BOURBON

2011
REGISTRATION DOCUMENT
Financial Report

UNIQUE

Building together a sea of trust

CONTENTS

1 BOURBON IN 2011 — 3

Key figures	4
Stock Market data	5
Management bodies	7

2 OVERVIEW OF THE GROUP — 9

BOURBON timeline	10
BOURBON simplified organizational chart	11
Activities	12
Innovation	13
Competitive environment	14
Main market trends	14

3 MANAGEMENT REPORT — 15

Activities and Highlights	16
Results	16
Corporate Governance	22
Risk factors	37
Social and environmental information	47
BOURBON SA and its shareholders	51
Proposals of the Board of Directors	55
Financial results of the parent company over the last five years	58
Table summarizing the delegations of authority and the powers granted by the General Meeting to the Board of Directors for capital increases	59

4 CONSOLIDATED FINANCIAL STATEMENTS — 61

Financial position statement	62
Statement of comprehensive income	63
Statement of consolidated cash flows	65
Changes in equity statement	66
Notes to the consolidated financial statements	68
Statutory Auditors' report on the consolidated financial statements (year ended December 31, 2011)	122

5 COMPANY FINANCIAL STATEMENTS — 125

Parent company balance sheet	126
Comprehensive income statement	128
Notes to the annual financial statements	129
Statutory Auditors' report on the financial statements (of the parent company only) year ended December 31, 2011	138
Statutory Auditors' special report on regulated agreements and commitments	140

6 REPORT OF THE CHAIRMAN — 143

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	144
Statutory Auditors' report, prepared in accordance with Article L. 225-235 of French Company law (*Code de Commerce*) on the report prepared by the Chairman of the Board of Directors of the company BOURBON (Year ended December 31, 2011)	152

7 OTHER LEGAL AND FINANCIAL INFORMATION — 153

General information on BOURBON SA and its capital	154
Trademarks, licenses, patents, real properties, plant and equipment	162
Notice of General Meeting	164
Proposed resolutions to be put to the Combined General Meeting	165
Statutory Auditors' report on the proposed decrease in share capital	171
Statutory Auditors' report on the issue of shares or marketable securities with retention of preferentIAL subscription right	172
Statutory Auditors' report on the issue of shares or marketable securities with cancellation of preferential subscription rights	173
Statutory Auditors' report on the issue of shares or marketable securities with retention of preferential subscription	174
Annual information document	175
Persons responsible for the Registration Document and the auditing of the financial statements	177
Concordance tables	178

BOURBON

2011 REGISTRATION DOCUMENT

Financial Report

This Registration Document contains all the information included in the annual financial report, as filed with the *«Autorité des Marchés Financiers»* - the French financial regulator.

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 27, 2012, 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 full Registration Document can be consulted and downloaded at **www.bourbon-online.com**

BOURBON IN 2011

1

KEY FIGURES 4

STOCK MARKET DATA 5

Historic data 6

Adjusted data 6

MANAGEMENT BODIES 7

Executive Committee as of December 31, 2011 7

Board of Directors as of December 31, 2011 7

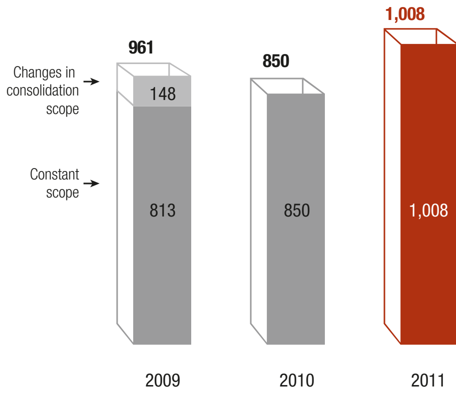
Committees of the Board of Directors 7

Nominating, Compensation and Governance Committee 7

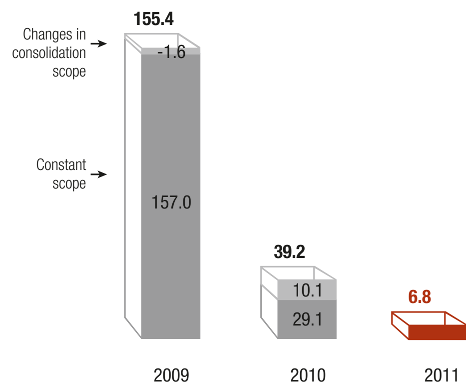
Audit Committee 7

1. KEY FIGURES

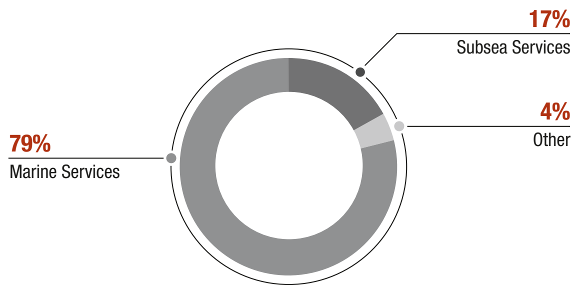
REVENUES *(IN € MILLIONS)*



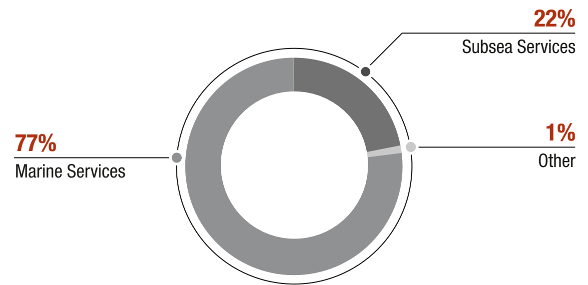
NET INCOME GROUP SHARE *(IN € MILLIONS)*



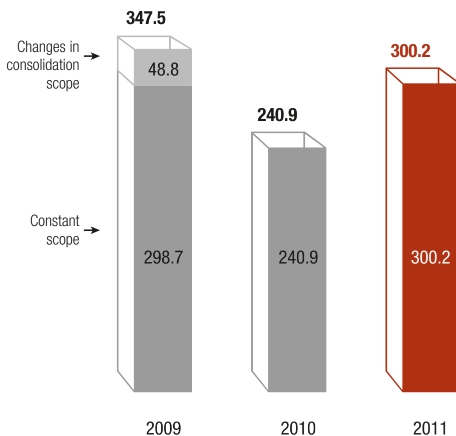
BREAKDOWN OF REVENUES 2011 BY ACTIVITY



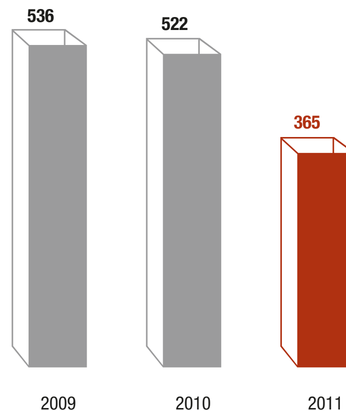
CAPITAL EMPLOYED BY ACTIVITY AT 12.31.2011 *(IN € MILLIONS)*



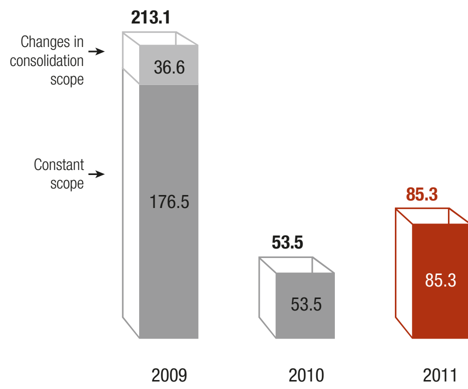
EBITDA *(IN € MILLIONS)*



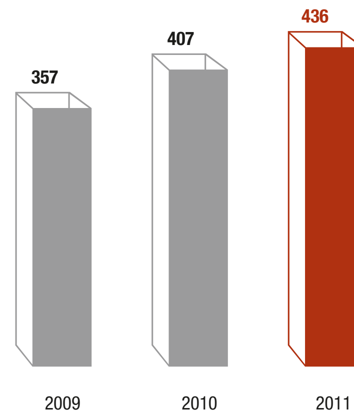
GROSS CAPITAL EXPENDITURES OFFSHORE ACTIVITIES *(IN € MILLIONS)*



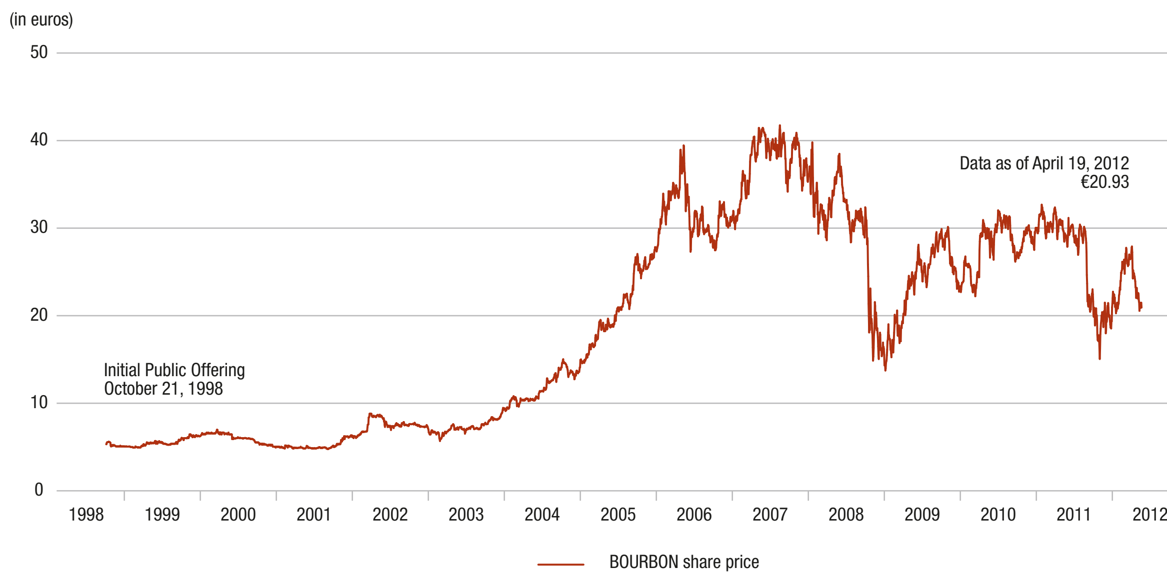
EBIT



BOURBON OFFSHORE FLEET AS OF DECEMBER 31



2. STOCK MARKET DATA



HISTORIC DATA

	2011	2010	2009
Number of shares as of December 31	**67,781,535**	**61,532,545**	**61,187,226**
Closing share price *(in €)*			
- high	35.95	35.24	33.15
- low	15.06	24.44	18.45
- as of December 31	21.30	34.71	26.35
Stock market capitalization as of December 31 *(in € millions)*	**1,444**	**2,136**	**1,612**
Net earnings per share *(in €)*	**0.11**	**0.67**	**2.65**
Dividend per share *(in €)*	**0.82**	**0.90**	**0.90**
Total dividend *(in € millions)*	**55.6**	**53.2**	**52.9**

