering the "Management" to implement and monitor this policy; and
- issuing organizational and management procedures aimed at compliance with regulations, controlling operating risks, managing health and safety and the environment, training and certification of employees, maintenance, purchases, analysis and the treatment of incidents and accidents.

Internal control procedures related to the preparation and treatment of financial and accounting information

The processes covered fall into two categories: those that enable information to be entered into the accounting data base and financial and accounting information to be generated, and the procedures for year-end closure and financial communication.

The reliability of the financial and accounting information that is published is underpinned by a set of mechanisms, rules, procedures and controls. Gradually documenting and formalizing procedures will help to reinforce this reliability.

This mainly involves the following:

- Group's planning process. It results in the drafting of the annual budget, which makes it possible to break the Group's strategic guidelines down into operational action plans. In this spirit, the Management Control Department supervises and coordinates the budget control system using a manual of procedures that sets the management rules and methods for preparing the budget and the management report applicable to both the operational level and the Group level;
- procedures for consolidating the financial statements in accordance with rules set and approved by Management. The Company draws up its consolidated financial statements according to IFRS. An integrated software program is used to consolidate the Group's financial statements. The interim and annual consolidated financial statements are presented to the Audit Committee prior to their approval by the Board of Directors;
- procedures for drafting the Registration Document to ensure accuracy, consistency, compliance with applicable laws and regulations, and the quality of the financial information.

2.4 MANAGING INTERNAL CONTROL

The internal control systems are themselves the subject of controls, on an ongoing basis by Management as well as through periodic evaluations by bodies that do not have direct authority over operations nor responsibility for them.

2.4.1 The Audit Committee

The attributes of the Audit Committee and the work conducted by it are described in section 1.5.1. of this report.

2.4.2 The internal control and risk committee

The Internal Control Committee is composed of the Chief Executive Officer, the Executive Vice President, Operations, and the Executive Vice President, Chief Financial Officer. The Internal Audit, Risk Director and Group Compliance Officer presents the audit results and main conclusions.

This committee is tasked with examining the quality of internal control, managing risks and implementing the internal audit plan and the compliance program within BOURBON:

- it approves the Group's annual internal audit plan before its presentation to the Audit Committee;
- it examines the conclusions and recommendations made following the quarterly audits by the Internal Control Committee;
- it examines the quality of follow-up to action plans by Group entities in response to the recommendations of internal audit;
- it oversees follow-up to risk mapping and action plans for major risks;
- it examines any other matter relating to internal audit, internal control or risk management that it wishes to include on its agenda;
- it monitors the deployment of the compliance program within the Group.

2.4.3 The Group Internal Audit, Risk Management and Compliance department

The mission of BOURBON's Internal Audit, Risk Management and Compliance department is to help the Group manage its risks through a systematic, disciplined and complementary approach to:

- Internal audits;
- Risk management;
- Compliance.

Group Internal Audit is an independent and objective department that makes sure BOURBON has full control over its operations, offers advice on improvements and so contributes to value added. It helps the organization achieve its objectives by systematically and methodically assessing procedures for risk management, control and corporate governance and by making recommendations on how these could be more effective.

Risk management allows BOURBON to identify, evaluate, manage and monitor the risks it faces. The risks taken into consideration are very varied: operating, financial, strategic, human, regulatory or reputational risks.

Compliance includes all measures already in place or to be implemented within BOURBON to ensure compliance with ethical rules and external and internal regulations.

As of December 31 2013, the Internal Audit, Risk Management and Compliance department was made up of seven people, including one Director, four internal auditors and two shore-based personnel in charge of compliance.

2.4.4 Group Internal Audit

Group Internal Audit reports to the Executive Vice President, Chief Financial Officer and the Executive Committee. It has access to the Chief Executive Officer and the Chairman of the Board of Directors as necessary. It reports regularly to the Audit Committee on its analysis of the Group's internal control. Group Internal Audit covers all fields and functions of BOURBON companies, including the operational businesses, all other functional and operational activities as well as the information, IT and management systems.

It carries out internal audits (assurance and advice) or investigations for the Group as a whole and subsidiaries as necessary.

It carries out audits of operations, finances, effectiveness, compliance, acquisitions or major projects, which may be recurrent or one-off. These audits cover all high-level management, business and support processes.

It leads and promotes internal control throughout the Group and validates the effectiveness of internal control and risk management. BOURBON's Internal Audit department is a member of the French Institute of Internal Audit and Control (IFACI).

The Internal Audit department was strengthened in 2013 by the creation of a team dedicated to vessel-related operational audits.

Following an independent external audit carried out by IFACI Certification, in December 2013 BOURBON's Internal Audit department was awarded certification of compliance with international internal audit standards. This certification recognizes the professionalism of the Group Internal Audit team and attests that it has implemented internal audit methods meeting the highest international professional standards.

2.4.5 Group control of operating businesses

The Group's HSE (Health, Safety and Environment) managers and referring officers carry out regular controls of operating units to check the effectiveness of the system and the proper application of BOURBON standards. Furthermore, every operating unit is subject to periodic or one-off external audits aimed at making certain that its internal organization and its vessels meet the recommendations under standards or codes that are either mandatory or adopted intentionally.

2.4.6 The quality management system

The Quality Department is responsible for seeing to it that an integrated quality management system is set up and maintained. Under this system the Group is broken down by the nature of each process: strategic, support, key or evaluation.

2.5 THE STATUTORY AUDITORS

As of December 31 each year, the Statutory Auditors perform a complete audit of the accounts of BOURBON and all its subsidiaries. An interim audit that takes the form of a limited review is also conducted by the Statutory Auditors on June 30 each year.

Their work provides the Group with reasonable assurance regarding the reliability and accuracy of the accounting and financial information produced. In the course of their audit, the Statutory Auditors review the internal control system in order to identify and evaluate the risk of any significant misstatement in the accounts so that they can design and implement their audit procedures.

2.6 RISK MANAGEMENT

Risk management is a Group-wide process that involves a large number of players (operating and functional departments, risk managers, "process owners", Executive Committee, Audit Committee, Internal Audit, insurance).

As "process owner", the Internal Audit, Risk Director and Group Compliance Officer is responsible for the design, implementation and leadership of the risk management process. He oversees the definition and implementation of action plans. He also directs the network of risk managers.

The risk management process covers the updating of risk mapping and risk management, monitoring and control.

In 2013, a special map of the Group's non-compliance risks was drawn up.

2.7 COMPLIANCE

As part of the overall enhancement of its risk management process, BOURBON decided to launch a special compliance program in 2013.

This program is comprised of six stages:

- tone at the Top: the Executive Committee has undertaken to promote compliance and maintain a true culture of ethical decision-making within the Group;
- risk assessment: the identification of all non-compliance risks allows the tools, techniques and corrective measures needed to prevent such risks to be developed;
- policies and procedures: The establishment and deployment of specific guidelines ensures that adequate processes exist within the Group with respect to compliance;
- Communication and training: In 2013, more than 400 BOURBON within all of the Group's subsidiaries were trained in compliance. The deployment of the program is regularly communicated to all employees;
- coordination and monitoring: A centralized compliance department has been created to coordinate all of the Group's compliance program;
- penalties: any breach of the compliance rules is treated with the utmost attention and is subject to appropriate penalties, where necessary.

BOURBON is a member of the "circle of compliance" (LCDC), which aims to promote, publish, advise, train and educate those involved in the economic, political and media-related arenas about compliance with corporate ethics, mainly with respect to Corporate Social Responsibility (CSR).

2.8 NEXT STEPS

In 2014, BOURBON plans the following actions to strengthen its system of risk management and internal control:

- creation of the vessel-related operational internal audit plan;
- monitoring of the compliance program and implementation of a compliance structure within BOURBON's operational entities.

3/ Powers of the Chief Executive Officer and of the Executive Vice Presidents

Further to the recommendations of the AFEP-MEDEF Code and on the recommendation of the Nominating, Compensation and Governance Committee, the Board of Directors modified its internal regulations at its meeting held on December 2, 2013, as follows:

The Chief Executive Officer and the Executive Vice Presidents have all necessary powers to carry out investments and divestments approved by the Board in accordance with the budget and/or the strategy defined by the Board; beyond said budget and/or strategy, they must seek the approval of the Board for investments and divestments of amounts equal to or exceeding €10 million.

Chairman of the Board of Directors

STATUTORY AUDITORS' REPORT PREPARED PURSUANT TO ARTICLE L. 225-235 OF THE FRENCH COMMERCIAL CODE ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOURBON BOARD OF DIRECTORS (YEAR ENDED DECEMBER 31, 2013)

To the Shareholders,

In our capacity as Statutory Auditors of BOURBON and in accordance with Article L. 225-235 of the French Commercial Code, we present our report on the report prepared by the Chairman of your company in accordance with Article L. 225-37 of the French Commercial Code for the year ended December 31, 2013.

It is the Chairman's responsibility to prepare, and submit to the Board of Directors for approval, a report on the internal control and risk management procedures implemented by the company, and containing the other disclosures required by Article L. 225-37 of the French Commercial Code, notably in terms of corporate governance.

It is our responsibility:

- to report to you on the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information, and
- to attest that this report contains the other disclosures required by Article L. 225-37 of the French Commercial Code, it being specified that we are not responsible for verifying the fairness of these other disclosures.

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

Information on the internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consisted mainly in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and the existing documentation;
- obtaining an understanding of the work involved in the preparation of this information and the existing documentation;
- determining if any significant weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we would have noted in the course of our engagement are properly disclosed in the Chairman's report.

On the basis of our work, we have nothing to report on the information in respect of the company's internal control and risk management procedures relating to the preparation and processing of accounting and financial information contained in the report prepared by the Chairman of the Board in accordance with Article L. 225-37 of French Commercial Code.

Other disclosures

We hereby certify that the Chairman's report includes the other disclosures required by Article L. 225-37 of the French Commercial Code.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants	
Alexandre BRISSIER	**Hugues DESGRANGES**

7

OTHER LEGAL
AND FINANCIAL INFORMATION

The Abeille Bourbon, the Abeille fleet's assistance, salvage and pollution remediation tug, involved in a towing operation.

GENERAL INFORMATION ON BOURBON SA AND ITS CAPITAL

1 INFORMATION ABOUT THE COMPANY

Corporate name: BOURBON

Head office: 33 rue du Louvre – 75002 PARIS

Date of incorporation of the Company: December 2, 1948.

Legal form and applicable law: An incorporated Company *(Société Anonyme)* with a Board of Directors and governed by the French Commercial Code, BOURBON is a Company under French law.

Duration: the Company was incorporated for 99 years and expires on December 2, 2066 except if dissolved early or extended (harmonization of the bylaws pursuant to the law of July 24, 1966, Extraordinary General Meeting of January 19, 1966).

Trade Register: Paris 310,879,499.

Place where the corporate documents and records may be consulted: the bylaws, financial statements and reports, and minutes of General Meetings may be consulted at the head office at the address indicated above.

1.1 Corporate purpose (Article 2 of the bylaws)

The purpose of the Company is:

- the creation, ownership, acquisition, sale, lease, development, operation, management, rental, control, organization and financing of all industrial, commercial, agricultural, real estate or other types of property, companies or businesses;
- the acquisition of equity interests and the management of interests related to any and all marine business activities, either directly or indirectly;
- the manufacture, packaging, import, export, commission, representation, transit, deposit and shipping of any and all products, merchandise, items and commodities of any kind of any origin;
- the acquisition, purchase, operation, sale or licensing of all patents and manufacturing trademarks;
- the acquisition of an interest through contribution, merger, participation, subscription of shares, units or bonds or in any other manner, in all businesses or companies related directly to the aim of the Company and in general in all businesses, companies or work that may attract clients to its corporate activity or stimulate operations in which they would have an interest;
- and, in a general sense, all industrial, commercial, financial, agricultural, real estate and capital transactions that may relate directly to the aim of the Company, the various elements of which are specified above.

1.2 Corporate Financial year (Article 22 of the bylaws)

It starts on January 1 and ends on December 31 of each year.

1.3 Appointment of Directors (Article 13 of the bylaws)

I – During the life of the Company, Directors are appointed by the Ordinary General Meeting. However, in the event of a merger or a demerger, they may be appointed by the Extraordinary General Meeting. Their term of office lasts for three years. It ends after the Ordinary General Meeting ruling on the financial statements for the year ended, which is held in the year in which the term of the said Director expires.

The retirement age of a Director is set at 70 (seventy).

Any exiting Director is eligible for reappointment provided he or she can meet the conditions of this Article. Directors may be dismissed and replaced at any time by the Ordinary General Meeting. Any appointment made in violation of the foregoing provisions shall be null and void, except for appointments made on a temporary basis.