ADJUSTED DATA *

	2011	2010	2009
Closing share price *(in €)*			
- high	32.68	32.04	30.14
- low	15.06	22.21	15.25
- as of December 31	21.30	31.55	23.95
Net earnings per share *(in €)*	**0.11**	**0.61**	**2.41**
Dividend per share *(in €)*	**0.82**	**0.82**	**0.82**

* *For comparison purposes, the figures have been adjusted following the bonus share award of one new share for ten old shares on June 3, 2009 and June 1, 2011.*

Shareholders' calendar

May 10, 2012

Publication of first quarter 2012 financial information

June 1, 2012

Annual General Meeting of Shareholders

August 29, 2012

Publication of first half 2012 results

Presentation of first half 2012 results

November 7, 2012

Publication of third quarter 2012 revenues

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3. MANAGEMENT BODIES

EXECUTIVE COMMITTEE AS OF DECEMBER 31, 2011

Christian Lefèvre

Chief Executive Officer

Gaël Bodénès

Executive Vice President

Laurent Renard

Executive Vice President

In its December 6, 2010 meeting, the Board of Directors, on the recommendation of the Nominating, Compensation and Governance Committee, decided to separate the duties of Chairman and Chief Executive Officer. It appointed Christian Lefèvre, until now Executive Vice President, to the position of Chief Executive Officer, effective January 1, 2011. Jacques d'Armand de Chateauvieux retains the Chairmanship of the Board of Directors. At the same session, on the recommendation of the new Chief Executive Officer, the Board of Directors appointed Gaël Bodénès and Laurent Renard as Executive Vice President and Chief Operating Officer and Executive Vice President and Chief Financial Officer respectively.

BOARD OF DIRECTORS AS OF DECEMBER 31, 2011

Jacques d'Armand de Chateauvieux

Chairman of the Board of Directors

Christian d'Armand de Chateauvieux

Henri d'Armand de Chateauvieux

Guy Dupont *

Marc Francken *

Baudouin Monnoyeur

Christian Munier

Agnès Pannier-Runacher *

Philippe Sautter *

Vo Thi Huyen Lan

The Board of Directors is also assisted by Ms. Dominique Senequier as a non-voting member of the Board.

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.

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 Company Directors, including, where applicable, allocations of stock options for new or existing shares.

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

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

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:

- Mr. Marc Francken, independent Director, Chairman of the committee;
- Mr. Christian Munier;
- Ms. Agnès Pannier-Runacher, independent Director.

* *Independent Directors.*

OVERVIEW OF THE GROUP

2

BOURBON TIMELINE 10

BOURBON SIMPLIFIED ORGANIZATIONAL CHART 11

ACTIVITIES 12

3.1 Geographic presence 12

3.2 Marine Services 12

3.3 Subsea Services 12

INNOVATION 13

COMPETITIVE ENVIRONMENT 14

5.1 Marine Services 14

5.2 Subsea Services 14

MAIN MARKET TRENDS 14

BOURBON offers a broad range of offshore oil and gas marine services. Under the "BOURBON 2015 Leadership Strategy" plan, the Company's goal is to invest USD 2 billion to offer the most demanding oil and gas clients a large fleet of innovative and high performance vessels in order to guarantee the highest standard of quality service worldwide, under completely safe conditions. 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 Euronext Paris, Compartment A, participates in the Deferred Settlement Service ("SRD") and is included in the SBF 120, CAC Mid 60 and Dow Jones Stoxx 600 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.

▶ 1996:

The takeover of Les Abeilles in port towage and Setaf-Saget in solid bulk marine transport paved the way for the BOURBON Group to focus on marine services.

▶ 1998:

Initial Public Offering on the Paris second market.

▶ 2001:

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

▶ 2003:

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

▶ 2004:

BOURBON 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's initial public offering on the SBF 120.

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

▶ 2007:

BOURBON sold the port towage business but retained the assistance and salvage tugs, chartered by the French Navy, for the protection of the French coastline.

▶ 2008:

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

BOURBON established its position on the IMR (Inspection, Maintenance and Repair) market for offshore oil and gas fields and enhanced its services offer by launching a new Subsea Services Activity.

▶ 2010:

BOURBON announced a new strategic plan: "BOURBON 2015 Leadership Strategy" which builds on the previous plan: a further investment program of USD 2 billion to support expansion in deepwater offshore and continue to renew the shallow water offshore fleet.

BOURBON sold 16 bulk carriers (15 delivered in 2010, one delivered at the beginning of 2011) and its bulk transport operator activity, as well as the sugar activity in Vietnam. BOURBON thus completed its focus on offshore oil and gas marine services.

▶ 2011:

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

2. BOURBON SIMPLIFIED ORGANIZATIONAL CHART

Marine Services	Subsea Services
- Deepwater offshore support vessels	
- Shallow water offshore support vessels	
- Crewboats	

3. ACTIVITIES

BOURBON offers its oil and gas clients a comprehensive and modular range of marine services for offshore oil and gas. In the Marine Services Activity, BOURBON's vessels are employed in exploration, development and production of fields in continental and deepwater offshore. In the **Subsea Services** activity, the vessels are involved in inspection, maintenance and repair operations for deepwater offshore facilities. For over thirty years, the Group has also managed the protection of the French coastline for the French navy.

3.1 GEOGRAPHIC PRESENCE

BOURBON operates in the principal marine oil regions, apart from the American part of the Gulf of Mexico. BOURBON is therefore present in:

- Africa, in particular the Gulf of Guinea;
- the North Sea;
- the Mediterranean Sea;
- Mexico, Brazil and Trinidad;
- India and the Middle-East;
- Australia;
- the Far-East: Singapore, Vietnam, the Philippines, China, Indonesia, Malaysia.

3.2 MARINE SERVICES

The Marine Services Activity covers all offshore oil and coastal protection support services. Exploiting a dynamic policy of medium- and long-term contracts, the Marine Services Activity provides a latest-generation fleet ideally suited to the specific requirements of the most rigorous and exacting oil clients.

Through its strong investment capacity, its technical and technological expertise, and its employees qualification, BOURBON is perfectly positioned to respond to the real revolution that offshore oil & gas businesses are undergoing. Its increasingly innovative vessels are ideal for responding to market needs in traditional offshore (depth of less than 200 m) and the requirements of deepwater offshore (depth up to 3,000 m).

3.2.1 The fleet - Offshore support

Anchor Handling Tug Supply Vessels (AHTS)

AHTS vessels are used for positioning and maintaining oil and gas platforms. They have powerful engines and winches, can tow drilling rigs, lay and lift anchors, and deploy numerous items of equipment connected with oil production.

Platform Supply Vessels (PSV)

These vessels supply offshore facilities with equipment and special products. In addition to their huge deck area that enables all types of equipment to be transported, including extra-large packages, they have sizable storage capacity.

Terminal Tugs

The BOURBON fleet tugs are dedicated to support and intervention operations on offshore oil and gas terminals, and are specialized in storage vessel assistance (FPSO).

Crewboats

Fast Supply 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 the platforms within a field.

3.2.2 The fleet - Coastal protection

Assistance & salvage tugs

These are dedicated to the protection of the French coast (preventing wrecks, assistance and salvage of vessels in distress and fighting pollution risks).

3.3 SUBSEA SERVICES

BOURBON offers a global or modular range of subsea services to provide maximum flexibility and expertise to its oil operator clients: a range of vessels dedicated to IMR (Inspection, Maintenance, Repair), IMR engineering services and supervision of offshore operations, together with a fleet of subsea robots (ROV) capable of operating at great depths.

3.3.1 The Subsea fleet

IMR vessels

These are multi-purpose vessels mainly devoted to Inspection, Maintenance and Repair (IMR) operations at great depth that can also support wind farms. BOURBON offers a comprehensive range of vessels with cranes from 10 to 250 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 throughout the lifetime of offshore fields.

Remote Operated Vehicles (ROV)

The ROVs in the Bourbon Subsea Services fleet are multi-purpose 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; and
- latest-generation ROVs of the UHD (Ultra Heavy Duty) and HD (Heavy Duty) "Work Class" type, which enable crews to work 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 both the planning of procedures and the provision of specialized personnel to manage the operations in question.

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 is involved in innovative developments such as French marine clusters.

BOURBON enables its clients to benefit from the reliable performance of its Bourbon Liberty 100 and 200 series.

These vessels share many innovative characteristics: reduced fuel consumption, a 30% greater cargo capacity than vessels of comparable size, shorter time taken for operations and excellent 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's support vessels are set apart by the installation of high-tech equipment, such as dynamic positioning, which is essential to the safety of anchoring and supply operations. BOURBON has also chosen to equip the majority of its support vessels with the more environmentally-friendly option of diesel-electric propulsion.

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 Design" 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 on the Bourbon Liberty 100 with even greater cargo capacity;
- a series of 3,600 ton-deadweight PSVs, also meeting "Clean Design" standards.