II – Directors may be individuals or legal entities.

In the latter case, when appointed, the legal entity is required to appoint a permanent representative who is subject to the same conditions and requirements and who assumes the same civil and criminal responsibilities as if he were a Director in his own name, without prejudice to the joint and several liability of the legal entity represented by him. The permanent representative of a legal entity appointed as Director shall be subject to the same age requirement applied to individual Directors.

The term of the permanent representative appointed by the legal entity serving as Director shall be given for the duration of the term of the legal entity.

III – An employee of the Company may be appointed as Director only if his employment contract corresponds to an actual job. He shall not lose the benefit of such employment contract. The number of employee Directors may not exceed one third of the Directors in office.

IV – In the event of a vacancy owing to death or to the resignation of one or more Directors, the Board of Directors may, between two General Meetings, make appointments on a temporary basis. If the number of Directors falls below the legal minimum, the remaining Directors must immediately convene the Ordinary General Meeting in order to fill the vacancies on the Board.

Temporary appointments made by the Board shall be subject to ratification by the next Ordinary General Meeting. Failing ratification, the deliberations and acts carried out previously by the Board shall remain valid nonetheless.

If the Board neglects making the required appointments or convening the meeting, then any interested party may ask the Chief Judge of the Commercial Court, ruling on request, to appoint a representative in charge of convening the General Meeting so that such appointments may be made or ratified as the case may be.

V – Every Director must own 300 shares in the Company. If this is not the case on the date of his appointment or at any time in the course of his terms of office, he shall be considered as having automatically resigned if he fails to remedy the situation within a period of six months.

1.4 General Meetings (Article 19 of the bylaws)

General Meetings shall be called and shall deliberate under the conditions set by law and regulations. They shall be held in any location specified in the meeting notice.

Any shareholder, however many shares he or she owns, may participate in the meetings in person or by proxy, provided they give proof of identity and proof of ownership of registered shares, either in nominative form or else in registered form, and held in a bearer securities trading account held by a certified intermediary, no later than the third business day preceding the meeting at midnight Paris time.

Registration as an accounting entry in a bearer securities account held by the certified intermediary shall be indicated by a stock certificate issued by the intermediary, attached to the mail-in voting form or proxy or when requesting the admission card.

Shareholders who have already voted by mail, sent in a proxy or requested their admission card or stock certificate, may no longer choose any other method of participating in the meeting.

In the absence of the Chairman and unless there are mandatory provisions to the contrary, the meeting is chaired by the Director specifically appointed by the Board. If there is no appointed Director, the meeting elects a Chairman.

1.5 Ownership thresholds

The bylaws do not stipulate specific requirements for ownership thresholds.

1.6 Appropriation and distribution of earnings (Articles 24 and 25 of the bylaws)

The income statement summarizing income and expenses for the year shows the profit or loss for the year after deduction of depreciation, amortization and provisions.

At least 5% of the earnings for the year minus any prior losses shall be used to fund the legal reserve. This withdrawal shall cease to be mandatory when the legal reserve fund equals one tenth of the capital stock; it shall resume when the legal reserve falls below one tenth of the capital for any reason.

Distributable earnings consist of the profit for the year less prior losses and sums placed in reserve as required by law and the bylaws, plus any retained earnings.

The General Meeting may withdraw from these earnings any sums it deems appropriate to be carried forward to the following year or to be placed in one or more general or special reserves, the use of or allocation to which to be determined by it. The balance, if any, is divided among all shares. Dividends are first taken from the distributable earnings for the year.

The General Meeting may also decide to distribute sums taken from the reserves at its disposal, and must expressly note the reserve items from which these sums are taken.

Excluding the case of a capital reduction, no distribution may be made to shareholders when the shareholders' equity is or would become, after any distribution, less than the amount of the capital plus reserves which may not be distributed under the law or bylaws. The revaluation reserve may not be distributed. It may be capitalized in whole or in part.

The loss, if any, is carried forward after approval of the financial statements by the shareholders and is charged against the profits from subsequent years until it is extinguished.

The General Meeting has the option of granting to each shareholder for all or part of the dividend paid out an option between payment of the dividend in shares, subject to the legal conditions, or in cash.

The procedures for payment of the dividends in cash shall be set by the General Meeting or by the Board of Directors.

Cash dividends must be paid within a maximum period of nine months after the close of the financial year unless this deadline is extended by court order.

However, when a balance sheet prepared during or at the end of the year and certified by a Statutory Auditor shows that the Company has earned a profit since the end of the previous year and after the required depreciation, amortization and provisions, and after deduction of any prior losses and sums to be placed in reserve as required by the law or bylaws, interim dividends may be paid before approval of the financial statements for the year. The amount of such dividends may not exceed the amount of the profit as shown.

A request for payment of the dividend in shares must be made within a time period set by the meeting, which may not exceed three months from the date of the meeting.

No dividends may be claimed back from shareholders, unless distribution was performed in violation of legal provisions and the Company deems that beneficiaries were aware of the irregular nature of this distribution at the time, or could not have not been aware thereof, given the circumstances. Where applicable, claims for refund are limited to three years after the payment of these dividends.

Any dividends not claimed within five years of their release for payment are lapsed.

The Ordinary General Meeting may, on the recommendation of the Board of Directors, decide that the dividend shall be paid in kind.

1.7 Purchase by the Company of its own shares

(See Management report – section 6.3.1 – Share buyback program.)

1.8 Parent company-subsidiary relations

BOURBON SA is a holding company; the financial flows with its subsidiaries correspond mainly to the dividends paid by them.

As of December 31, 2013, the figures for the parent company, BOURBON SA, and its main subsidiaries are listed below:

Consolidated values (except dividends) *(in € million)*	Bourbon Offshore Surf	Sonasurf Internacional Ship.	Bourbon Offshore Interoil Ship.	Bourbon Ships AS	Bourbon Supply Invest.	Bourbon Supply Asia	Bourbon Maritime	Financière SNC	BOURBON SA (listed company)
Revenue	183.7	228.4	166.4	40.8	-	8.3	-	-	-
Net property, plant and equipment	184.3	0.0	0.4	221.1	191.2	8.6	7.5	-	-
Financial debt (excl. Group)	26.6	-	-	145.8	65.2	0.0	876.0	646.5	-
Cash and cash equivalents	2.16	11.1	3.0	15.0	0.0	3.0	0.0	559.6	1.2
Dividends paid during the year returning to the listed Company	-	-	-	-	-	-	50.0	-	-

- For operating companies: Bourbon Offshore Surf, Sonasurf Internacional Shipping, Bourbon Offshore Interoil Shipping Navegação, Bourbon Ships AS and Bourbon Supply Asia, which alone account for nearly 48% of the Group's revenues. The Group's remaining revenues are earned by 45 operating companies.
- For shipowning companies: Bourbon Offshore Surf, Bourbon Ships AS, Bourbon Supply Investissements and Bourbon Supply Asia, these four companies representing 24% of the Group's net property, plant and equipment. The other property, plant and equipment are owned by 148 companies, shipowning being the sole activity (mainly tax vehicles) for 89 of them.
- For companies with financing activities: Bourbon Offshore Surf, Bourbon Ships AS, Bourbon Supply Investissements, Bourbon Maritime and Financière SNC, which account for nearly 70% of the Group's debt. The remaining financial debt is carried by 54 companies, shipowning being the sole activity (mainly tax vehicles) for 24 of them. In general, transactions between members of the Group are managed by the centralized cash-clearing house, the subsidiary Financière Bourbon.

2 INFORMATION ABOUT THE CAPITAL STOCK

The Company was listed for trading on the second market of the Paris Stock Exchange on October 20, 1998.

Since February 2004, BOURBON has been classified by Euronext in the "Oil Services" sector.

BOURBON was admitted to the SBF 120 index in September 2005.

BOURBON was admitted for trading, as from January 2006, in capitalization compartment A of NYSE Euronext Paris.

As from March 28, 2006, the share was included in the Deferred Settlement Service (SRD), and since March 2011 it has been included in the CAC Mid 60 index.

2.1 Capital stock

As of December 31, 2013, the number of shares (all of the same class) and theoretical voting rights amounted to 74,559,688. The amount of the capital stock on that date totalled €47,360,582.

During 2013, more than 24.6 million shares of BOURBON stock were traded on the NYSE Euronext Paris Market.

As of December 31, 2013, the Company's market capitalization amounted to €1,491 million at a year end price of €20.00 per share compared with €1,411 million as of December 31, 2012.

According to the criteria "number of shares traded", "capital", "rotation rate" and "market capitalization", depending on the month and for 2013, BOURBON ranked between number 37 and number 103 among the companies listed on Euronext Paris.

As of December 31, 2013, there were 964 employee shareholders holding stock through the FCPE "Bourbon Expansion" mutual fund for a total of 590,743 shares, or 0.79% of the capital.

In the Combined General Meeting of August 23, 2004, double voting rights were eliminated. Moreover, with the exception of treasury shares (2,965,102 shares as of December 31, 2013, 3.98% of the total outstanding), no shares have limited voting rights.

2.2 Position with regard to stock option plans for new and/or existing shares

	May 30, 2008		June 1, 2011			
Meeting date	**Plan No. 7(1)**	**Plan No. 8(1)**	**Plan No. 9(1)**	**Plan No. 10(1)**	**Plan No. 11**	**Total**
Date of Board Meeting	December 8, 2008	August 24, 2009	December 5, 2011	November 30, 2012	December 2, 2013	
Start date for exercising options	December 8, 2012	September 24, 2013	December 5, 2015	November 30, 2016	December 2, 2017	
Expiration date	December 7, 2014	September 23, 2015	December 4, 2017	November 29, 2018	December 1, 2019	
Original number of beneficiaries	50	895	1,153	2	68	
Total number of stock subscription or purchase options:	47,384	2,339,535	2,789,050	29,700	1,037,000 (3)	
a) Corporate officers in this capacity at the time of allocation		108,900 (2)	165,000 (2)		200,000 (4)	
- Incl. Jacques de Chateauvieux						
- Incl. Christian Lefèvre		54,450	71,500		80,000	
- Incl. Gaël Bodénès			38,500		60,000	
- Incl. Laurent Renard		54,500	55,000		60,000	
b) Top ten employee beneficiaries	23,426	258,940	2,211,000	29,700	198,000	
Subscription or purchase price	€15.78	€26.12	€18.18	€19.82	€19.68	
Discounts granted	No	No	No	No	No	
Options exercised at 12/31/2013	-	-	-	-	-	
Options cancelled or voided as at 12/31/2013	19,965	374,979	239,800	-	0	
Options remaining to be exercised as at 12/31/2013	27,419	1,964,556	2,549,250	29,700	1,037,000	5,607,925

(1) Numbers of options and exercise prices are adjusted values, as required under applicable regulations, following operations on the BOURBON share.
(2) Options related to performance conditions.
(3) Options related to performance conditions (see management report – section 3.3.3.5).
(4) Options related to performance conditions (see management report – section 3.3.3.2).

2.3 Position with regard to granting of bonus shares as at December 31, 2013

Meeting date	June 1, 2011 Plan dated 12/2/2013	Total
Date of Board Meeting	December 2, 2013	
Number of beneficiaries	2,103	
Total number of bonus shares allocated	767,400(1)	
Of which allocated to:		
- Jacques de Chateauvieux		
- Christian Lefèvre		
- Gaël Bodénès		
- Laurent Renard		
Date of acquisition of shares	December 2, 2015(2)	
	December 2, 2017(2)	
End of lock-up period	December 2, 2017	
Total number of cancelled or voided shares	0	
Allotted bonus shares remaining at end of period	767,400	767,400

(1) Shares dependent on performance conditions (see Management Report - section 3.3.4.)
(2) The acquisition period is two years for French residents (followed by a two-year holding period) and four years for foreign residents (with no holding period).

2.4 Potential capital dilution as of December 31, 2013

The table below shows an assessment of the Company's potential capital dilution resulting from the conversion or exercise of securities giving access to any outstanding capital in the Company as of December 31, 2013:

	Allocation date	Maturity		Number of potential shares	Potential dilution	Capital stock *(in shares)*
		Start	End			
Number of shares as of December 31, 2013						**74,559,688**
Stock option plans	12/08/2008	12/08/2012	12/07/2014	27,419	0.04%	
Stock option plans	09/24/2009	09/24/2013	09/23/2015	1,964,556	2.63%	
Stock option plans	12/05/2011	12/05/2015	12/04/2017	2,549,250	3.42%	
Stock option plans	11/30/2012	11/30/2016	11/29/2018	29,700	0.04%	
Stock option plans	12/02/2013	12/02/2017	12/01/2019	1,037,000	1.39%	
Bonus shares	12/02/2013	12/02/2017	12/02/2019	767,400	1.03%	
Total stock subscription options				**6,375,325**	**8.55%**	
POTENTIAL CAPITAL AT DECEMBER 31, 2013						**80,935,013**

The Company did not issue or grant any other rights or securities giving direct or indirect access to its capital, immediately or in the future.

2.5 Changes in the capital over the past three years

Date	Operation	Share issues: Amount of capital increase *(in €)*	Share issues: Number of shares	Share issues: Issue and merger premium *(in €)*	Total amount of capital *(in €)*	Total number of shares
03/14/2011	Stock options exercised between January 1, 2011 and March 14, 2011	15,399	24,244	505,244	39,101,094	61,556,789
06/01/2011	Stock options exercised between March 14, 2011 and June 1, 2011	17	25	661	39,101,110	61,556,814
06/01/2011	Allotment to shareholders of one new share for ten old shares	3,910,111	6,155,681	(3,910,111)	43,011,221	67,712,495
11/02/2011	Bonus shares granted to employees	29,400	46,284	(29,400)	43,040,621	67,758,779
12/31/2011	Stock options exercised between June 1, 2011 and December 31, 2011	14,454	22,756	545,457	43,055,075	67,781,535
12/31/2012	No stock options were exercised between January 1, 2012 and December 31, 2012	0	0	0	43,055,075	67,781,535
04/03/2013	No stock options were exercised between January 1, 2013 and March 4, 2013	0	0	0	43,055,075	67,781,535
05/28/2013	Allotment to shareholders of one new share for ten old shares	4,305,507	6,778,153	(4,305,507)	47,360,582	74,559,688
12/31/2013	No stock options were exercised between January 1, 2013 and December 31, 2013	0	0	0	47,360,582	74,559,688
03/03/2014	No stock options were exercised between January 1, 2014 and March 3, 2014	0	0	0	47,360,582	74,559,688

The number of shares comprising the capital stock and the number of voting rights are adjusted monthly as necessary in accordance with the “Transparency Directive”. This information is available on the Company’s website, www.bourbon-online.com under the heading “BOURBON” – “Finance” – “Regulated information”.

2.6 Significant transactions affecting the distribution of capital over the past three years

Following the transactions mentioned below, up to the registration date of the 2013 Registration Document and as far as the Company is aware, the companies Mach-Invest International, Monnoyeur SAS and Financière de l’Échiquier SA hold more than 5% of BOURBON’s capital stock and the JACCAR Holdings company more than 25%.

Year 2013

On January 3, 2014, the incorporated company Financière de l’Échiquier informed the AMF and BOURBON by letter that as of December 31, 2013 it exceeded the threshold of 5% of capital and theoretical voting rights. At that date, Financière de l’Échiquier held 3,740,203 BOURBON shares, representing 5.02% of capital and voting rights.

Year 2012

On January 19, 2012, JACCAR Holdings strengthened its position following the acquisition of a block of 945,000 BOURBON shares and reported that it had exceeded the 25% threshold for the capital stock and theoretical voting rights.

JACCAR Holdings also declared, on the same date:

- that it will continue to act as a shareholder, namely a shareholder desirous of accompanying the development and strategy decided on by the Board of Directors of BOURBON;
- that it will continue to manage its interests actively and that it is planning to increase them as opportunities arise;
- that it is not the intention of JACCAR Holdings to take over BOURBON nor to request other directorships on BOURBON’s Board of Directors other than those of Mr. Jacques de Chateauvieux, Chairman and Director with delegated powers of JACCAR Holdings, and Ms. Lan Vo, Board member and manager of the Vietnamese branch of JACCAR Holdings.

Year 2011

On October 5 and 6, 2011, Cana Tera SAS, the parent company of JACCAR Holdings, acquired 72,324 BOURBON shares on the market, increasing its total number of shares to 114,674.

After selling all of its shares to Mach-Invest International, Mach-Invest SAS purchased 7,000 BOURBON shares in October 2011.

On May 17, 2011, Mach-Invest SAS reported that, on May 16, 2011, it had fallen below the 5% threshold for capital stock and theoretical voting rights in BOURBON, while Mach-Invest International declared that it had risen above the 5% threshold for capital stock and theoretical voting rights in BOURBON. The thresholds were crossed owing to the sale of 3,105,530 shares previously held by Mach-Invest SAS to Mach-Invest International.

2.7 Changes in the shareholder base

	Position as of 12/31/2013			Position as of 12/31/2012			Position as of 12/31/2011		
Shareholders	Number of shares	% of capital and theoretical voting rights	% of voting rights in the General Meeting	Number of shares	% of capital and theoretical voting rights	% of voting rights in the General Meeting	Number of shares	% of capital and theoretical voting rights	% of voting rights in the General Meeting
Jaccar*	19,537,877	26.20%	27.29%	17,761,707	26.20%	27.30%	16,816,707	24.81%	25.84%
Mach Invest**	5,761,891	7.73%	8.05%	5,238,083	7.73%	8.05%	5,238,083	7.73%	8.05%
Monnoyeur	3,986,167	5.35%	5.57%	3,623,789	5.35%	5.57%	3,623,789	5.35%	5.57%
Fin Échiquier	3,740,203	5.02%	5.22%	-	-	-	-	-	-
Treasury shares	2,965,102	3.98%	-	2,713,839	4.00%	-	2,710,946	4.00%	-
Employees	590,743	0.79%	0.83%	561,776	0.83%	0.86%	548,667	0.81%	84.00%
Public	37,977,705	50.94%	53.05%	37,882,341	55.89%	58.22%	38,843,343	57.31%	59.69%
TOTAL	**74,559,688**	**100%**	**100%**	**67,781,535**	**100%**	**100%**	**67,781,535**	**100%**	**100%**

* *Jaccar = Jaccar Holdings + Cana Tera SAS : Jacques d'Armand de Chateauvieux family.*

** *Mach -Invest Group = Mach-Invest SAS + Mach Invest International: company associated with Henri d'Armand de Chateauvieux.*

No material change has occurred in the holding of capital and voting rights since December 31, 2013.

2.8 Distribution of capital and voting rights

Total number of shares (December 31, 2013)	74,559,688
Total number of theoretical voting rights (December 31, 2013)	74,559,688
Total number of voting rights exercisable in General Meetings (December 31, 2013)	71,594,586
Approximate number of shareholders (TPI shareholder identification procedure in January 2014)	40,000

Shareholders owning 5% or more of the capital and theoretical voting rights (December 31, 2013):

- more than 25%: JACCAR Holdings;
- more than 5%: Mach-Invest International, Monnoyeur SAS and SA Financière de l'Échiquier.

To the Company's knowledge, there are no other shareholders owning, either directly or indirectly or together, 5% or more of the capital and theoretical voting rights.

Percentage of capital and theoretical voting rights held by all the members of the Board of Directors: 40%.

As of December 31, 2013, the Company owned 2,965,102 shares (including 2,357 under the supervision and liquidity contract with CM-CIC Securities), or 3.98% of the capital.

In addition, as of that same date, 964 employees owned 0.79% of the capital with 590,743 shares.

Since December 31, 2004, there has been a shareholders' agreement stipulating a collective pledge to retain shares of BOURBON stock ("Loi Dutreil", Article 885-I of the French General Tax Code, *Code général des impôts*) involving 26.3% of the capital. This agreement, which is tax-related in nature, does not under any circumstances represent a "collective action" to implement a voting policy or a BOURBON management policy. It does not contain any preferred terms for sales. This agreement is renewed annually by tacit agreement in accordance with its bylaws.

2.9 Price trend in euros over 18 months

Date	High[(1)(2)]	Low[(1)(3)]	Volume of shares traded	Capital traded *(in € millions)*
2012				
September	21.659	18.936	1,906,504	39.14
October	20.600	18.209	1,936,273	37.17
November	21.077	18.727	2,583,597	51.18
December	20.386	18.855	2,019,114	39.65
2013				
January	20.945	18.818	2,548,722	50.87
February	20.873	18.636	1,944,206	38.16
March	21.891	18.227	2,927,789	59.76
April	19.995	17.273	1,998,767	37.26
May	20.414	18.677	1,797,837	35.46
June	21.490	18.882	2,142,707	43.28
July	21.095	19.855	1,428,978	29.22
August	21.970	19.715	1,973,000	40.91
September	20.130	18.800	2,641,353	51.36
October	21.790	19.245	2,557,348	52.23
November	21.040	19.020	1,748,103	34.44
December	20.100	17.945	1,940,904	36.96
2014				
January	22.000	19.650	2,645,333	55.25
February	22.000	20.000	2,049,605	42.96

(1) For comparison purposes, the figures have been adjusted following the bonus share award of one new share for ten existing shares on June 6, 2013.
(2) High reached in intraday over the period.
(3) Low reached in intraday over the period.

TRADEMARKS, LICENSES, PATENTS, PROPERTY, PLANT AND EQUIPMENT

1 TRADEMARKS, LICENSES, PATENTS

The BOURBON Company has filed its logo, including the graphic features. It has also protected its trademarks, *i.e.* BOURBON, Bourbon Offshore and Les Abeilles, for the products and services concerned.

BOURBON has also registered the brand "Under the flag of excellence" with the INPI (National Industrial Property Institute).

2 PROPERTY, PLANT AND EQUIPMENT

The fleet of vessels constitutes most of the Group's property, plant and equipment: vessels (including those under construction) accounted for almost 99% of net property, plant and equipment at December 31, 2013. During 2013, the average utilization rate for the fleet in service was 83.3%. In 2013, the fleet breakdown changed as follows:

	Marine Services							
	Deepwater Offshore		Shallow water offshore		Crewboats		Subsea Services	
	Per half year							
	H1 2013	H2 2013	H1 2013	H2 2013	H1 2013	H2 2013	H1 2013	H2 2013
Number of vessels (end of period)	73	72	109	122	270	272	19	18
Utilization rate[(1)]	88.4%	89.4%	89.4%	90.2%	79.3%	78%	89.2%	91.3%
Average daily rates (US dollar)	US$21,789	US$22,482	US$14,078	US$13,877	US$5,083	US$5,270	US$40,262	US$42,226
Availability rate	94.5%	95.9%	96.1%	96.1%	92.2%	95.29%	92.8%	94.1%

(1) Utilization rate: over a period, number of revenue-generating days divided by the number of calendar days.

As of December 31, 2013, the offshore fleet breaks down as follows:

Position at December 31, 2013	Owned	Bareboat chartering	Operating vessels	Average age	Average utilization rate *(%)*
Marine Services					
Deepwater offshore vessels	65	7	72	8.5	88.9%
Shallow water offshore vessels	102	20	122	4.7	89.8%
Crewboats	272	-	272	6.3	78.7%
Total Marine Services	**439**	**27**	**466**	**6.3**	**83.9%**
Subsea Services					
IMR vessels	16	2	18	5.7	83.0%
TOTAL VESSELS	**455**	**29**	**484**	**6.2**	**83.3%**

BOURBON also has 12 ROVs with an average age of less than five years and a cement carrier delivered in 2009.

At December 31, 2013, 73.8% of offshore supply vessels were under long-term [(1)] contracts, with an average residual contract duration of 12.3 months, excluding crewboats.

BOURBON's fleet of offshore support vessels (excluding crewboats) is valued at the end of each year by independent ship brokers, all with extensive knowledge of the markets in which our vessels operate.

Transactions involving vessels with characteristics as similar as possible are taken into account by the brokers. Certain specifics may also be taken into account, such as:

- the country in which the vessel was built (opening or closing access to certain markets);
- degree of proximity to an operating zone targeted by the purchaser, as well as the condition and age of the vessel.

The Statutory Auditors rely on this data for impairment of assets tests.

(1) In the industry, "long term" applies to commitments of over six months. In practice, "long term" contracts are contracts of two to three years, sometimes including options to extend by one or two years.

Based on the market values provided at December 31, 2013 and the net book value of offshore support vessels on this date, the unrealized capital gains stand at almost €900 million.

As indicated in the notes to the Consolidated Financial Statements, maintenance operations are performed on all our vessels at regular intervals according to a multi-year plan for compliance with the classification requirements of international agreements or regulations.

Thus every vessel involves two components:

- a vessel component;
- an "overhaul" component, representing the cost of an overhaul.

Treatment of the "overhaul" component is also explained in note 1.5.6 of the notes to the Consolidated Financial Statements. A summary of BOURBON's property, plant and equipment and the main expenses related thereto (amortization and losses in value) is included in Note 3.3 of the notes to the Consolidated Financial Statements. In addition, in section 4.2, the management report describes the environmental risks and BOURBON's approach to them.