5. COMPETITIVE ENVIRONMENT

5.1 MARINE SERVICES

There are two types of operator:

- global operators present in the principal world markets, which represent around 40% of the total fleet. The leading companies are Tidewater (USA), Seacor (USA), Farstad (Norway), Solstad (Norway), Maersk Supply (Denmark), Gulfmark (USA), Edison Chouest (USA), Swire Pacific (Hong Kong);
- around 300-400 local operators, each with a limited fleet of vessels.

5.2 SUBSEA SERVICES

Bourbon Subsea Services has a unique position on this market in the sense that it offers a modular, flexible and integrated range of vessels, robots, engineering and management personnel. Consequently, competition tends to be based more on the type of services required by the end client.

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

6. MAIN MARKET TRENDS

Current projections for oil and gas demand are for an increase of 31% in the period 2009 to 2035 (source: International Energy Agency WEO 2011). Crude has maintained prices at above US$100 per barrel (with the average price for 2011 reaching a record high of US$111/barrel). In this environment, exploration and production expenditure by oil companies is forecast to increase (source: Douglas Westwood) across all operating zones.

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

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). Of the 342 vessels on order worldwide, 7% concern BOURBON. The average age of BOURBON's deepwater offshore fleet is 7.5 years in a global fleet estimated at in excess of 1,200 units, 10% of which are over 25 years old (source: ODS Petrodata / BOURBON).

Shallow water offshore

Activity in this market has remained stable. Many drilling rigs were delivered in 2011 or are on order. To meet oil operators' "risk management" requirements, the phenomenon of replacing older vessels, now considered to be obsolete, by more modern vessels is set to accelerate. Of the 106 shallow water offshore vessels on order worldwide, 41% concern BOURBON. The average age of BOURBON's shallow water offshore fleet is 3.9 years in a global fleet estimated at in excess of 1,700 units, 39% of which are over 25 years old (source: ODS Petrodata / BOURBON).

MANAGEMENT REPORT

3

ACTIVITIES AND HIGHLIGHTS 16

RESULTS 16

CORPORATE GOVERNANCE 22

RISK FACTORS 37

SOCIAL AND ENVIRONMENTAL INFORMATION 47

BOURBON SA AND ITS SHAREHOLDERS 51

PROPOSALS OF THE BOARD OF DIRECTORS 55

FINANCIAL RESULTS OF THE PARENT COMPANY OVER THE LAST FIVE YEARS 58

TABLE SUMMARIZING THE DELEGATIONS OF AUTHORITY AND THE POWERS GRANTED BY THE GENERAL MEETING TO THE BOARD OF DIRECTORS FOR CAPITAL INCREASES 59

1. ACTIVITIES AND HIGHLIGHTS

1.1 HIGHLIGHTS

- 2011 was the first year of the "BOURBON 2015 Leadership Strategy" plan announced on June 25, 2010. Following average growth of 25% for the BOURBON offshore oil and gas marine services between 2002 and 2010, the new plan has an objective of 17% average annual growth between 2011 and 2015 (based on an exchange rate of USD 1.30 to EUR 1).
- Since January 1, 2011, the duties of Chairman of the Board of Directors and Chief Executive Officer have been segregated. Jacques d'Armand de Chateauvieux, until then Chairman and Chief Executive Officer, continued as Chairman of the Board of Directors. Christian Lefèvre, previously Chief Operating Officer, then became BOURBON's Chief Executive Officer.
- In 2011, BOURBON continued to grow organically, taking delivery of 39 vessels, including 15 Bourbon Liberty supply vessels. BOURBON, with 436 offshore vessels (including 73 Bourbon liberty supply vessels) as of December 31, 2011, owns the youngest fleet of all the leading companies in the sector, according to the publications of its main competitors and brokers.
- At the end of 2011, BOURBON took delivery of the first of a series of ten Bourbon Evolution 800 vessels designed for deepwater operations to a depth of 3,000 meters.
- Over the year, BOURBON created two new subsidiaries: a new shipmanager in Saint Petersburg (Russia), Bourbon Baltic, which will facilitate the recruitment of Russian seafarers and a new Australian subsidiary, Bourbon Offshore Pacific, to improve its service to oil companies in the region which is experiencing rapid growth.

1.2 SIGNIFICANT EVENTS OCCURRING SINCE THE YEAR END

At the date of preparing this report, no event has occurred since the year-end closing date that would be likely to alter the substance of the financial statements as drafted.

2. RESULTS

2.1 CONSOLIDATED RESULTS

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**1,008.0**	**849.9**	**+18.6%**
EBITDA	**300.2**	**240.9**	**+24.6%**
EBIT	**85.3**	**53.5**	**+59.4%**
Net financial income/(loss)	(71.7)	(32.4)	
Income tax	(10.7)	(15.0)	-28.8%
Net income from discontinued operations	0.5	31.6	-98.6%
Minority interests	3.3	1.4	
Net income/(loss), Group share	**6.8**	**39.2**	**-82.6%**

Revenues in 2011 amounted to €1.008 billion, up 18.6% on the previous year with Marine Services and Subsea Services growing by 20.1% and 15.5% respectively as a result of the fleet being expanded, an appreciable rise in utilization rates (1) of shallow water vessels in particular and, to a lesser extent, the start of an increase in daily rates.

(1) Utilization rate: over a period, number of days generating income divided by the number of calendar days.

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**1,008.0**	**849.9**	**18.60%**
Africa	611.1	550.1	11.1%
Europe & Mediterranean/Middle East	188.5	129.7	45.4%
American Continent	125.6	99	26.8%
Asia	82.9	71.1	16.6%

The Europe & Mediterranean/Middle-East region was marked by strong year-on-year growth (+45.4%) reflecting the positioning of vessels in new operating areas, particularly in Egypt. Growth in the American Continent was also steady at 26.8%, mainly due to the commissioning of eight Bourbon Liberty vessels in Brazil. BOURBON also continued its expansion in Asia, an area with very high growth potential. Africa is still BOURBON's main operating region, accounting for 61% of revenues.

EBITDA in 2011 hit €300.2 million, up 24.6% on the previous year, much higher than the rise in revenues. Profitability, measured by the "EBITDA/Average capital employed excluding installments for vessels under construction" improved by 1 point to 11.5%.

EBIT in 2011 was up 59.4% on the previous year, at €85.3 million, mainly due to the hike in utilization and daily rates.

Financial expense in 2011 represented a net charge of €71.7 million. Compared with 2010, the €10 million increase in the cost of net debt to €64.4 million, reflected the rise in debt and interest rates. In addition, significant unrealized gains on financial instruments and on foreign exchange were recorded in 2010.

Net income, group share in 2011 was positive at €6.8 million. It reflected the improvement in utilization rates and was impacted by daily rates which, although improving gradually, were still weak compared with historic rates. In 2010, income of €39.2 million included €31.6 million in profits from discontinued operations.

2.2 RESULTS BY ACTIVITY

2.2.1 Marine Services

	2011	2010	Variation 2011/2010
Number of vessels owned (end of period)	418	390	+28 vessels
Utilization rate	83.8%	79.5%	4.3 pts

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**792.9**	**660.3**	**+20.1%**
Direct costs	(488.8)	(406.6)	+20.2%
Operating margin	**304.1**	**253.8**	**+19.9%**
General & Administrative costs	(83.2)	(71.7)	+16.0%
EBITDA	**221.4**	**182.9**	**+21.0%**
As a % of revenues	*27.9%*	*27.7%*	

Marine Services revenues in 2011 totaled €792.9 million, up 20.1% compared with 2010, due mainly to the fleet's expansion (+28 vessels), the major improvement in the utilization rate of shallow water offshore vessels and the rise in daily rates.

EBITDA in 2011 was up 21% on the previous year at €221.4 million, mainly due to the growth of €31.8 million in shallow water offshore vessels. Profitability, measured by the "EBITDA/Average capital employed excluding installments for vessels under construction" improved by 0.7 points to 10.5%.

2.2.1.1 Deepwater offshore vessels

	2011	2010	Variation 2011/2010
Number of vessels owned (end of period)	**70**	69	+1 vessel
Utilization rate	**89.8%**	90.3%	-0.5 pt

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**318.4**	**308.7**	**+3.2%**
Direct costs	(174.4)	(166.5)	+4.8%
Operating margin	**144.0**	**142.1**	**+1.3%**
General & Administrative costs	(33.4)	(33.5)	-0.3%
EBITDA	**110.6**	**108.3**	**+2.1%**
As a % of revenues	*34.7%*	*35.1%*	

In 2011, revenues from deepwater offshore vessels amounted to €318.4 million and accounted for 40% of total Marine Services Activity. In accordance with the strategy and taking account of the risk of overcapacity on this segment, BOURBON only took delivery of one vessel in 2011.

Due to its long-term contract policy, the utilization rate remained high at 89.8%.

EBITDA amounted to €110.6 million, *i.e.* half of all Marine Services business.

2.2.1.2 Shallow water offshore vessels

	2011	2010	Variation 2011/2010
Number of vessels owned (end of period)	**91**	78	+13 vessels
Utilization rate	**87.5%**	73.2%	+14.3 pts

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**241.5**	**151.7**	**+59.1%**
Direct costs	(156.2)	(107.7)	+44.9%
Operating margin	**85.3**	**44**	**+93.9%**
General & Administrative costs	(25.3)	(16.5)	+53.8%
EBITDA	**60.3**	**28.5**	**+111.8%**
As a % of revenues	*25.0%*	*18.8%*	

In 2011, revenues from shallow water offshore vessels amounted to €241.5 million, rising sharply (+59.1%) year-on-year due to:

- the expansion of the fleet by 15 units, mainly Bourbon Liberty supply vessels;
- a sharp rise in the average utilization rate (+14.3 points) due to the full-time deployment of the fleet in Brazil;
- a sharp upturn in offshore construction business in West Africa;
- the beginnings of a general improvement in daily rates.

EBITDA more than doubled at €60.3 million.