3 VESSEL DELIVERIES AND FINANCING

BOURBON took delivery of 38 vessels in 2013:

- 3 deepwater offshore vessels;
- 20 shallow water offshore vessels;
- 14 crewboats;
- 1 IMR vessel.

The table below summarizes the number of vessel deliveries forecast for the period 2014-2015. It takes account of the fact that:

- BOURBON is yet to receive 7 vessels as part of the 2012 investment plan;
- BOURBON has already taken delivery of 75 vessels as part of the BOURBON 2015 Leadership Strategy plan.

The amounts given below are the estimated values of vessels ordered but not delivered at December 31, 2013 (excluding financing costs) expressed in millions of euros, and not the amounts disbursed on delivery (advance payments are made at different stages of construction).

		Scheduled deliveries in 2014	Scheduled deliveries in 2015	Total
Deepwater offshore vessels	Number	10	9	19
	Value (before financing costs)	€201 M	€191 M	€392 M
Shallow water offshore vessels	Number	15		15
	Value (before financing costs)	€189 M		€189 M
Crewboats	Number	11	-	11
	Value (before financing costs)	€40 M	-	€40 M
IMR vessels	Number	6	1	7
	Value (before financing costs)	€270 M	€45 M	€315 M
TOTAL	**NUMBER**	**42**	**10**	**52**
	VALUE (BEFORE FINANCING COSTS)	**€700 M**	**€236 M**	**€936 M**

BOURBON 2015 Leadership Strategy plan

Value of the program BOURBON 2015 Leadership Strategy*	€1.538 billion/US$2 billion
Investments committed as at December 31, 2013	€1.109 billion
Amount already paid as at December 31, 2013	€621 million
Rate of progress of the investment program (proportion of the value committed)	72%
Estimated maturity of the program in 2014	€391 million (excluding any additional orders)
Resources and financing	See paragraphs 1.2, 2.4 and 4.4.2 of the management report.

* *Assuming a EUR/USD exchange rate of EUR 1 to USD 1.30.*

4 REAL ESTATE

As at December 31, 2013, the Group had access, either through leases or through direct ownership, to the following real estate:

Country	Location	Purpose	Legal status
France	**Paris**	**Head office**	**Lease**
Australia	Perth	Offices	Lease
Brazil	Rio de Janeiro	Offices, warehouse	Ownership/Lease
China	Shanghai	Offices	Lease
United Arab Emirates	Dubaï	Offices, other	Lease
Egypt	Cairo – Agouza	Offices	Lease
France	Le Havre, Marseille, Paris, Sainte-Marie (La Réunion)	Offices, other	Ownership/Lease
Indonesia	Balikpapan, Jakarta, Tamapole	Offices, logistics base	Ownership/Lease
Italy	Ravenna	Offices	Lease
Luxembourg	Luxembourg	Offices	Lease
Malaysia	Labuan, Kuala Lumpur	Offices, other	Lease
Mexico	Tampico	Offices	Lease
Nigeria	Lagos, Port Harcourt, Onne	Offices, logistics base, other	Ownership/Lease
Norway	Fosnavaag	Offices	Lease
Portugal	Funchal	Offices	Lease
Qatar	Doha	Offices	Lease
Romania	Bucharest	Offices	Lease
Russia	St Petersburg	Offices	Lease
Singapore	Singapore	Offices, other	Lease
Switzerland	Nyon	Offices	Lease
Trinidad	Glenco, Chaguaramas	Offices, other	Lease
Ukraine	Odessa	Offices	Lease

N.B: Real estate owned/leased by fully consolidated companies.

Leased property consists mainly of premises used for administrative purposes. The Group is the owner of buildings located in Marseille, which house the main corporate departments as well as the head offices of several subsidiaries. Operating leasing expenses for real property are included in the information given in point 5.1 of the notes to the Consolidated Financial Statements showing contractual obligations.

AGENDA OF THE COMBINED GENERAL MEETING OF MAY 20, 2014

1 AGENDA OF THE ORDINARY GENERAL MEETING

- Approval of the annual financial statements for the period ending December 31, 2013.
- Approval of the consolidated financial statements for the period closed on December 31, 2013.
- Appropriation of income for the year and setting of the dividend.
- Statutory Auditors' special report on regulated agreements and commitments and approval of these agreements and commitments.
- Setting of Directors' fees.
- Renewal of Deloitte & Associés as Principal Statutory Auditor.
- Renewal of BEAS as Deputy Statutory Auditor.
- Renewal of Mr. Christian Munier as director.
- Appointment of Ms. Astrid de Bréon to replace Mr. Henri d'Armand de Chateauvieux as director.
- Renewal of Mr. Baudouin Monnoyeur as director.
- Appointment of Mr. Bernhard Schmidt to replace Mr. Guy Dupont as director.
- Appointment of Ms. Wang Xiaowei to replace Ms. Lan Vo Thi Huyen as director for the remainder of the term of office.
- Appointment of Mr. Philippe Salle to replace Mr. Philippe Sautter as director for the remainder of the term of office.
- Authorization to be given to the Board of Directors for the Company to repurchase treasury shares pursuant to Article L. 225-209 of the Commercial Code, duration of permission, purposes, procedures, ceiling.
- Opinion on compensation components due or allocated for the period ending December 31, 2013 to Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors.
- Opinion on compensation components due or allocated for the period ending December 31, 2013 to Mr. Christian Lefèvre, Chief Executive Officer.
- Opinion on compensation components due or allocated for the period ending December 31, 2013 to Mr. Laurent Renard and Mr. Gaël Bodénès, Executive Vice Presidents.

2 AGENDA OF THE EXTRAORDINARY GENERAL MEETING

- Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to Article L. 225-209 of the Commercial Code, duration of authorization, ceiling.
- Delegation of authority to the Board of Directors to increase the share capital by incorporation of reserves, profits and/or premiums, duration of the delegation, nominal maximum value of the capital increase, outcome of fractional shares.
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the capital (of the company or of a group company) and/or conferring entitlement to the allocation of debt instruments with preferential subscription rights, duration of the delegation, nominal maximum value of the capital increase, option to offer unsubscribed securities to the public.
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the capital (of the company or of a group company) and/or conferring entitlement to the allocation of debt instruments with removal of preferential subscription rights, via an offer referred to in II of Article L. 411-2 of the French Monetary and Financial Code, duration of the delegation, nominal maximum value of the capital increase, issue price, ability to limit to the value of the subscriptions or distribute unsubscribed securities.
- Authorization, in case of issue with elimination of the shareholders' pre-emptive subscription right, to set, within the limit of 10% of share capital per year, the issue price under the terms determined by the meeting.
- Authorization to increase the amount of issues in the case of excess requests.
- Delegation to be given to the Board of Directors to increase the share capital, up to 10% to compensate contributions in kind of capital securities or marketable securities giving access to the capital, duration of the delegation.
- Authorization to be given to the Board of Directors in order to give stock options to employees and/or certain corporate officers of the company or associated companies, waiver by shareholders of their preferential subscription rights, duration of the authorization, ceiling, exercise price, maximum duration of the option.
- Authorization to be given to the Board of Directors in order to give bonus shares (existing and/or to be issued) to employees and/or certain corporate officers of the company or associated companies, waiver by shareholders of their preferential subscription rights, duration of the authorization, ceiling, duration of acquisition periods, mainly in the event of invalidity and holding.

- Delegation of authorization to the Board of Directors to issue share subscription warrants, share subscription and/or purchase warrants (BSAANE) and/or redeemable share subscription and/or purchase warrants for new and/or existing shares (BSAAR) with elimination of the pre-emptive subscription right in favor of a defined class of persons, maximum nominal amount of the capital increase, duration of the delegation, exercise price.
- Delegation of authority to the Board of Directors to increase the capital by issuing shares with elimination of pre-emptive subscription rights for participants in a company savings plan pursuant to Articles L. 3332-18 *et seq.* of the French Labor Code, duration of the delegation, maximum nominal amount of the capital increase, issue price, option to allocate bonus shares pursuant to Article L. 3332-21 of the French Labor Code.
- Overall limitation of ceilings on capital increases envisaged by the delegations shown in the nineteenth, twentieth, twenty-first, twenty-fourth and twenty-eighth resolutions of this Meeting.
- Powers to perform formalities.

PROPOSED RESOLUTIONS TO BE PUT TO THE COMBINED GENERAL MEETING OF MAY 20, 2014

1 AUTHORITY OF THE ORDINARY GENERAL MEETING

First resolution - Approval of the annual financial statements for the period ending December 31, 2013

The General Meeting, after having heard the management report by the Board of Directors, the Chairman's report and the Statutory Auditors' report, approves all components of these reports, as well as the balance sheet, rapports, the income statement and the appendix for the period ending December 31, 2013 as they have been submitted, as well as the transactions reflected in these financial statements and summarized in these reports.

Second resolution - Approval of the consolidated financial statements for the period ending December 31, 2013

The General Meeting, after having heard the report by the Board of Directors on the Group's management and the Statutory Auditors' report on the consolidated financial statements prepared at December 31, 2013 approved them as they were submitted, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution - Appropriation of earnings from the period and setting of the dividend

The General Meeting, on the proposal of the Board of Directors, decided to allocate the income for the period ending on December 31, 2013 as follows:

Origin	
Profit from the period	€52,783,530.74
Retained earnings	€153,621,404.39
Allocation	
Dividends	€74,559,688.00
Retained earnings	€131,845,247.13

The General Meeting notes that the overall gross dividend per share is set at 1 euro, the full amount distributed is eligible for the 40% price reduction referred to in Article 158-3-2° of the General Tax Code.

Detachment of the coupon will take place on May 29, 2014.

Dividends will be paid on June 3, 2014.

In case of a change in the number of shares qualifying for dividend compared to the 74,559,688 shares composing the capital stock as at March 3, 2014, the total dividend amount would be consequently adjusted and the amount allocated to retained earnings would be determined based on the dividends actually paid out.

In accordance with the provisions of Article 243 bis of the General Tax Code, the Meeting noted that it had been reminded that for the last three periods the distributions of dividends and income were as follows:

	INCOME ELIGIBLE FOR PRICE DISCOUNT		INCOME NON-ELIGIBLE FOR PRICE DISCOUNT
	DIVIDENDS	OTHER INCOME DISTRIBUTED	
2010	€53,170,195.50* *i.e.* €0.90 per share	-	-
2011	€53,342,863.86* *i.e.* €0.82 per share	-	-
2012	€53,362,946.48* *i.e.* €0.82 per share	-	-

**This is the amount actually paid out and does not include dividends on treasury shares, which are instead credited to retained earnings.*

Fourth resolution - Statutory Auditors' special report on regulated agreements and commitments and approval of these agreements and commitments

Deciding on the Statutory Auditors' special report on regulated agreements and commitments submitted to it, the general Meeting approved the new agreements referred to in it.

Fifth resolution - Setting of Directors' fees

The General Meeting, after having heard the Directors' report, decided to set the overall Directors' fees allocated to the Board of Directors at four hundred thousand euros (€400,000) for 2013 and the subsequent years until decided otherwise.

Sixth resolution - Renewal of Deloitte & Associés as Principal Statutory Auditor

On the proposal of the Board of Directors, the General Meeting renewed Deloitte & Associés, whose mandate expired at the end of this meeting, as Principal Statutory Auditor for six years; *i.e.* until the end of the ordinary general meeting in 2020 called to approve the financial statements for the year ended on December 31, 2019.

BEAS accepted this renewal.

Seventh resolution - Renewal of BEAS as Deputy Statutory Auditor

On the proposal of the Board of Directors, the General Meeting renewed BEAS, whose mandate expired at the end of this meeting, as Deputy Statutory Auditor for six years; *i.e.* until the end of the ordinary general meeting in 2020 called to approve the financial statements for the year ended on December 31, 2019.

BEAS accepted this renewal.

Eighth resolution - Renewal of Mr. Christian Munier as director

The General Meeting decided to renew Mr. Christian Munier as director, for three years, expiring at the end of the Meeting held in 2017 called to approve the financial statements for the past year.

Ninth resolution - Appointment of Ms. Astrid de Bréon to replace Mr. Henri d'Armand de Chateauvieux as director

The General Meeting decided to appoint Ms. Astrid de Bréon to replace Mr. Henri d'Armand de Chateauvieux as director, for three years, expiring at the end of the Meeting held in 2017 called to approve the financial statements for the past year.