2.2.1.3 Crewboats

	2011	2010	Variation 2011/2010
Number of vessels owned (end of period)	**257**	243	+14 vessels
Utilization rate	**80.9%**	78.20%	+2.7 pts

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**233.0**	**199.9**	**+16.6%**
Direct costs	(158.2)	(132.3)	+19.6%
Operating margin	**74.8**	**67.6**	**+10.7%**
General & Administrative costs	(24.4)	(21.7)	+12.6%
EBITDA	**50.5**	**46.1**	**+9.4%**
As a % of revenues	*21.7%*	*23.1%*	

In 2011, revenues from crewboats amounted to €233.0 million, up 16.6% due to the expansion of the fleet (+14 units) and a rise in daily rates. EBITDA hit €50.5 million, up just 9.4% due to higher costs than in the first half.

2.2.2 Subsea Services

	2011	2010	Variation 2011/2010
Number of vessels owned (end of period)	**18**	17	+1 vessel
Utilization rate	**93.2%**	88.5%	+4.7 pts

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**172.8**	**149.6**	**+15.5%**
Direct costs	(87.5)	(80.6)	+8.6%
Operating margin	**85.3**	**69**	**+23.6%**
General & Administrative costs	(18.1)	(16.2)	+11.6%
EBITDA	**67.5**	**52.8**	**+27.9%**
As a % of revenues	*39.1%*	*35.3%*	

In 2011, revenues from Subsea Services amounted to €172.8 million, up 15.5% on the previous year, due to the full year contribution of the largest vessel in the fleet as well as the hike in utilization rates which reached an annual average of 93.2%. EBITDA rose by 27.9% to €67.5 million due to the rise in revenues, a high utilization rate and the contribution of integrated services contracts including 2 ROVs from the BOURBON fleet.

2.3 "OTHER"

(in € millions)	2011	2010	Variation 2011/2010
Revenues	**42.3**	**40.0**	**+5.8%**
Direct costs	(29.6)	(33.3)	-11.0%
Operating margin	**12.7**	**6.7**	**+89.4%**
General & Administrative costs	(1.3)	(1.4)	-8.3%
EBITDA	**11.3**	**5.2**	**+116.3%**
As a % of revenues	*26.8%*	*13.1%*	

"Other" mainly includes items appertaining to the cement carrier, Endeavor, and externally chartered offshore vessels as well as items not included in the two other activities. Use of chartered vessels makes it possible to meet customers' needs and fulfill contracts whilst waiting for new vessels to be completed and added to the fleet or by offering types of vessels not normally provided by BOURBON services within the context of global competitive bidding processes.

2.4 STRATEGIC PLAN

2011 was the first year of the "BOURBON 2015 Leadership Strategy" plan, the Group now focusing on offshore oil and gas marine services.

Growth in revenues in 2011

In 2011, revenues from Marine Services and Subsea Services grew by 19.2% at current exchange rate (21.3% at constant exchange rate). The "BOURBON 2015 Leadership Strategy" plan has an objective of 17% offshore average annual revenue growth between 2011-2015.

Progress of the investment program

In line with the "Horizon 2012" investment plan, BOURBON had taken delivery of 243 vessels and ROVs by the end of 2011. BOURBON was still awaiting 18 of the vessels included in this plan, including three Liberty vessels and nine IMR vessels. The bulk of these are due to be delivered in 2012.

In line with the "BOURBON 2015 Leadership Strategy" investment plan, as of December 31, 2011, BOURBON had ordered 103 vessels for a total of €1 billion, 65% of the plan having been implemented. On that date, BOURBON had already taken delivery of 14 vessels.

Financing of the investment program

Under the "BOURBON 2015 Leadership Strategy" plan, the assumption is that cash flow generated from operations will amount to €2,700 million between 2011 and 2015; this will enable net debt to be reduced by €360 million by the end of the plan.

As of December 31, 2011, the amount of long-term loans available for drawdown amounted to €15 million. In addition, the $400 million loan secured from China Exim-Bank in June 2010 will become available from 2012, as and when vessels financed on that date are delivered by the Chinese Sinopacific shipyard.

The commercial value of unmortgaged vessels in operation amounted to €747 million.

Over the 2012-2015 period, additional financing will be needed to meet maturity repayments on existing loans and to complete the investment program.

Should market conditions prevent operational cash flows from being generated in line with these hypotheses, the debt reduction forecast for the second half of the plan may be proportionately less, or indeed may not occur until after 2015.

Financial ratios in 2015

The "BOURBON 2015 Leadership Strategy" plan aims to achieve a ratio of "EBITDA to average capital employed excluding installments for vessels under construction" of 20% for 2015 (assuming an exchange rate of EUR 1 to USD 1.30). For 2011, at the bottom of the cycle, this ratio was 11.5% (average exchange rate for 2011: EUR 1 = USD 1.35).

The plan also targets a ratio of "EBITDA to revenues" for 2015 of 45% for the offshore activity. This ratio came to 29.8% in 2011, in difficult market conditions.

The fleet's availability rate [(1)] was 93% in 2011, with a target of 95% in 2015.

The operating costs index (base 100 = 2010) reached 100.9 in 2011, the year in which operational excellence programs were deployed, with a target of 96 in 2015.

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)

Since the Company failed to post any revenues in 2011, the operating loss of €3.2 million was down slightly by 0.4 million on 2010.

Financial income was positive at €96.6 million, down €60.9 million on the previous year. This drop mainly related to the fact that 2010 recorded major reversals of provisions for equity holdings following the sale of Sucrerie de Bourbon Tay Ninh. To a lesser extent, it was also the result of a fall in dividends cashed.

Exceptional income was up €39.7 million on the previous year, being impacted by the income from the sale of Sucrerie de Bourbon Tay Ninh. In 2011, the effect of the liquidation of the subsidiary Bourbon Duhaco was also recorded.

As a result, the net income of €98.3 million posted for the year was €29.0 million down on 2010.

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

(1) Vessel's availability rate: over a given period, number of days the vessel is not in complete technical stoppage (for example: periodic drydock, breakdown preventing provision of service), divided by the number of calendar days.

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 modernization of the economy (LME), we inform you that as of December 31, 2011, the balance of debts to suppliers amounted to €67,703.73 and was entirely constituted 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

The growth in demand for offshore service vessels will continue over the next few years.

Major investments by oil clients and their four year outlooks have been reinforced.

The prospects for increasing the number of working rigs and the size of offshore construction companies' order books confirms the sharp upturn in the market.

Clients will continue to prefer cutting-edge, high performance vessels, with the BOURBON fleet being particularly well appreciated. The custom of replacing old vessels, deemed obsolete, will continue to accelerate in order to meet oil companies' stringent "risk management" requirements. In 2012, BOURBON will take delivery of 45 new vessels.

In terms of changes to future offshore vessel utilization rates and their daily rates, the market predicts that the improvement witnessed last year will continue into 2012.

Due to its unique positioning, its full range of services, the quality of its fleet and the expertise of its employees, BOURBON will continue to take full advantage of this upturn in the market.

BOURBON has set up exchange rate hedges with a view to hedging the entire exposure of 2012 EBITDA to the EUR/USD exchange rate. These forward sales of dollars have been set up at an average rate of exchange of EUR 1 = USD 1.3070.

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Having confidence in the medium and long-term outlook, the Board of Directors will propose to the Combined General Meeting on June 1, 2012, payment of a dividend of €0.82 per share, the same as the dividend paid in 2011.

3. CORPORATE GOVERNANCE

At its meeting on December 8, 2008, BOURBON's Board of Directors took account of the AFEP-MEDEF recommendations of October 6, 2008 on the remuneration of Executive Directors of listed companies.

It considered that these recommendations should be an integral part of the Company's corporate governance. Consequently, pursuant to the law of July 3, 2008, transposing European Council Directive 2006/46/EC of June 14, 2006, the amended AFEP-MEDEF Code is the Company's reference for drafting the report required 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.

Mr. Christian Lefèvre is assisted in his functions by two Executive Vice Presidents, Mr. Gaël Bodénès and Mr. Christian 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 post as of December 31, 2011

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 appointment: October 14, 1977

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2012

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
- Director, AXA
- Director, Sinopacific Shipbuilding Group (China)
- Director, Sinopacific Offshore and Engineering (China)
- Member of the Supervisory Board of Piriou SAS
- Director, Evergas (Denmark)
- Advisor to CBo Territoria SA

Positions that expired in the past five years
- Chairman of the Supervisory Board of AXA
- Chairman of the Board of Directors of CBo Territoria SA
- Director, Innodis Ltd (Mauritius)

Mr. Christian d'Armand de Chateauvieux
Date of birth: November 9, 1947

Director

Cousin of the Chairman of the Board of Directors

First appointment: June 29, 1990

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2013

A graduate of the IUT in Angers, France, Christian d'Armand de Chateauvieux worked initially in the banking sector. He then moved into the wines business and since 1992 has been head of a French wine distribution group established internationally, with a particularly strong base in Asia.

Positions held outside the Group
- Chairman-CEO of Ch. de Chateauvieux & Associés SAS
- Chairman of the Board of Directors of Legrand Filles & Fils SA
- Chairman-CEO of Vins Rares SAS
- Manager, Les Armands SC
- Manager, Everget Capital

Positions that expired in the past five years
- Manager, Le Petit Vasouyard SARL

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

Director

Brother of the Chairman of the Board of Directors

First appointment: May 25, 1987

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2013

Member of the Nominating, Compensation and Governance Committee

Airline pilot at Air France for over 30 years. As of December 31, 2011, 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
- Managing Director of Mach-Invest International

Positions that expired in the past five years
- Director, Vindémia SAS

Mr. Guy Dupont
Date of birth August 25, 1944

Independent Director

First appointment: June 18, 1999

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2013

Member of the Nominating, Compensation and Governance Committee

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 the honorary Chairman of FEDOM, the federation of overseas companies and Chairman of GIP GERRI and the IRC [innovation relay center].

Positions held outside the Group
- Chairman of GVS SAS
- Chairman of ASR
- Chairman of Ink–Oi
- Director, French Development Agency
- Director, CBo Territoria SA
- Director, A.R.T
- Director, Sapmer SA
- Manager, SCI Orion

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

Mr. Marc Francken
Date of birth January 8, 1946

INDEPENDENT DIRECTOR

First appointment: May 25, 2000

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2011

Chairman of the Nominating, Compensation and Governance Committee

Chairman of the Audit Committee

An electromechanical engineer and holder of a postgraduate diploma in business management from the University of Ghent (Belgium) and an MBA from Indiana University (USA), Marc Francken has also been a reserve Corvette Captain for the Belgian Navy. After an international career at Citibank and the World Bank (IFC), he followed a career in port and marine administration (Compagnie Maritime Belge). In 1989 he joined the portfolio management Company Gevaert NV as Managing Director and became its Executive Chairman between 2002 and 2006.

Positions held outside the Group
- Honorary Chairman of Gevaert NV (Belgium)
- Honorary Chairman of Union Remorquage et Sauvetage (Belgium)
- Honorary Chairman of Technum, Tractebel (Belgium)
- Director, Nederlands Loodswezen bv (Netherlands)
- Director, Vlaams Economisch Verbond (Belgium)
- Member of Koninklijke Vlaamse – Ingenieurs Vereniging – Fuggersocieteit – De Warande – Orde Van den Prince

Positions that expired in the past five years
- Director, University Hospital of Antwerp (Belgium)

Mr. Baudouin Monnoyeur
Date of birth April 24, 1949

DIRECTOR

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

First appointment: May 30, 2008

Date term expires: General Meeting convened to rule on the financial statements for the financial 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 of December 31, 2011, 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

Positions that expired in the past five years
- Executive Vice President of Fédération des Entreprises Industrielles et Commerciales Internationales de la Mécanique et de l'Électronique (FICIME)
- Chairman of the Board of Commerce de France and Member of the Executive Board of MEDEF

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

Director

First appointment: June 18, 1999

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2013

Member of the Audit Committee

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 CDM2 SAS
- Chairman of SAS Régusse
- Chairman of the Supervisory Board of Financière du Pladen SAS
- Director, SAS Marbour
- Director, SAS Siacom
- Director, Finadvance

Positions that expired in the past five years
- Executive Vice President of the BOURBON Group
- Member of the Supervisory Board of Les Moteurs Baudouin SA
- Director, Bonnasse Lyonnaise de Banque SA

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

Independent Director

Business address:
Faurecia
2, rue Hennape
92735 NANTERRE CEDEX

First appointment: August 24, 2009

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2011

Member of the Audit Committee

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 December 2011, Agnès Pannier-Runacher was appointed as Director of the Client division at Faurecia Systèmes d'Intérieur.

Positions held outside the Group
None

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 and Chair of the Audit Committee of Transdev SA
- CDC Permanent Representative on Financière Transdev
- Director and Chair of Audit Committee of SNI SA
- Director, Icade
- Non-voting Member of the Board of Egis SA
- Director, Member of the Investment Committee and Member of the Audit Committee of Santoline SAS
- Director, CDC Capital Investissements
- Director, CDC Entreprises Capital Investissement
- Director, CDC Entreprises portefeuille SAS
- Non-voting Member of the Board of CDC International
- Director, CDC Infrastructures
- Member of the Investment Committee of Exterimmo
- IT Management Controller CDC (GIE)
- Director, Société Forestière de la CDC
- Director, European Carbon Fund
- Director, La Fondation des Hôpitaux de Paris Hôpitaux de France
- Director, Samu Social de Paris (GIP)

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

Independent Director

First appointment: June 3, 2009

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2011

Member of the Nominating, Compensation and Governance Committee

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 Defence 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

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 appointment: December 10, 2007

Date term expires: General Meeting convened to rule on the financial statements for the financial year ended December 31, 2012

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 activities in Vietnam, she joined Jaccar in 2006 as CEO.

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

Positions that expired in the past five years
- 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)

Since August 24, 2009, the Board of Directors has benefited from the advice of a non-voting member, as permitted in the bylaws:

Ms. Dominique Senequier
Date of birth: August 21, 1953

Non-voting member of the Board since August 24, 2009

Resigned as Director on August 24, 2009
First term of office as Director: September 8, 2003
Business address:

AXA Private Equity

20, place Vendôme – 75001 PARIS

A graduate of the École Polytechnique and holder of a DEA diploma in Banking and Monetary Economics from the University of the Sorbonne in Paris, Dominique Senequier occupied several management posts at the GAN Group, then joined AXA IM and became CEO of the subsidiary AXA Private Equity. She is also a member of the Institute of French Actuaries.

Positions held outside the Group
- Chair of the Management Board of AXA IM Private Equity SA
- Chair of the Management Board of AXA IM Private Equity Europe SA
- Chair of the Supervisory Committee of AXA Private Equity US LLC
- Chair of the Supervisory Board of AXA Private Equity Germany GmbH
- Director, AXA Private Equity Asia PTE Ltd
- Chair of the Board of Directors of AXA Private Equity Italy S.r.l.
- Chair of the Board of Directors of AXA Private Equity UK Ltd
- Chair of the Board of Directors of AXA Private Equity Switzerland AG
- Chair of the Board of Directors of AXA Private Equity Switzerland Finance AG
- Chair of the Supervisory Board of AXA Private Equity Eastern Europe GmbH
- Chair, Member of the Board of Directors and the Investment Committee of Matignon Développement 1 SAS
- Chair, Member of the Board of Directors and the Investment Committee of Matignon Développement 2 SAS
- Chair, Member of the Board of Directors and the Investment Committee of Matignon Développement 3 SAS
- Chair, Member of the Board of Directors and the Investment Committee of Matignon Développement 4 SAS
- Chair, Member of the Board of Directors and the Co-ordination Committee of AXA Infrastructure Investissement SAS
- Director, Théâtre des Champs Elysées SA
- Member of the Board of Directors of Compagnie Industriali Riunite S.p.A.
- Manager, SCI 30 rue JACOB
- Director, SENEQ SA
- Chair of Escouf Properties Corp.

Positions that expired in the past five years
- Director, Groupe BOURBON SA
- Vice-Chair of the Supervisory Board of Linedata Services SA
- Chair of Pikanter 4 SAS
- Chair of AXA Chile Private Equity I SAS.
- Director, AXA Private Equity Funds of Funds Manager II Ltd
- Director, AXA Private Equity Primary Ltd
- Director, AXA Private Equity Secondaries Ltd
- Director, AXA IM Secondaries Associates Management Ltd
- Director, AXA Private Equity SL Management Ltd
- Director, AXA PE Asia Manager Ltd
- Director, AXA IM LBO Management Ltd
- Director, AXA IM LBO Management III Ltd
- Director, AXA IM LBO Management IV Ltd
- Member of the Board of AXA Alternative Participations SICAV I
- Member of the Board of AXA Alternative Participations SICAV II
- Non-voting member of the Board of Directors of Nakama SA
- Non-voting member of the Board of Schneider Electric SA
- Chair of Pikanter 9 SAS
- Chair of Pikanter 10 SASU

3.2.2 Management in post as of December 31, 2011

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

CHIEF EXECUTIVE OFFICER SINCE JANUARY 1, 2011

Business address:
BOURBON
33, rue du Louvre – 75002 PARIS

Date term expires: December 31, 2013

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 OperatingOfficer 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

Positions that expired in the past five years
None

Mr. Gaël Bodénès
Date of birth April 3, 1968

EXECUTIVE VICE PRESIDENT - CHIEF OPERATING OFFICER SINCE JANUARY 1, 2011

Business address:
BOURBON
33, rue du Louvre – 75002 PARIS

Date term expires: December 31, 2013

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.

Since January 1, 2011, he has been Executive Vice President and Chief Operating Officer of BOURBON.

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 – Chief Financial Officer since December 5, 2005

Business address:
BOURBON
33, rue du Louvre – 75002 PARIS

Date term expires: December 31, 2013

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 and/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 of December 31, 2011, as far as the Company is 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	12,114
Christian d'Armand de Chateauvieux	4,892
Henri d'Armand de Chateauvieux	183,327
Guy Dupont	117,191
Marc Francken	925
Baudouin Monnoyeur	363
Christian Munier	53,990
Agnès Pannier-Runacher	330
Vo Thi Huyen Lan	363
Philippe Sautter	463
Corporate officers	
Christian Lefèvre, CEO	216,503
Gaël Bodénès, Executive Vice President	5,157
Laurent Renard, Executive Vice President	74,536
TOTAL	**670,154**

3.3 COMPENSATION OF THE CORPORATE OFFICERS

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

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

Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors as of December 31, 2011, does not receive any direct compensation from BOURBON aside from Directors' fees. Jacques d'Armand de Chateauvieux is an employee of the Jaccar Holdings company, a managing holding company, with a substantial stake in BOURBON, which as such receives management fees.

Compensation of the Chief Executive Officer and the two Executive Vice Presidents for 2011 was set on the recommendation of the Nominating, Compensation and Governance Committee at its March 14, 2011 meeting and includes a fixed part and a variable part. The variable part is payable the year following approval of the financial statements by the General Meeting. It is based on the set compensation and is capped at 70% of the annual base compensation. 20% of it is pegged to safety performance criteria, 60% to financial and performance criteria and 20% to personal qualitative objectives. The compensation paid for terms of office served in the Group (excluding BOURBON SA) are deducted from the variable part.

At its meeting of March 5, 2012, the Board carried out a performance appraisal of the Chief Executive Officer and the two Executive Vice Presidents and decided on the variable compensation to be paid for 2011.