Tenth resolution - Renewal of Mr. Baudouin Monnoyeur as director

The General Meeting decided to renew Mr. Baudouin Monnoyeur as director, for three years, expiring at the end of the Meeting held in 2017 called to approve the financial statements for the past year.

Eleventh resolution - Appointment of Mr. Bernhard Schmidt, to replace Mr. Guy Dupont, as director

The General Meeting decided to appoint Mr. Bernhard Schmidt to replace Mr. Guy Dupont as director, for three years, expiring at the end of the Meeting held in 2017 called to approve the financial statements for the past year.

Twelfth resolution - Appointment of Ms. Wang Xiaowei, to replace Ms. Lan Vo Thi Huyen as director

The General Meeting decided to appoint Ms. Wang Xiaowei as director, to replace Ms. Lan Vo Thi Huyen, who resigned, for the remainder of the term of office, *i.e.* until the end of the Meeting held in 2016 to approve the financial statements for the past year.

Thirteenth resolution - Appointment of Mr. Philippe Salle to replace Mr. Philippe Sautter as director

The General Meeting decided to appoint Mr. Philippe Salle as director, to replace Mr. Philippe Sautter, who resigned, for the remainder of the term of office, *i.e.* until the end of the Meeting held in 2015 to approve the financial statements for the past year.

Fourteenth resolution - Authorization to be granted to the Board of Directors to allow the Company to buy back its own shares pursuant to Article L. 225-209 of the French Commercial Code

The General Meeting, having heard the Directors' report, authorizes the latter, for a period of eighteen months, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, to purchase, in one or more stages and at times it shall determine, company shares up to 5% of the number of shares in the share capital, potentially adjusted to take into account any capital increase or reduction transactions during the program.

This authorization ends the authorization granted to the Board of Directors by the General Meeting of May 28, 2013 in its ninth ordinary resolution.

The acquisitions may be made with a view to:

- boost the secondary market or BOURBON share liquidity via an investments services provider, in a liquidity contract in accordance with the AMAFI code of conduct provided for by the AMF;
- retain purchased shares and use them subsequently in exchange or to pay for any external growth operations;
- cover share options and/or bonus share plans (or similar plans) for Group employees and/or corporate officers and any allocations of shares under the company or group savings plans (or similar plans), as part of the company's profit sharing scheme and/or any other forms of share allocation to Group employees and/or corporate officers;
- to cover marketable securities conferring entitlement to company shares under current regulations;
- cancel any acquired shares, subject to permission to be granted by this Annual General Meeting of Shareholders in its seventeenth extraordinary resolution.

These share purchases can be done by any means, including through the acquisition of blocks of shares, and at times to be decided by the Board of Directors.

These transactions may be made during public offer periods, in accordance with current regulations, and with the sole aim of adhering to a securities delivery commitment, or paying for an asset acquisition by means of an exchange and remittance of securities as part of an acquisition or during the launch of a public offer.

The company reserves the right to use options or derivative mechanisms in line with applicable regulations, excluding the sale of sale options in line with position No. 2009-17 of the AMF (*Autorité des Marchés Financiers*).

The maximum purchase price is set at 40 euros per share. In the event of a transaction on the capital, notably division or regrouping of the shares or allocation of bonus shares, the above amount will be adjusted in the same proportions (multiplier coefficient equal to the ratio between the number of shares comprising the capital prior to the transaction and the number of shares after the transaction).

The maximum amount of the transaction is thus 149,119,360 euros.

The General Meeting grants all necessary powers to the Board of Directors to carry out these operations, to set the conditions and procedures for them, enter into any agreements and proceed with all formalities.

Fifteenth resolution - Opinion on compensation components due or allocated for the period closed on December 31, 2013 to Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors

The General Meeting, consulted pursuant to the recommendation of § 24.3 of the AFEP-MEDEF code of corporate governance of June 2013, which is the company's benchmark code pursuant to Article L. 225-37 of the Commercial Code, issued a favorable opinion on the components of compensation due or allocated for the period ending December 31, 2013 to Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors, as presented in the management report of the 2013 Registration Document, Chapter 3.3.1 "Compensation of the Chairman of the Board of Directors, Managing Director and Vice Managing Directors.

Sixteenth resolution - Opinion on compensation components due or allocated for the period closed on December 31, 2013 to Mr. Christian Lefèvre, Chief Executive Officer

The General Meeting, consulted pursuant to the recommendation of § 24.3 of the AFEP-MEDEF code of corporate governance of June 2013, which is the company's benchmark code pursuant to Article L. 225-37 of the French Commercial Code, issued a favorable opinion on the components of compensation due or allocated for the period closed on December 31, 2013 to Mr. Christian Lefèvre, Chief Executive Officer, as presented in the management report of the 2013 Registration Document, Chapter 3.3.1 "Compensation of the Chairman of the Board of Directors, Managing Director and Vice Managing Directors".

Seventeenth resolution - Opinion on compensation components due or allocated for the period closed on December 31, 2013 to Mr. Laurent Renard and Mr. Gaël Bodénès, Executive Vice Presidents

The General Meeting, consulted pursuant to the recommendation of § 24.3 of the AFEP-MEDEF code of corporate governance of June 2013, which is the company's benchmark code pursuant to Article L. 225-37 of the French Commercial Code, issued a favorable opinion on the components of compensation due or allocated for the period closed on December 31, 2013 to Mr. Laurent Renard and Mr. Gaël Bodénès, Executive Vice Presidents, as presented in the management report of the 2013 Registration Document, Chapter 3.3.1 "Compensation of the Chairman of the Board of Directors, Managing Director and Vice Managing Directors".

2 THOSE AUTHORITY OF THE EXTRAORDINARY GENERAL MEETING

Eighteenth resolution - Authorization to be given to the Board of Directors to cancel the shares repurchased by the Company pursuant to Article L. 225-209 of the French Commercial Code

The General Meeting, having reviewed the Directors' report and the special report of the Statutory Auditors:

1. Authorizes the Board of Directors to cancel, by his own decisions, in one or more occasions, up to 10% of the capital calculated on the day of the cancellation decision, less any shares canceled over the previous 24 months, shares held by the company or which may in future be held by it as a result of repurchases pursuant to Article L. 225-209 of the French Commercial Code and reduce the capital stock in the same proportion in accordance with current legal and regulatory provisions;
2. Set at eighteen months from this Meeting, *i.e.* until November 19, 2015 the duration of validity of this authorization;
3. Give all powers to the Board of Directors to perform the operations necessary for such cancellations and corresponding reductions of the capital stock, amend the company bylaws consequently and perform all the formalities required.

Nineteenth resolution – Delegation of authority to the Board of Directors to increase the capital by incorporating reserves, profits and/or premiums

The General Meeting, deciding under the conditions of quorum and majority required for Ordinary General Meetings, having read the Directors' report, and in accordance with the provisions of Articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

1. Delegates to the Board of Directors, its authority to decide to increase the capital stock, in one or more occasions, at times and in the ways it shall determine, by incorporating reserves, profits, premiums or other sums whose capitalization is allowed, by issuing and allocating free of charge shares or by increasing the nominal number of ordinary existing shares, or a combination of these two methods;
2. Decides that if the Board of Directors uses this delegation, in accordance with the provisions of Article L. 225-130 of the French Commercial Code, in the event of a capital stock increase in the form of a bonus share issue, the rights to fractions of shares will not be negotiable, or accessible and that the corresponding securities will be sold; the proceeds of the sale will be allocated to the owners of the rights within the period stipulated by the regulations;
3. Sets the duration of the validity of this delegation at twenty-six months, as of the date of this Meeting;
4. Decides that the value of the capital stock increase as a result of the issues under this resolution must not exceed the nominal amount of 7,000,000 euros, excluding the amount needed to preserve, in accordance with the law, the rights of holders of marketable securities conferring rights to shares. This amount is deducted from the total nominal amount of shares that may be issued as intended in the twenty-ninth resolution;
5. Grants the Board of Directors all powers to implement this resolution, and, generally, to take all measures and perform all formalities required to successfully complete each capital increase, note its completion and amend the bylaws accordingly;
6. Notes that this delegation voids any previous delegation of the same purpose, as of today, up to any unused part.

Twentieth resolution - Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or transferable securities giving access to company equity and/or giving entitlement to the award of debt securities, maintaining pre-emptive subscription rights

The General Meeting, having read the Directors' report and the Statutory Auditors' special report and pursuant to the provisions of the Commercial Code and notably, its Article L. 225-129-2:

1. Delegates to the Board of Directors its authority to issue, in one or more occasions, in the proportions and at the times it decides, either in euros, foreign currency or any other unit established by reference to a set of currencies;

- ordinary shares,
- and/or marketable securities conferring entitlement, immediately or in the future, at any time or on a fixed date, to ordinary shares in the Company, either by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way,
- and/or marketable securities giving entitlement to the allotment of debt securities.

As provided for under Article L. 228-93 of the French Commercial Code, the securities to be issued may give entitlement to ordinary shares of any company possessing, directly or indirectly, more than half of its capital stock or of which it directly or indirectly possesses a majority shareholding.

2. Sets the duration of the validity of this delegation at twenty-six (26) months, as of the date of this Meeting.
3. Decides to set these limits on the amounts of issues authorized if used by the Board of Directors of this delegation of authority:

The total nominal amount of shares likely to be issued under this delegation shall not exceed 8,000,000 euros.

Where necessary, the par value of the ordinary shares to be issued in order to safeguard, in accordance with the law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of securities giving access to Company equity, will be added to this ceiling.

This amount is deducted from the total nominal amount of shares that may be issued as intended in the twenty-ninth resolution.

The nominal amount of debt securities on the company likely to be issued by virtue of this delegation shall not exceed 350,000,000 euros.

This ceiling is independent of all ceilings set forth by the other resolutions of the present Meeting.

4. If the Board of Directors uses this delegation of authority for the issues referred to at 1) above:

a/ decides that the issue(s) of ordinary shares or marketable securities giving access to the capital will be reserved as priority for shareholders who will be able to subscribe irrevocably,

b/ decides that if the irrevocable subscriptions, and if applicable, the revocable subscriptions, have not absorbed all of an issue referred to at 1), the Board of Directors may do the following;

- reduce the amount of the issue to match the subscriptions, it being noted that for issues of ordinary shares or instruments whose primary security is a share, subscriptions must reach at least three-quarters of the issue decided before any reduction is allowed,
- freely allot all or part of the unsubscribed securities,
- offer to the public or part of the unsubscribed securities;

5. Decides that the Board of Directors shall have, subject to the limits above, the necessary powers notably to set the conditions of the issue(s) in line with legal provisions, as applicable, note the completion of resulting capital increases, amend the bylaws accordingly, allocate, on its own initiative, the costs of the capital increases to the related premiums and deduct from this amount the amounts required to bring the legal reserve to a tenth of the new capital after each increase and, more generally, do whatever is necessary in similar situations.
6. Notes that this delegation cancels any prior delegation with the same purpose.

Twenty-first resolution – Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or marketable securities giving access to the capital and/or conferring entitlement to the allocation of debt instruments with removal of preferential subscription rights, via an offer referred to in part II of Article L. 411-2 of the French Monetary and Financial Code

The General Meeting, having heard the Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the Commercial Code and notably, its Article L. 225-136:

1. Delegates to the Board of Directors its authority to issue, in one or more occasions, in the proportions and at the times of it choosing, on the French and/or international market, via an offer referred to in part II of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in foreign currency or in any other unit established in reference to a set of currencies:

- ordinary shares,
- and/or marketable securities conferring entitlement, immediately or in the future, at any time or on a fixed date, to ordinary shares in the Company, either by subscription, conversion, exchange, redemption, presentation of a warrant or in any other way,
- and/or marketable securities giving entitlement to the allotment of debt securities.

  As provided for under Article L. 228-93 of the French Commercial Code, the securities to be issued may give entitlement to ordinary shares of any company possessing, directly or indirectly, more than half of its capital stock or of which it directly or indirectly possesses a majority shareholding.

2. Sets the duration of the validity of this delegation at twenty-six months, as of the date of this Meeting.
3. The total nominal amount of shares likely to be issued under this delegation shall not exceed 4,000,000 euros, it being specified that it will also be limited to 20% of the capital per year.

   Where necessary, the par value of the ordinary shares to be issued in order to safeguard, in accordance with the law and, where applicable, any contractual stipulations providing for other adjustments, the rights of holders of securities giving access to Company equity, will be added to this ceiling.

   This amount is deducted from the total nominal amount of shares that may be issued as intended in the twenty-ninth resolution.

   The nominal amount of debt securities on the company that may be issued by virtue of this delegation cannot exceed 200,000,000 euros.