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 2010	Year 2011
Compensation payable for the year *(detailed in table 3.3.1.2)*	208,225	210,000
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	-	-
Value of performance shares awarded during the year *(detailed in 3.3.4.1)*	-	-
TOTAL	**208,225**	**210,000**

Christian Lefèvre, CEO	Year 2010	Year 2011
Compensation payable for the year *(detailed in table 3.3.1.2)*	317,709	317,720
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	-	371,800 (1)
Value of performance shares awarded during the year *(detailed in 3.3.4.1)*	-	-
TOTAL	**317,709**	**689,520**

Gaël Bodénès, Executive Vice President	Year 2010 (2)	Year 2011
Compensation payable for the year *(detailed in table 3.3.1.2)*	Not applicable	288,568
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	Not applicable	200,200 (1)
Value of performance shares awarded during the year *(detailed in 3.3.4.1)*	Not applicable	-
TOTAL	**Not applicable**	**488,768**

Laurent Renard, Executive Vice President	Year 2010	Year 2011
Compensation payable for the year *(detailed in table 3.3.1.2)*	419,978	418,854
Value of stock options awarded during the year *(detailed in 3.3.3.2)*	-	286,000 (1)
Value of performance shares awarded during the year *(detailed in 3.3.4.1)*	-	-
TOTAL	**419,978**	**704,854**

(1) The value of 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. In the December 5, 2011 grant, the subscription price was set at €20. On that date, the fair value of one option was €5.72.

(2) Since January 1, 2011, Gaël Bodénès has been Executive Vice President of BOURBON.

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 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
- fixed compensation [(1)]	195,225	195,225	195,000	195,000
- variable compensation	-	-	-	-
- exceptional compensation	-	-	-	-
- Directors' fees	13,000	15,000	15,000	13,000
- in-kind benefits	-	-	-	-
TOTAL	**208,225**	**210,225**	**210,000**	**208,000**

(1) The fixed compensation amounts shown in the table are the amounts paid by Jaccar Holdings, the managing holding company of BOURBON, to Jacques d'Armand de Chateauvieux as an employee of this company.
Jacques d'Armand de Chateauvieux, does not receive any direct compensation from BOURBON apart from Directors' fees. Jaccar Holdings, of which Jacques d'Armand de Chateauvieux is Chairman, invoices BOURBON on an annual basis for management fees. Since January 1, 2011, these fees have been solely composed of a fixed portion amounting to €360,000. Until December 2010, these fees comprised a fixed portion of €360,000 and a variable portion representing 1% of the net income for the year in question, capped at €500,000 (excluding taxes). Fees invoiced by Jaccar Holdings in 2010 totaled €752,000.

Christian Lefèvre, Chief Executive Officer	Year 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
- fixed compensation	200,005	200,005	200,005	200,005
- variable compensation [(1)]	43,985 [(2)]	-	45,306 [(2)]	43,985 [(2)]
- exceptional compensation	-	-	-	-
- Directors' fees for terms of office served in the Group	70,015	70,015	68,694	68,694
- in-kind benefits [(3)]	3,704	3,704	3,715	3,715
TOTAL	**317,709**	**273,724**	**317,720**	**316,399**

Christian Lefèvre is also Chairman of the Marine SAS company. This company bills BOURBON for €150,000 in management fees per year. For 2009, that company also billed BOURBON for €77,700 in services for a variable calculated based on 0.5% of consolidated net income-Group share.
(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 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
- fixed compensation	Not applicable	Not applicable	220,025	220,025
- variable compensation [(2)]	Not applicable	Not applicable	66,000	-
- exceptional compensation	Not applicable	Not applicable	-	-
- Directors' fees for terms of office served in the Group	Not applicable	Not applicable	-	-
- in-kind benefits [(3)]	Not applicable	Not applicable	2,543	2,543
TOTAL	**Not applicable**	**Not applicable**	**288,568**	**222,568**

(1) Gaël Bodénès has been Executive Vice President since January 1, 2011.
(2) Variable compensation is payable the following year, after approval of the financial statements by the General' Meeting.
(3) Company car.

Laurent Renard, Executive Vice President	Year 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
- fixed compensation	319,995	319,995	319,995	319,995
- variable compensation [1]	25,985 [2]	77,000	27,396 [2]	26,685 [2]
- exceptional compensation	-	-	-	-
- Directors' fees for terms of office served in the Group	70,015	70,015	68,604	68,604
- in-kind benefits [3]	3,983	3,983	2,859	2,859
TOTAL	**419,978**	**470,993**	**418,854**	**418,143**

(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 or any benefit in kind other than those mentioned in the table above for the Chief Executive Officer and for each of the Executive Vice Presidents.

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

Executive Directors coming under the AFEP-MEDEF recommendation	Employment contract		Supplementary pension scheme		Indemnity or benefits payable or potentially payable due to termination or change of function		Indemnities relating to 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: 06.09.2010 End date of term of office: AGM ruling on the financial statements for the year ended 12.31.2012		x [1]		x		x		x
Christian Lefèvre, Chief Executive Officer Start date of term of office: 01.01.2011 End date of term of office: 12.31.2013	x [2]			x		x		x
Gaël Bodénès, Executive Vice President Start date of term of office: 01.01.2011 End date of term of office: 12.31.2013	Not applicable			x		x		x
Laurent Renard, Executive Vice President Start date of term of office: 01.01.2011 End date of term of office: 12.31.2013	Not applicable			x		x [3]		x

The AFEP-MEDEF Code of Corporate Governance, which BOURBON uses as a reference, recommends that companies should 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 managing holding company of BOURBON. This company bills BOURBON for management fees in its capacity as an active holding company. To the best of its knowledge, the BOURBON Board of Directors cannot prejudge the stipulations of the employment contract binding Jacques d'Armand de Chateauvieux to Jaccar Holdings and so is terminating said contract. BOURBON has not given Jacques d'Armand de Chateauvieux any undertaking with regard to the renewal of his term of office as Chief Executive Officer.

(2) The Board of Directors believes that there are no grounds for terminating the employment contract of 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 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) 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.

3.3.2 Directors' Fees

The members of the Board of Directors are paid as sole compensation Directors' fees totaling €240,000 in accordance with the decision by the Combined General Meeting of June 1, 2011 for the year 2010 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 2011 totaled €154,000.

In €	Directors' fees paid in 2010	Directors' fees paid in 2011
Current members of the Board		
Jacques d'Armand de Chateauvieux	15,000	13,000
Christian d'Armand de Chateauvieux	15,000	11,000
Henri d'Armand de Chateauvieux	19,000	17,000
Guy Dupont	15,000	17,000
Marc Francken	23,000	23,000
Baudouin Monnoyeur	15,000	11,000
Christian Munier	19,000	19,000
Agnès Pannier-Runacher	15,000	19,000
Philippe Sautter	17,000	17,000
Vo Thi Huyen Lan	11,000	7,000
TOTAL	**164,000**	**154,000**

The Members of the Board of Directors were not granted any other compensation or other 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 2011

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 AGM, on the recommendation of the Nominating, Compensation and Governance Committee which is specifically responsible for recommending the number of options to be awarded to members of the management as well as defining any performance criteria.

Stock options can only be exercised after the expiration of a period of four years. Their exercise price corresponds to the average price of the share for the 20 stock market trading sessions prior to the date of award of the options, with no discount applied.

3.3.3.2 Stock options awarded during the year to each Executive Director

Options awarded to each Executive Director by the issuer or any Group Company	No. and date of plan	Type of options (purchase or subscription)	Value of options based on method used for the consolidated financial statements	Number of options awarded during the year	Exercise price (1)	Exercise period
Jacques d'Armand de Chateauvieux	-	-	-	-	-	-
Christian Lefèvre	No. 9 12.05.2011	Purchase or subscription	371,800	65,000 (2)	€20	From 12.05.2015 to 12.04.2017
Gaël Bodénès	No. 9 12.05.2011	Purchase or subscription	200,200	35,000 (2)	€20	From 12.05.2015 to 12.04.2017
Laurent Renard	No. 9 12.05.2011	Purchase or subscription	286,000	50,000 (2)	€20	From 12.05.2015 to 12.04.2017

(1) *The value of 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. In the December 5, 2011 grant, the subscription price was set at €20. On that date, the fair value of one option was €5.72.*

(2) *The Board of Directors specified in this plan that the options finally awarded to the Chief Executive Officer and the two Executive Vice Presidents would be subject to a performance requirement defined on the basis of three criteria:*
First criterion: TRIR = an average of 0.70 over the 2010-2015 period;
Second criterion: annual average rate of growth of revenues over the 2010-2015 period. The reference point is the value of the target set by the BOURBON 2015 Leadership Strategy plan;
Third criterion: EBITDA/Average capital employed excluding installments for vessels under construction, in 2015. The reference point is the value of the target set by the BOURBON 2015 Leadership Strategy plan.
The financial targets set are based on an average exchange rate over the 2011-2015 period of EUR 1 = USD 1.30.
These objectives shall be fixed and final. The Board shall, however, reserve the right to adjust performance requirements in the event of significant changes in the exchange rate, and/or in the event of extraordinary circumstances requiring, and justifying, any such modification, with the assent of the Nominating, Compensation and Governance Committee, so as to neutralize wherever possible, the consequences of substantial changes to the targets set at the time of the initial award.
The number of options actually acquired will depend on the arithmetical average of the rate "T" of achievement of these three objectives.
- T > 70% and < 85%: the number of exercisable options will be equal to 50% of the number of "target" options;
- T between 85% and 100% inclusive: the number of exercisable options will be equal to 100% of the number of "target" options;
- T > 100%: the number of exercisable options will be equal to 100% of the number of "target" options + x% of additional options, x% being equal to 50% if the performance is 120% of the objectives or more; and x being between 0% and 50% in proportion to the percentage by which the objectives have been exceeded, if the objectives are exceeded, but by less than 20%.

Options granted to corporate officers accounted for 5.9% of the 2011 award plan. These options accounted for 0.20% of the Company's potential capital as of December 31, 2011.

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 on Company shares, or carry out any 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 these period, only the simple exercise of options is permitted.

The corporate officers must not use any hedging instrument (especially call options) on the BOURBON share.

3.3.3.3 Requirement to keep shares

In March 2008, the Board of Directors instituted an obligation on corporate officers to keep 20% of the shares resulting from the exercise of stock options for the duration of their term of office. This obligation will be applicable for the first time to the exercise of rights relating to the December 2007 stock option plan number 6.

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	Plan No. 3 March 9, 2005	9,220 [1]	€17.43
Laurent Renard	-	-	-

(1) Options awarded prior to the appointment of Gaël Bodénès as Executive Vice President.