   This ceiling is independent of all ceilings set forth by the other resolutions of the present Meeting.
4. Decide to remove the preferential subscription right of shareholders to subscribe to ordinary shares and marketable securities giving access to the capital and/or debt securities covered by this resolution.
5. Decides that the amount that is - or will become - receivable by the Company for each ordinary share issued pursuant to this delegation of authority, after taking into consideration, in the event of the issue of detachable share subscription warrants, the issue price of such warrants, shall be greater than or equal to the minimum price imposed by the legal and/or regulatory provisions applicable when the Board of Directors implements the delegation.
6. Decides that if the subscriptions have not absorbed all of an issue referred to in 1), the Board of Directors may do the following:
   - reduce the amount of the issue to match the subscriptions, it being noted that for issues of ordinary shares or instruments whose primary security is a share, subscriptions must reach at least three-quarters of the issue decided before any reduction is allowed,
   - freely allot all or part of the unsubscribed securities.
7. Decides that the Board of Directors shall have, up to the limits above, the necessary power to set the conditions of the issue(s), of Directors shall have, subject to the limits above, the necessary powers notably to set the conditions of the issue(s) in line with legal provisions, as applicable, note the completion of resulting capital increases, amend the bylaws accordingly, allocate, on its own initiative, the costs of the capital increases to the related premiums and deduct from this amount the amounts required to bring the legal reserve to a tenth of the new capital after each increase and, more generally, do whatever is necessary in similar situations.
8. Notes that this delegation cancels any prior delegation with the same purpose.

Twenty-second resolution - Deciding how to set the subscription price in the event of the elimination of pre-emptive subscription rights up to an annual limit of 10% of the capital

The General Meeting, having read the Board of Directors' report and the special report of the Statutory Auditors and pursuant to the provisions of Article L. 225-136-1°, subparagraph 2, of the French Commercial Code, authorizes the Board of Directors, which decides on ordinary share issues or issues of securities giving access to the capital pursuant to the twenty-first extraordinary resolution of this Meeting and the thirteenth resolution of the Combined General Meeting of 28 May 2013, to waive, up to the limit of 10% of the share capital per year, the price-setting conditions in the above-mentioned resolutions and to set the issue price for the equivalent equity securities to be issued according to the following procedure:

The issue price of equivalent equity securities to be issued immediately or at a later date may not, according to the preference of the Board of Directors, fall below:

- either the average weighted price of the Company share on the day prior to the issue price being set, less, where applicable, a maximum discount of 15%;
- or the average of five consecutive share prices, selected from the last 30 stock market trading sessions prior to the setting of the issue price, less, where applicable, a maximum discount of 10%.

Twenty-third resolution - Authorization to increase the amount of issues in the case of excess demands

For each of the issues of ordinary shares or securities giving access to the capital decided in application of the twentieth and twenty-first resolutions, the number of securities to be issued can be increased in the conditions stipulated in Article L. 225-135-1 of the French Commercial Code and as limited by the ceilings set by the Meeting, when the Board of Directors recognizes excess demand.

Twenty-fourth resolution - Delegation to be given to the Board of Directors to increase the share capital limited to 10% maximum, in order to pay for benefits in kind or securities giving access to the capital

The General Meeting, having read the Board of Directors' report and the report of the Statutory Auditors and pursuant to the provisions of Article L. 225-147 of the French Commercial Code:

1. Authorizes the Board of Directors to proceed, following the capital contributions auditor's report, with the issue of ordinary shares or securities giving access to ordinary shares in compensation for the benefits in kind given to the Company comprised of capital securities or securities giving access to the capital when the provisions of Article L. 225-148 of the French Commercial Code do not apply.
2. Sets the duration of the validity of this delegation at twenty-six (26) months, as of the date of this Meeting.
3. Decides that the total nominal amount of the shares which may be issued pursuant to this delegation may not exceed 10% of the capital stock on the day of this Meeting, not taking into account the nominal value of the ordinary shares to be issued to safeguard, in accordance with the law and any contractual stipulations specifying other cases of adjustment, the rights of owners of securities giving access to the Company's capital.

   This amount is deducted from the total nominal amount of shares that may be issued pursuant to the twenty-ninth resolution;
4. Delegates full powers to the Board of Directors, to approve the evaluation of the contributions, to decide upon the resulting capital increase, to record its completion, to charge all fees and duties that arise as a result of the capital increase to the contribution premium, to deduct from the contribution premium the amounts necessary to bring the legal reserve to one-tenth of the new capital after each increase and to carry out the corresponding amendment of the Bylaws and to do what is necessary for this purpose.
5. Notes that this delegation cancels any prior delegation with the same purpose.

Twenty-fifth resolution - Authorization for the Board of Directors to grant stock options on new and existing shares to employees (and/or certain corporate officers)

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors:

- Authorizes the Board of Directors, pursuant to the provisions of Articles L. 225-177 to L. 225-185 of the French Commercial Code, to award, on one or more occasions, to the beneficiaries indicated below, options giving the right to subscribe for new shares of the Company that will be issued as part of the capital increase or to purchase existing shares of the Company resulting from buybacks made under the conditions stipulated by law.
- Sets the duration of the validity of this delegation at thirty-eight (38) months, as of the date of this Meeting.
- Decides that the beneficiaries of these options can only be:
  - on the one hand, employees or certain employees or categories of staff of the company Bourbon and any companies or economic interest groupings linked to it under conditions outlined in Article L. 225-180 of the French Commercial Code,
  - on the other hand, corporate officers who meet the conditions set in Article L. 225-185 of the French Commercial Code;
- The total number of options that can be awarded by the Board of Directors pursuant to this delegation cannot give a right to subscribe for or purchase a number of shares which is greater than 5% of the capital stock existing on the day of this Meeting. It is further specified that this ceiling will apply to the total number of bonus shares that can be allocated by the Board of Directors pursuant to the authorization that follows.
- The total number of options that can be awarded to the managing corporate officers of the Company cannot give the right to purchase or subscribe for a number of shares greater than 1% of the capital within the above-mentioned ceiling. In addition, in the case of options allocated to managing corporate officers, the exercise of these options shall be subject to a performance condition.
- Decides that the price for subscription and/or purchase of shares by the beneficiaries will be set on the day on which the options shall be granted by the Board of Directors with reference to the average of prices listed in the twenty trading sessions preceding the day on which the option shares are allocated pursuant to applicable regulations, without any discount possible. As these are purchase options, the price cannot be less than 80% of the average purchase price for shares held by the Company.

- Decides that no option can be awarded:
  - either in the period of ten trading sessions preceding and following the date on which the consolidated financial statements are made public, or
  - in the period between the date on which the Company bodies become aware of information that, if made public, could have a significant impact on the price of the Company' securities and the date ten sessions after the date on which the information is made public,
  - less than twenty trading sessions after the detachment of shares from a coupon giving right to a dividend or a capital increase.
- Notes that this authorization includes, for the beneficiaries of the share subscription options, shareholders' express waiver of their pre-emptive subscription right on shares that shall be issued as options are exercised.
- Delegates full powers to the Board of Directors to set the other conditions and procedures for allocating options and their exercise and to:
  - set the conditions in which the options shall be awarded and determines the list or the categories of beneficiaries as set-out above; set, if needed, the length of service conditions that the beneficiaries must meet; decide on the conditions in which the prices and number of shares must be adjusted under the assumptions outlined in Articles R. 225-137 to R. 225-142 of the French Code of Commerce,
  - set the periods when options may be exercised as well as awarded, it being specified that the duration of options cannot exceed six years, starting from the date of their allocation,
  - have the discretion to temporarily suspend the exercise of options for a minimum period of three months when financial transactions are performed which involve the exercise of rights attached to the shares,
  - carry out or have carried out any actions and procedures to finalize the capital increase or increases that may, as necessary, be carried out by virtue of the authorization that is the object of this resolution; amend the bylaws accordingly and in general do everything necessary,
  - at its sole decision and if it deems appropriate, to charge the fees for capital increases to the amount of premiums related to the increases and deduct from this amount the sums needed to bring the legal reserve to one-tenth of the new capital after each increase.
- Notes that this authorization cancels any prior authorization for the same purpose.

Twenty-sixth resolution - Authorization for the Board of Directors to grant bonus shares to employees (and/or certain corporate officers)

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, authorizes the Board of Directors to grant, on one or more occasions, in accordance with Articles L. 225-197-1 and L. 225-197-2 of the French Commercial Code, existing or future ordinary shares of the Company, to:

- employees of the Company or companies that are directly or indirectly linked to it in the meaning of Article L. 225-197-2 of the French Commercial Code; and/or
- the corporate officers that meet the conditions set out in Article L. 225-197-1 of the French Commercial Code.

  The total number of bonus shares thus awarded cannot exceed 5% of the capital stock on the date of this Meeting, and it is further specified that the total number of shares which the options that can be awarded by the Board of Directors under the preceding authorization, can give entitlement to will be applied to this ceiling.

  The total number of shares that can be awarded to the Company's corporate officers cannot exceed 1% of the capital within the above-mentioned ceiling. In addition, in the case of bonus shares awarded to managing corporate officers, the final allocation of said shares is subject to a performance condition.

  The allocation of shares to beneficiaries will be final at the end of a vesting period the length of which shall be set by the Board of Directors and cannot be less than two years, and the beneficiaries shall keep these shares for a period set by the Board of Directors, it being further specified that the holding period cannot be shorter than two years starting from the final allocation of said shares.

  The General Meeting, however, authorizes the Board of Directors, to the extent that the vesting period for all or part of several allocations would be at least four years, not to impose any holding period for the shares in question.

  As an exception, the final allocation will occur at the end of the vesting period in the case of beneficiary's invalidity corresponding to the classification in the second and third categories specified in Article L. 341-4 of the French Social Security Code.

Full powers are granted to the Board of Directors to:

- Set the conditions and, as needed, the criteria for allocation of the shares;
- Determine the identity of the beneficiaries as well as the number of shares granted to each of them;
- Determine the impacts on the rights of the beneficiaries of the transactions that change the capital or that may affect the value of the shares allocated and created during the vesting and holding periods, and consequently, to change or adjust, if necessary, the number of shares allocated to safeguard the beneficiaries' rights;
- If necessary:
  - to note the existence of adequate reserves and, at the time of each allocation, to wire to an unavailable reserve account the amounts necessary to release the new shares to be allocated,
  - to decide, at the right time, on the capital increase or increases by incorporation of reserves, premiums or profits that correlate with the issue of new bonus shares,
  - to acquire the shares needed as part of the share buyback program and allocate them to the allotment plan,
  - to take any necessary measures to ensure the respect of the holding obligation required of beneficiaries, and
  - generally, to do everything necessary to implement this authorization, pursuant to applicable laws.

This authorization automatically entails the shareholders' waiver of the pre-emptive right to subscription of new shares issued by incorporation of reserves, premiums and profits.

It is given for a period of thirty-eight months starting from the day of this Meeting.

It cancels any prior authorization with the same purpose.

Twenty-seventh resolution - Delegation of authority to the Board of Directors to issue share subscription warrants (BSA), share subscription and/or purchase warrants (BSAANE) and/or redeemable share subscription and/or purchase warrants for new and/or existing redeemable shares (BSAAR) with elimination of the pre-emptive subscription right for a defined category of persons

The General Meeting, meeting under the majority and quorum conditions required for Extraordinary General Meetings, having heard the Board of Directors' report and the Statutory Auditors' special report and pursuant to the provisions of Articles L. 225-129-2, L. 225-138 and L. 228-91 of the French Commercial Code:

1. Delegates to the Board of Directors its authority to issue, in one or more operations and in such proportions and at such times as the Board considers appropriate, in France or elsewhere, share subscription warrants (BSA), share subscription and/or purchase warrants (BSAANE) and/or redeemable share subscription and/or purchase warrants for new and/or existing shares (BSAAR) with elimination of the pre-emptive subscription right for a category of persons defined below.
2. Sets the duration of the validity of this delegation at eighteen (18) months, as of the date of this meeting.
3. Decides that the total nominal amount of the shares to which the warrants issued from this delegation may give rights cannot exceed one million euros (€1,000,000). When necessary, the nominal value of the ordinary shares to be issued in order to safeguard the rights of holders of warrants (BSA), BSAANEs and/or BSAARs in accordance with the law and any contractual stipulations providing for other adjustments, will be added to this ceiling. This ceiling is independent of all ceilings set forth by the other resolutions of the present Meeting.
4. Decides that the subscription and/or acquisition price of the shares to which the warrants give rights, after accounting for the issue price of the warrants, shall be at least equal to [the average closing price of the BOURBON share on the 20 market trading days before the decision to issue the bonds is taken.
5. Decides to eliminate shareholders' pre-emptive subscription rights to warrants (BSA), BSAANE and BSAAR to be issued, in favor of the following category of persons: corporate officers, French and foreign BOURBON employees, and the companies in which BOURBON is a significant shareholder, except for the Chairman of the Board of Directors of the Company.
6. Notes that this delegation of powers entails a waiver by shareholders of their pre-emptive subscription rights to any shares in the Company that may be issued on exercise of warrants (BSA), BSAANEs and/or BSAARs for their holders.
7. Decides that if subscriptions do not take up the whole of an issue of warrants, BSAANEs and/or BSAARs, the Board of Directors may use any or all of the following options:

- Reduce the amount issued to the amount of the subscriptions,
- Freely allot, among the persons defined above, all or part of the unsubscribed warrants, BSAANEs and/or BSAARs.

8. Decides that the Board of Directors shall have all necessary powers, within the terms and conditions set by law and above, to issue warrants, BSAANEs and/or BSAARs and notably:

- To define the specific list of beneficiaries from within the category of persons defined above, the nature and number of warrants to allocate to each, the number of shares to which each warrant shall entitle the holder, the issue price of the warrants and the subscription and/or acquisition price of the shares to which the warrants give rights under the above terms and conditions, the terms, conditions and deadlines for subscription to and exercise of the warrants, their terms of adjustment and generally any other terms and conditions for their issue;
- To draw up an additional report setting out the final terms and conditions of the transaction;

- To acquire the shares needed as part of the share buyback program and allocate them to the allotment plan;
- To record any capital increase resulting from the exercise of warrants (BSA), BSAANEs and/or BSAARs and make the related amendments to the Bylaws;
- To charge, as it alone deems appropriate, the costs of the capital increases to the amount of the corresponding premiums and withdraw, from this amount, the sums necessary to bring the legal reserve up to one-tenth of the new capital after each increase;
- To delegate to the Chief Executive Officer all necessary powers to carry out the capital increase and to defer it within such limits and using such methods as the Board of Directors may determine in advance;
- And generally to take whatever steps are necessary for this purpose.

The General Meeting notes that the present delegation nullifies any previous delegation with the same purpose.

Twenty-eighth resolution - Delegation of authority to the Board of Directors to increase the capital by issuing shares with elimination of pre-emptive subscription rights for the benefit of adherents to a Company savings plan in application of Articles L. 3332-18 *et seq.* of the French Labor Code

The General Meeting, having reviewed the report of the Board of Directors and the special report of the Statutory Auditors, ruling in application of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labor Code:

1. Authorizes the Board of Directors, if it deems appropriate and at its sole discretion, to increase the capital stock in one or more operations through the issue of ordinary shares or marketable securities giving access to the Company's capital for the benefit of adherents to one or more company or group savings plans created by the Company and/or the French or foreign companies that are linked to it in the conditions defined in Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 of the French Labor Code.
2. Eliminates, en favor of these persons, the pre-emptive subscription right to the shares that may be issued by virtue of this delegation.
3. Sets the duration of the validity of this delegation at twenty-six (26) months, as of the date of this Meeting.
4. Limits the maximum nominal amount of the increase or increases that can be made through the use of this authorization at €5,000,000, and this amount is independent of any other ceiling defined with respect to the capital increase delegation. To this amount will be added any supplementary amount for ordinary shares to be issued to safeguard, in accordance with the law and any applicable stipulations on other adjustments, the rights of bearers of marketable securities giving right to capital securities in the Company. This amount is deducted from the total nominal amount of shares that may be issued under the twenty-ninth resolution.
5. Decides that the price of the shares to be issued under 1) of this delegation, cannot be more than 20% less (or 30% less if the time of unavailability specified by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is ten years or longer) than the average of the first listed prices in the 20 trading sessions preceding the decision of the Board of Directors to increase the capital and the corresponding issue of new shares, nor greater than that average.
6. Decides, in accordance with Article L. 3332-21 of the French Labor Code, that the Board of Directors may decide to allocate, to the beneficiaries defined in the first paragraph above, bonus shares to be issued or that have already been issued or other securities giving access to the Company's capital to be issued or that have already been issued, as (i) matching shares that can be paid in application of the regulations of the company or group savings plans, and/or (ii), or otherwise for the discount.
7. Notes that this delegation cancels any prior delegation having the same purpose.

The Board of Directors may or may not implement this delegation, take any steps or carry out any necessary formalities.

Twenty-ninth resolution - Overall limitation of ceilings on capital increases stipulated as part of the delegations shown in the nineteenth, twentieth, twenty-first, twenty-fourth and twenty-eighth resolutions of this Meeting

The General Meeting, having reviewed the report of the Board of Directors, decides to set at 25% of the capital existing on the day of this Meeting, the maximum nominal amount of the shares that may be issued, immediately or in the future, under the nineteenth, twentieth, twenty-first, twenty-fourth and twenty-eighth resolutions of this Meeting. It is further specified that to this amount will be possibly added the nominal value of the ordinary shares of the Company to be issued, in order to safeguard, in accordance with the law and any contractual stipulations specifying other adjustments, the rights of owners of marketable securities giving access to the Company's capital.

Thirtieth resolution - Powers for formalities

The General Meeting gives full powers to the bearer of an original, a copy or an extract of the minutes of this Meeting to carry out all procedures for submission and publication required by law.

STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL REDUCTION

Combined Shareholders' Meeting of 20 May 2014 (18th resolution)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in accordance with Article L.225-209 of the French Commercial Code (*Code de commerce*) in the event of a share capital reduction by cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and terms and conditions of the proposed share capital reduction.

The Board of Directors recommends that you delegate to it for a period of 18 months, as from the date of the Combined Shareholders' Meeting of 20 May 2014, all powers to cancel, up to a maximum of 10% of its share capital by 24-month periods, the shares purchased by the Company pursuant to the authorization to purchase its own shares of its share capital, under the provisions of the above-mentioned Article.

We have performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in examining the fairness of the reasons for and terms and conditions of the proposed share capital reduction. In particular, our procedures involved verifying that the share capital reduction does not undermine shareholder equality.

We have no comments on the reasons for or terms and conditions of the proposed share capital reduction.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants	
Alexandre BRISSIER	**Hugues DESGRANGES**

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND VARIOUS MARKETABLE SECURITIES WITH RETENTION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Combined Shareholders' Meeting of 20 May 2014 (20th and 23rd resolutions)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in accordance with Article L.228-92 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to authorise the Board of Directors to issue ordinary shares and/or marketable securities conferring entitlement immediately or in the future, at any time or at a fixed date, to ordinary shares of the Company, through subscription, conversion, exchange, redemption, presentation of a warrant or by any other means, and/or marketable securities conferring entitlement to the grant of debt securities, a transaction on which you are being asked to vote.

The maximum amount of the share capital increase likely to result from this issue is €8,000,000. The nominal amount of the debt securities on the Company likely to be issued pursuant to this delegation may not exceed €350,000,000.

Please note that pursuant to the 29th resolution, the Shareholders may decide to limit the maximum nominal amount of shares likely to be issued, immediately or in the future, to 25% of the share capital existing as of the date of the Combined Shareholders' Meeting of 20 May 2014, pursuant to the 19th, 20th, 21st, 24th and 28th resolutions of this same Shareholders' Meeting.

This amount may be increased under the conditions set forth in Article L. 225-135-1 of the French Commercial Code and subject to the ceilings set by the Shareholders' Meeting, when the Board of Directors notes an excess request (23rd resolution).

The Board of Directors recommends that, based on its report and for a period of 26 months, you delegate to it the authority to decide on one or more issues of securities granting access to the share capital, with retention of your preferential subscription rights. The Board of Directors would also decide the final terms and conditions of this transaction, when appropriate.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113, *et seq*. of the French Commercial Code. Our role is to express an opinion on the fairness of the financial information extracted from the financial statements and on certain other information concerning the issue set out in this report.

We performed the procedures we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. These procedures consisted in verifying the content of the report prepared by the Board of Directors on this transaction and the terms and conditions for determining the issue price of the future equity securities.

Subject to a subsequent review of the final terms and conditions of any issue of securities that may be decided, we have nothing to report on the proposed method for determining the issue price of the future equity securities, as described in the Board of Director's report.

As the final terms and conditions of the issue have not been determined, we do not express an opinion thereon.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors decides to use this authorisation.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants **Alexandre BRISSIER**	**Hugues DESGRANGES**

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND VARIOUS MARKETABLE SECURITIES WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Combined Shareholders' Meeting of 20 May 2014 (21st, 22nd and 23rd resolutions)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in accordance with Articles L.228-92 and L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to authorise the Board of Directors to issue shares and/or marketable securities, transactions on which you are being asked to vote.

The Board of Directors recommends that, based on your report:

- you delegate to it for a period of 26 months, the authority to issue, on one or more occasions, in the amounts and at the times that it will deem appropriate, on the French and/or international market, by an offer referred to in section II of Article L.411-2 of the French Monetary and Financial Code (*Code monétaire et financier*), in euros, in a foreign currency or any other unit established by reference to a basket of currencies, ordinary shares, and/or marketable securities conferring entitlement, immediately or in the future, at any time or at a fixed date, to ordinary shares of the Company, regardless of whether by subscription, conversion, exchange, redemption, presentation of a warrant or by any other manner, and/or marketable securities conferring entitlement to the allotment of debt securities, and to set the final terms and conditions of these issues, and proposes that you cancel your preferential subscription rights (21st resolution),
- you authorise it, pursuant to the 22nd resolution and as part of the implementation of the delegation referred to in the 21st resolution, to set the issue price up to the maximum annual legal amount of 10% of share capital (Article L.225-136 1° paragraph 2).

The overall maximum nominal amount of share capital increases likely to be carried out immediately or in the future pursuant to the 21st resolution may not exceed €4,000,000, it being specified that such increases will be capped at 20% of share capital per year. The overall maximum amount of debt securities likely to be issued may not exceed €200,000,000 pursuant to the 21st resolution.

This amount may be increased under the conditions set forth in Article L. 225-135-1 of the French Commercial Code and subject to the ceilings set by the Shareholders' Meeting, when the Board of Directors notes an excess request (23rd resolution).

Please note that pursuant to the 29th resolution, the Shareholders may decide to limit the maximum nominal amount of shares likely to be issued, immediately or in the future, to 25% of the share capital existing as of the date of the Combined Shareholders' Meeting of 20 May 2014, pursuant to the 19th, 20th, 21st, 24th and 28th resolutions of this same Shareholders' Meeting.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113, *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the financial information extracted from the financial statements, on the proposed cancellation of your preferential subscription rights and on certain other information concerning the issue set out in this report.

We performed the procedures we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to this engagement. These procedures consisted in verifying the content of the report prepared by the Board of Directors on these transactions and the terms and conditions for determining the issue price of the future equity securities.

Subject to a subsequent review of the final terms and conditions of any issue of securities that may be decided, we have nothing to report on the proposed method for determining the issue price of the future equity securities, as described in the Board of Director's report.

As the final terms and conditions of the issue have not been determined, we do not express an opinion thereon and, consequently, on the proposed cancellation of preferential subscription rights on which you are being asked to vote pursuant to the 21st resolution.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors decides to use this authorisation, in the event of issues of marketable securities conferring entitlement to share capital and/or granting a right to the allotment of debt securities with cancellation of preferential subscription rights.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants Alexandre BRISSIER	Hugues DESGRANGES

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES AND VARIOUS MARKETABLE SECURITIES WITH RETENTION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Combined Shareholders' Meeting of 20 May 2014 (24th resolution)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in accordance with Article L.228-92 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to authorise the Board of Directors to issue ordinary shares and/or marketable securities conferring entitlement to ordinary shares of the Company, in remuneration for in-kind contributions granted to the Company representing shares or marketable securities conferring entitlement to the share capital when Article L.225-148 of the French Commercial Code are not applicable, a transaction on which you are being asked to vote.

The maximum nominal amount of ordinary shares likely to be issued pursuant to this delegation may not exceed 10% of the share capital as of the date of the Shareholders' Meeting of 20 May 2014.

Please note that pursuant to the 29th resolution, the Shareholders may decide to limit the maximum nominal amount of shares likely to be issued, immediately or in the future, to 25% of the share capital existing as of the date of the Combined Shareholders' Meeting of 20 May 2014, pursuant to the 19th, 20th, 21st, 24th and 28th resolutions of this same Shareholders' Meeting.