3.3.4 Performance shares awarded and/or that became available in 2011

3.3.4.1 Performance shares awarded to each Executive Director

Performance shares awarded by the General Meeting during the year to each Executive Director by the issuer or by any Group Company	No. and date of plan	Number of shares awarded during the year	Value of options based on method used for the consolidated financial statements	Acquisition date	Date available	Performance conditions
Jacques d'Armand de Chateauvieux	-	-	-	-	-	-
Christian Lefèvre	-	-	-	-	-	-
Gaël Bodénès	-	-	-	-	-	-
Laurent Renard	-	-	-	-	-	-

3.3.4.2 Performance shares that became available for each Executive Director

Performance shares that became available for each Executive Director	No. and date of plan	Number of shares that have become available during the year	Acquisition conditions
Jacques d'Armand de Chateauvieux	-	-	-
Christian Lefèvre	-	-	-
Gaël Bodénès	-	-	-
Laurent Renard	-	-	-

3.4 FEES PAID TO THE STATUTORY AUDITORS AND MEMBERS OF THEIR NETWORKS

	EurAAudit CRC				Deloitte			
	Amount		Percentage		Amount		Percentage	
(in € thousands)	2011	2010	2011	2010	2011	2010	2011	2010
Audit								
Statutory Auditors, certification, examination of company and consolidated financial statements								
Issuer (parent company)	69	67	38%	40%	95	91	13%	13%
Fully consolidated subsidiaries	112	100	62%	60%	583	553	79%	79%
Other necessary procedures and services directly linked to the Statutory Auditors' mission								
Issuer (parent company)	-	-	-	-	-	-	-	-
Fully consolidated subsidiaries	-	-	-	-	63	46	9%	7%
Sub-total	**181**	**167**	**100%**	**100%**	**741**	**691**	**100%**	**99%**
Other services rendered by members of the Statutory Auditors' networks to fully consolidated subsidiaries								
Legal, tax, corporate	-	-	-	-	-	6	0%	1%
Other	-	-	-	-	-	-	0%	0%
Sub-total	**-**	**-**	**-**	**-**	**-**	**6**	**0%**	**1%**
TOTAL	**181**	**167**	**100%**	**100%**	**741**	**697**	**100%**	**100%**

4 RISK FACTORS

2011 was marked by a new major financial crisis, in particular, in Europe.

To the best of the Company's knowledge, there are no exceptional events or disputes in existence 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 risk-map is regularly updated. It was updated in 2011 to take account of the results of action plans implemented during the year and changes made to the evaluation of certain risks.

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

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. These risks are, on the date of this Registration Document, those whose occurrence BOURBON believes 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 other risks, not yet identified 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, may exist.

4.1 RISKS RELATED TO THE MARKET OF OFFSHORE OIL AND GAS MARINE SERVICES

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

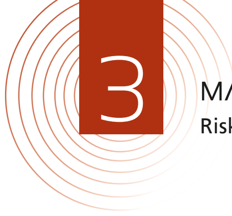
Among other factors, the exploration/development cycle of oil companies depends on assumptions regularly made by them of the average price per barrel over ten years. The amount that oil companies devote to exploration costs may also be influenced by the short-term price per barrel. By contrast, the activity of production on existing fields is much less sensitive.

In 2011, the average price per barrel of crude oil hit an all-time high of USD 111. In fact, the new financial crisis did not affect the price of crude (USD 110 on average over the last four months of the year compared with USD 111 for the first eight months); on the contrary, during the 2008 global recession, the price per barrel fell by an average of 42% over the last four months of the year (USD 62 compared with USD 113 for the first eight months). In this favorable climate, current projections forecast growth in demand and show increased investment across all operating areas. With regard to West Africa, BOURBON's main source of revenues, these investments will be mainly restricted to deepwater offshore and ultra deepwater offshore activities.

With regard to supply, changes to the fleet of offshore supply vessels depends 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 affecting 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. The risk of a long-term downward price trend is very low. 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. Should market forecasts change significantly in comparison with BOURBON's current forecasts, its business, financial position, results or outlook could be affected.

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. At December 31, 2011, 67% of offshore supply vessels were under long-term contracts, with the average residual duration of contracts for these vessels of 14.5 months. At the same time, the implementation of an active management approach to monitoring vessels working in production or exploration makes it possible to react quickly depending on market movements.

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.

Oil companies generally prefer cutting-edge, high performance vessels like those belonging to the BOURBON fleet. The rate of replacement of old vessels in order to meet oil companies' stringent "risk management" requirements is accelerating. In 2011, the world fleet utilization rate of vessels more than 25 years old, fell below 50% [(1)] confirming the need to renew old vessels with modern ones that meet new requirements in terms 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 excellence i.e. safety, personnel's skills, reliability and availability and costs optimization (which includes using low fuel consumption diesel-electric propelled vessels. 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.

Growth in the *deepwater offshore* market is steady at 7% [(1)], gradually attenuating the over-capacity recorded previously. Exposure to this risk is limited since BOURBON'S program of investment in these types of vessels is limited (only three PSVs and one AHTS will be delivered in 2012).

In terms of geographic positioning, BOURBON is well placed to resist over-capacity as it has low exposure to the most competitive market of the North Sea, no presence in the US territorial waters of the Gulf of Mexico, and with a dominant position in West Africa. It should also be noted that Brazil is currently helping to regulate the situation due to its constant and extremely sustained demand, which is absorbing some of the overcapacity of the new deepwater offshore fleet of vessels.

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 rates of utilization of its vessels, likely to have a prejudicial effect on its business, its financial position, its results or its outlook.

(1) Source: BOURBON/ODS Petrodata.

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 renewals in a particular region or for a particular client.

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, and by the establishment of a pricing policy 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.

Only competitors of a certain size would be able to conduct this type of policy. Furthermore, current market prices limit the margins for maneuver in such price offers, both in terms of the reduction and duration.

The first measure of risk management is the detailed monitoring of the positioning of our principal competitors' fleets and keeping a close watch on their pricing policy. The second is diversification both in the geographical positioning of our fleet and in client diversification, thus limiting the impact of an unexpected targeted attack. Thirdly, BOURBON's size and policy of investing in the building of vessels in series at shipyards with optimal costs enable BOURBON to respond aggressively if necessary to such attacks while retaining its margins for maneuver.

Furthermore, the reinforcement of local teams in areas where our 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 Contract Managers who are in daily contact with our clients so that we can respond to their requirements in real time.

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 for its new vessels; hence there is a certain dependence on them. The failure of any of the selected shipyards could reduce BOURBON's capacity to respond to clients' requirements.

One of BOURBON's keys to success resides in providing clients with innovative vessels at competitive prices. BOURBON is developing new-generation vessel designs (diesel-electric propulsion, class 2 dynamic positioning, etc.).In order to benefit from economies of scale, the vessels are built in series at competitive shipyards – mostly in China but also in India, Vietnam, Nigeria and France.

A large majority of the commitments have been made with a Chinese shipyard that has demonstrated its capacity to deliver innovative, high-quality vessels (over 100 vessels delivered to BOURBON between 2003 and 2011) and whose financial soundness has not been called into question to date.

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.

BOURBON's rapid growth and the structural shortage of merchant navy officers could lead to it not being able to recruit sufficiently qualified officers for offshore oil and gas marine services.

BOURBON relies on an international network of shipmanagers and manning agencies deployed in recruitment pools for qualified officers all over the world. In West Africa, a fast-growing region, BOURBON is developing a sustained recruitment and training policy for local seamen.

Between 2007 and 2011, BOURBON was, therefore, able to recruit the human resources needed to man 270 vessels.

The Group is continuing its policy of internationalization, backed by local management of recruitments and a devolved administrative structure for its international shipmanagement service.

Despite these measures, and due to BOURBON's rapid growth, the structural shortage of merchant navy officers could lead to it not being able to recruit sufficiently qualified officers for offshore oil and gas marine services. This would be likely to lead to operational, and possibly financial, constraints on the Group.

The anticipated expansion of the workforce for the execution of the BOURBON 2015 strategic plan could result in a lower standard of Company personnel (less control over BOURBON standards and equipment).

The objective of strong growth, professionalization and internationalization of the workforce led BOURBON to institute, from 2007, a skills management policy for seagoing personnel and to invest heavily in a training program tailored to the Group's strategic issues.

Rigorous operating standards, designed to deliver a totally safe and high quality service to offshore oil and gas clients, represent a benchmark for skills validation and training programs deployed on board the vessels and in the BOURBON Training Centers. These programs have been established in the different operating regions and are equipped with simulators (simulators for AHTS anchor handling operations at oil platforms, loading-unloading by PSV-type supply vessels, dynamic positioning simulators, subsea robot operations, and simulators for piloting crewboats).

A particular focus is placed on the integration of the many new recruits to ensure that they have the skills required for offshore and help them gain command of BOURBON standards and the equipment available to them.

The active personnel development policy, driven by the organization's rapid growth, has led to the promotion of many employees who are given support as they take up their new posts. For their part, confirmed officers are supported in the management of complex situations and coordination of international crews with appropriate training.

A combination of personnel review procedures and business continuity and succession plans means that BOURBON can conduct effective manpower planning for key roles and for the development of its officers, managers and experts.

There is also a strong focus on strengthening the culture of high-quality customer service. A dedicated training program has been established for staff primarily involved in the "customer satisfaction chain" (captains, contract managers, operations managers, logistics managers).

BOURBON makes every effort to develop the commitment of all its employees by listening carefully and providing appropriate mentoring, offering a personal training and development policy, and recognizing individual contributions.

BOURBON's continued success is, in the main, dependent upon its capacity to attract, motivate and/or hold onto qualified personnel with the required skills and experience. Difficulties in attracting, training, motivating and/or holding on to a sufficient number of qualified personnel to fulfill client's demands and to meet changes in their requirements as well as changes in technology, could impact on BOURBON's operating expenses and operating margins, as well as on the quality of its services and its outlook.