The Board of Directors recommends that, based on its report and for a period of 26 months, you delegate to it the authority to decide on one or more issues of marketable with retention of your preferential subscription rights. The Board of Directors would also decide the final terms and conditions of this transaction, when appropriate.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113, *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the financial information extracted from the financial statements and on certain other information concerning the issue set out in this report.

We performed the procedures we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. These procedures consisted in verifying the content of the report prepared by the Board of Directors on this transaction and the terms and conditions for determining the issue price of the future equity securities.

Subject to a subsequent review of the final terms and conditions of any issue of securities that may be decided, we have nothing to report on the proposed method for determining the issue price of the future equity securities, as described in the Board of Director's report.

As the final terms and conditions of the issue have not been determined, we do not express an opinion thereon.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors decides to use this authorisation.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants **Alexandre BRISSIER**	**Hugues DESGRANGES**

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STATUTORY AUDITORS' REPORT ON THE AUTHORISATION TO GRANT SHARE SUBSCRIPTION AND/OR SHARE PURCHASE OPTIONS

Combined Shareholders' Meeting of 20 May 2014 (25th resolution)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in accordance with Articles L.225-177 and R.225-144 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to authorise the granting of share subscription and/or share purchase options, in favour of employees or certain of them, or certain categories of personnel, of your Company and, when appropriate, companies or economic interest groupings that are affiliated to it under the conditions of Article L.225-180 of the French Commercial Code, and, corporate officers that meet the conditions set forth in Article L.225-185 of the French Commercial Code, a transaction on which you are being asked to vote.

The Board of Directors recommends that, based on its report, and for a period of 38 months, you delegate to it the authority, as from the date of the Combined Shareholders' Meeting of 20 May 2014, to grant share subscription and/or share purchase options.

The total number of options that may be granted by the Board of Directors pursuant to this delegation may not give rise to the right to subscribe to or purchase a number of shares exceeding 5% of the share capital existing as of the date of the Combined Shareholders' Meeting of 20 May 2014, it being specified that from this ceiling will be deducted the total number of shares that may be granted for no consideration by the Board of Directors pursuant to the authorisation given in the 26th resolution of the Shareholders' Meeting.

The Board of Directors is responsible for preparing a report on the reasons for the share subscription and/or share purchase options and for determining the terms and conditions for setting the share subscription and/or share purchase price. Our role is to express our opinion on the proposed terms and conditions for setting the share subscription and/or share purchase price.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement.

These procedures consisted in verifying that the proposed terms and conditions for setting the share subscription and/or purchase price are set forth in the Board of Director's report and that they comply with applicable legal and regulatory provisions.

We have no comments to make on the proposed terms and conditions used to set the share subscription and/or purchase price.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C

Cabinet Rousseau Consultants
Alexandre BRISSIER

Deloitte & Associés

Hugues DESGRANGES

STATUTORY AUDITORS' REPORT ON THE GRANTING OF EXISTING SHARES OR SHARES TO BE ISSUED FOR NO CONSIDERATION

Combined Shareholders' Meeting of 20 May 2014 (26th resolution)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as shareholders of your Company and in accordance with Article L.225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to authorise the granting of existing shares or shares to be issued to employees of the Company or of companies that are directly or indirectly affiliated to it within the meaning of Article L.225-197-2 of the French Commercial Code and/or corporate officers that meet the conditions set forth in Article L.225-197-1 of the French Commercial Code, a transaction on which you are being asked to vote.

The Board of Directors recommends that, based on its report and for a period of 38 months as from the date of the Shareholders' Meeting of 20 May 2014, that you delegate to it the authority to grant existing shares or shares to be issued for no consideration.

The total number of shares that may be granted for no consideration may not exceed 5% of the share capital as of the date of the Combined Shareholders' Meeting of 20 May 2014, it being specified that from this ceiling will be deducted the total number of shares that may be issued as a result of the options that may be granted by the Board of Directors pursuant to the authorisation given in the 25th resolution of the Shareholders' Meeting.

The Board of Directors is responsible for preparing a report on the transaction that it would like to perform. Our role is to express our observations on the information given to you on the planned transaction, if necessary.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement.

These procedures consisted in verifying that the proposed terms and conditions set forth in the Board of Director's report comply with applicable legal provisions.

We have no comments to make on the information given in the Board of Directors' report in connection with the proposed granting of shares for no consideration.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants	
Alexandre BRISSIER	**Hugues DESGRANGES**

STATUTORY AUDITORS' REPORT ON THE ISSUE OF VARIOUS MARKETABLE SECURITIES WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Combined Shareholders' Meeting of 20 May 2014 (27th resolution)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

In our capacity as statutory auditors of your Company and in accordance with Articles L.228-92 et L.225-135 *et seq.* of the French Commercial Code (*Code de commerce*), we hereby report to you on the proposal to authorise the Board of Directors to issue, with cancellation of your preferential subscription rights, share subscription warrants (bons de souscription d'actions (BSA)), share warrants to subscribe and/or purchase new and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes* (BSAANE)) and/or redeemable share warrants to subscribe and/or purchase new and/or existing shares (*bons de souscription et/ou d'acquisition d'actions nouvelles et/ou existantes remboursables* (BSAAR)), reserved for the following categories of persons: corporate officers, French and foreign employees of Bourbon, and companies in which Bourbon is a major shareholder, excluding the Chairman of the Board of Directors of the Company, for a maximum amount of €1,000,000, a transaction on which you are being asked to vote.

The Board of Directors recommends that, based on its report and for a period of 18 months, you delegate to it the authority to decide on one or more issues of the warrants mentioned above and that you cancel your preferential subscription rights. The Board of Directors would also decide the final terms and conditions of this transaction, when appropriate.

The Board of Directors is responsible for preparing a report in accordance with Articles R. 225-113, *et seq.* of the French Commercial Code. Our role is to express an opinion on the fairness of the financial information extracted from the financial statements and on certain other information concerning the issue set out in this report.

We performed the procedures we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. These procedures consisted in verifying the content of the report prepared by the Board of Directors on these transactions and the terms and conditions for determining the issue price of the future equity securities.

Subject to a subsequent review of the final terms and conditions of any issue of securities that may be decided, we have nothing to report on the proposed method for determining the issue price of the future equity securities, as described in the Board of Director's report.

As the final terms and conditions of the issue have not been determined, we do not express an opinion thereon and, consequently, on the proposed cancellation of preferential subscription rights on which you are being asked to vote.

In accordance with Article R. 225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors decides to use this authorisation.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants	
Alexandre BRISSIER	**Hugues DESGRANGES**

STATUTORY AUDITORS' REPORT ON THE SHARE CAPITAL INCREASE RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN

Combined Shareholders' Meeting of 20 May 2014 (28th resolution)

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 report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

As statutory auditors of your Company and in accordance with Articles L.225-135 *et seq.* of the French Commercial Code (*Code de Commerce*), we hereby report to you on the proposal to authorise the Board of Directors to increase share capital, on one or more occasions, through the issue of ordinary shares with cancellation of preferential subscription rights, reserved for members of one or more company or group savings plans set up by your Company and/or related French or foreign companies that are affiliated to it as defined under Article L. 225-180 of the French Commercial Code and Article L.3334-1 of the French Labour Code (Code du travail), for up to a maximum amount of €5,000,000, a transaction on which you are being asked to vote.

Shareholders are asked to approve this share capital increase pursuant to Article L. 225-129-6 of the French Commercial Code and Article L. 3332-18 *et seq.* of the French Labour Code.

Please note that pursuant to the 29th resolution, the Shareholders may decide to limit the maximum nominal amount of shares likely to be issued, immediately or in the future, to 25% of the share capital existing as of the date of the Combined Shareholders' Meeting of 20 May 2014, pursuant to the 19th, 20th, 21st, 24th and 28th resolutions of this same Shareholders' Meeting.

The Board of Directors recommends that, based on its report and for a period of 26 months, you delegate to it the authority to decide a share capital increase and cancel your preferential subscription rights to the ordinary shares to be issued. The Board of Directors would also decide the final terms and conditions of this transaction, when appropriate.

The Board of Directors is responsible for preparing a report in accordance with Articles R.225-113 and R.225-114 of the French Commercial Code. Our role is to express an opinion on the fairness of the financial information extracted from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information concerning the issue set out in this report.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to this engagement. These procedures consisted in verifying the content of the Board of Director's report on this transaction and the terms and conditions for determining the issue price of the shares.

Subject to a subsequent review of the final terms and conditions of any share capital increase that may be decided, we have nothing to report on the proposed method for determining the issue price of the shares, as described in the Board of Director's report.

As the final terms and conditions of the share capital increase have not been determined, we do not express an opinion thereon and, consequently, on the proposed cancellation of preferential subscription rights on which you are being asked to vote.

In accordance with Article R.225-116 of the French Commercial Code, we will prepare an additional report if and when the Board of Directors decides to use this authorisation.

Lyon and Marseille, April 4, 2014
The Statutory Auditors

EurAAudit C.R.C	**Deloitte & Associés**
Cabinet Rousseau Consultants	
Alexandre BRISSIER	**Hugues DESGRANGES**

PERSONS RESPONSIBLE FOR THE REGISTRATION DOCUMENT AND FOR AUDITING THE ACCOUNTS

1 PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

1.1 Person assuming responsibility for the Registration Document

- Mr. Christian Lefèvre, Chief Executive Officer.

1.2 Attestation by the person responsible for the Registration Document

I hereby attest, after taking any and all reasonable measures for such purpose, that the information contained in this Registration Document is, to my knowledge, true and accurate and does not contain any omissions liable to alter the scope thereof.

I hereby attest that, to the best of my knowledge, the financial statements are drawn up in accordance with applicable accounting standards and give a true and fair view of the assets, financial position and results of the Company and all companies included in the scope of consolidation, and that the management report contained in this Registration Document faithfully reflects the changes in the business, results and financial position of the Company and all companies included in the scope of consolidation, together with a description of the main risks and uncertainties they face.

I have received from the Statutory Auditors, Deloitte & Associés and EurAAudit CRC, a letter in which they indicate that they have audited the information on the financial position and the financial statements given in this Registration Document and have read the entire Registration Document.

Paris, April 11, 2014

Chief Executive Officer

2 STATUTORY AUDITORS

Statutory Auditors

	Date first appointed	End of tenure
Deloitte & Associés Represented by Mr. Hugues Desgranges Les Docks – Atrium 10.4 10, place de la Joliette 13002 Marseille	Appointed by the Combined General Meeting of June 7, 2005 and renewed by the Combined General Meeting of May 30, 2008	After the Ordinary General Meeting ruling in 2014 on the financial statements for the year ending December 31, 2013
EurAAudit CRC Represented by Mr. Alexandre Brissier Immeuble “Le CAT SUD” – Bâtiment B 68, cours Albert Thomas 69008 Lyon	Appointed by the Combined General Meeting of May 30, 2002 and renewed by the Combined General Meetings of June 7, 2005 and June 1, 2011	After the Ordinary General Meeting ruling in 2017 on the financial statements for the year ending December 31, 2016

Alternates

	Date first appointed	End of tenure
BEAS 195, avenue Charles de Gaulle 92524 Neuilly-sur-Seine Cedex	Appointed by the Combined General Meeting of June 7, 2005 and renewed by the Combined General Meeting of May 30, 2008	After the Ordinary General Meeting ruling in 2014 on the financial statements for the year ending December 31, 2013
Jean-Marie Cadren 445, avenue de Verdun 33700 Mérignac	Appointed by the Combined General Meeting of June 1, 2011	After the Ordinary General Meeting of 2017 to approve the financial statements for the year ending December 31, 2016

CONCORDANCE TABLES

This Registration Document contains all the components of the annual financial report as stated in Articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the AMF General Regulations. You will find below the references to the extracts of the Registration Document corresponding to the various parts of the annual financial report.

In order to facilitate the consultation of this Registration Document, the following index lists the main headings required by the provisions of Appendix I of European Commission regulation No. 809/2004 of April 29, 2004.

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N/A: not applicable.

Pursuant to Article 28 of European Commission regulation No. 809/2004 of April 29, 2004, the following information is included by reference:

- The consolidated and annual financial statements, together with the corresponding Statutory Auditors' reports, are found on pages 71 to 157 of the 2012 Registration Document filed with the French Financial Market Authority (*Autorité des marchés financiers* - AMF) on April 17, 2013, under number D.13-0370.
- The consolidated and annual financial statements, together with the corresponding Statutory Auditors' reports, are found on pages 62 to 142 of the 2011 Registration Document filed with the *Autorité des marchés financiers* (AMF) on April 27, 2012, under number D.12-0458.
- Parts not included in these documents are either irrelevant to the investor or included elsewhere in the present Registration Document.

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BOURBON
Building together a sea of trust

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