4.2 RISKS ASSOCIATED WITH BOURBON'S ACTIVITY

Non-compliance by BOURBON of regulations applicable to its businesses 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) lists all the factors concerning pollution prevention, both from the vessel and from its cargo;
- the Convention on the International Regulations for Preventing Collisions at Sea (COLREG), which 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.

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 International Association of Classification Societies (IACS), 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 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 in the area of emissions into the atmosphere;
- 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 years, which is an advantage in meeting these changes.

Although BOURBON considers that these changes can, in the main, 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 subseaengineering. In 2011, BOURBON continued to make changes to its safety management system to ensure it would meet the new requirements of the OCIMF (Oil Companies International Marine Forum), an organization including over 80 oil companies worldwide. 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 limit 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 2011, BOURBON's recordable incidents rate (TRIR) was 0.68 per million hours worked.

BOURBON's strategy in this area is described in section 5.1.4 of the management report.

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 emissions into the atmosphere. BOURBON's strategy concerning the environment is described in section 5.2 of the management report.

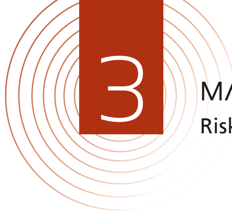
The activities of offshore services are governed by contracts placing a general obligation of due care on BOURBON and shared responsibility with the client.

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 totally adheres to the recommendations of the International Maritime Organization and systematically adopts dedicated security measures such as "Piracy – Best Management Practices" and adapts is 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.

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, South America, 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 local contribution. 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. In 2011, provisions were constituted to cover risks in Brazil and Angola in the main. No individual item is significant. These are operating risks related to the international environment in the oil services sector, some of which generate litigation. These risks are closely monitored by the Group and its legal advisors.

4.4 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.

4.4.1 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 €459 million (45.5% of revenues) while the top ten clients accounted for nearly 63.7% (€642 million).

A statement of anteriority of credits and other debtors is presented in note 3.20.5. of the Notes to the Consolidated Financial Statements.

In 2011, BOURBON did not conduct any contracts with national oil companies in countries with a high political risk such as Venezuela, Iran, Iraq or Myanmar. Our main client accounts for 20% of the company's total revenues (41% in 2003).

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.

4.4.2 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.

As of December 31, 2011, BOURBON's gross debts amounted to €2,185 million, including €1,565 million at more than one year. The repayment schedule for the medium and long-term debt is presented in note 3.15 of the Notes to the Consolidated Financial Statements. The average residual life of this debt is six years.

The following table shows the composition of long and medium-term debt as of December 31, 2011:

(in € millions)	Portion of medium/longterm debt under one year	Medium/long-term debt	Total
Club Deal loan – €320 million	32	144	176
Club Deal loan – €450 million	45	326	371
Club Deal loan – €318 million	64	239	302
EIG/SNC outsourced	81	238	319
Financing – Norway fleet	33	289	321
51 other bilateral loans	84	330	413
TOTAL	**338**	**1,565**	**1,903**

As of December 31, 2011, short-term lines, in the form of overdraft, spot credit or revolving credit, were used in the amount of €274 million. Accrued interest came to €9 million.

The Group had cash assets of €230 million as of December 31, 2011.

Medium and long term borrowings

Medium and long-term borrowing is primarily constituted by borrowings of the "club deal" loan [(1)] and bilateral type.

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. 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, 2011, the outstanding loan was €176 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, 2011, the outstanding loan was €371 million.

In July 2009, a new €318 million "club deal" loan was taken out. The redemption phase began 2011 and will end in 2016. At December 31, 2011, the outstanding loan was €302 million.

In parallel, bilateral borrowings (in dollars and euros and Norwegian Kroner) are regularly signed. In 2011, new loans worth €291 million, including €165 million with foreign banks, were taken out. €89 million was also drawn down in 2011 on loans signed in previous years.

As of December 31, 2011, the amount remaining to be drawn down from existing loans totaled €15.3 million.

In addition, the USD 400 million loan secured from China Exim-Bank in June 2010 will become available from 2012, as and when vessels financed on that date are delivered by the Chinese Sinopacific shipyard.

(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 our loans are set up, BOURBON meets with all the banks proposing the loans in order to put the credit facility in place. No one 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.

In order to meet the Group's increased need for financing, the €320 million syndicated loan taken out in 2005 and the one for €450 million taken out in 2007, reiterated the support in place for the Group's "BOURBON 2015 Leadership Strategy" growth plan, by lifting the caps on financial ratios and removing earlier requirements relating to the net operating debts (NOD = net debts excluding prepayments on orders of vessels under construction) to EBITDA ratio and the net debt to equity ratio. These two multilateral loans were secured by collateral, replacing the mortgage promises given when the loans were signed, on some of the BOURBON fleet's vessels, details of which appear in note 5.1 "Contractual obligations and other off-balance sheet commitments" of the notes to the consolidated financial statements.

Likewise, the €318 million syndicated loan, signed in 2009, removed the cap on the net operating debts (NOD = net debts excluding prepayments on orders of vessels under construction) to EBITDA ratio. The ratio of net debt to equity of less than 1.90 still applies. This multilateral loan was also secured by collateral, replacing the mortgage promises given when the loans were signed, on some of the BOURBON fleet's vessels, details of which appear in note 5.1 "Contractual obligations and other off-balance sheet commitments" of the notes to the consolidated financial statements.

In the case of some bilateral loans, mainly those of a tax lease financing type, of which a total of €111.7 million was still outstanding at the end of 2011, the tax lease financing contracts specify a net debt to equity ratio of less than 1.90 and a "net operating debts to EBITDA" ratio of less than 5.0 for fiscal years 2011 and 2012, then less than 4.5 for fiscal years 2013 and 2014, and 4.0 in subsequent years.

No early settlements were required on any of our financial commitments as of December 31, 2011. Likewise there were no cross defaults between Group entities.

Furthermore, there were no instances of early termination of loan contracts due to a new circumstance (termination event) linked to a change of control of the debtor as of December 31, 2011.

As of December 31, 2011, BOURBON was in compliance with its financial covenants, *i.e.* its financial commitments with regard to loan contracts.

Short-term lines of credit

In addition, the Group has unused short-term credit lines totaling around €44 million as of December 31, 2011. The Group had cash assets of €230 million as of December 31, 2011.

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.

4.4.3 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 of December 31, 2011, after taking account of interest rate swaps, approximately 50% of the Group's medium or long-term debt was 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:

	As of December 31, 2011													
	Less than one year		One to two years		Two to three years		Three to four years		Four to five years		More than five 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	-	229.6	-	-	-	-	-	-	-	-	-	-	-	229.6
Term deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans and securities	-	0.9	-	-	-	-	-	-	-	-	-	-	-	0.9
Financial assets	**-**	**230.5**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**230.5**
Bank overdrafts and short-term lines	-	(273.3)	-	-	-	-	-	-	-	-	-	-	-	(273.3)
Deposits and securities received	-	-	(0.3)	(0.0)	-	-	-	-	-	-	-	-	(0.3)	(0.0)
Finance lease liabilities	(67.2)	(3.3)	-	(3.5)	-	(3.7)	-	(3.9)	-	(4.1)	-	(6.3)	(67.2)	(24.7)
Bank borrowings	(18.2)	(249.1)	(18.4)	(233.4)	(18.9)	(289.7)	(19.8)	(234.7)	(20.7)	(192.5)	(104.1)	(411.1)	(200.1)	(1,610.5)
Financial liabilities	**(85.5)**	**(525.7)**	**(18.6)**	**(236.9)**	**(18.9)**	**(293.4)**	**(19.8)**	**(238.6)**	**(20.7)**	**(196.6)**	**(104.1)**	**(417.5)**	**(267.6)**	**(1,908.5)**
Hedging	(111.5)	111.5	(240.0)	240.0	(262.0)	262.0	(143.0)	143.0	(47.2)	47.2	(165.3)	165.3	(969.1)	969.1
Net position after hedging	**(196.9)**	**(414.2)**	**(258.7)**	**3.1**	**(281.0)**	**(31.3)**	**(162.7)**	**(95.6)**	**(67.9)**	**(149.3)**	**(269.4)**	**(252.1)**	**(1,236.7)**	**(708.9)**

Assuming the position reached on December 31, 2011 to be constant, 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 €7.1 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 (69.5%) of its services in US dollars. The Group has a natural foreign exchange hedge thanks to the payment of expenses in dollars (representing about 24% 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 tables below show the Group's net exposure to changes in foreign exchange rates:

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

The table below shows, as of December 31, 2011, the position of the Group's monetary assets and liabilities (denominated in different a currency from the entity's functional currency) before and after management:

(in € millions)	USD	NOK	EUR	Other
Monetary assets	874.3	58.4	26.7	9.8
Monetary liabilities	(588.6)	(55.0)	(41.4)	(12.0)
Net position before management	**285.7**	**3.4**	**(14.7)**	**(2.2)**
Hedges	(96.6)	(37.1)	-	-
Net position after management	**189.1**	**(33.7)**	**(14.7)**	**(2.2)**

As of December 31, 2011, a 1% change in the euro exchange rate against all the currencies would represent a total impact at Group level of €2.3 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.

The table below shows a breakdown by currency of consolidated shareholders' equity for the years 2011 and 2010:

(in € millions)	12.31.2011	12.31.2010
Euro (EUR)	1,387.1	1,297.8
Brazilian Real (BRL)	(55.1)	(13.6)
Mexican Peso (MXN)	9.7	11.9
Norwegian Kroner (NOK)	67.6	51.0
US Dollar (USD)	46.0	139.0
Vietnamese Dong (VND)	(2.1)	(1.8)
Swiss Franc (CHF)	2.4	2.8
Nigerian Naira (NGN)	(36.8)	(17.8)
Other	(1.9)	(1.6)
TOTAL	**1,417.0**	**1,467.8**

As of December 31, 2011, a 1% change in the exchange rates would represent an impact on consolidated shareholders' equity of €3 million (€4 million as of December 31, 2010).

Equity risks

As of December 31, 2011, the Group had no cash investments.

As indicated in note 3.13 of the notes to the consolidated financial statements, BOURBON held 2,710,946 treasury shares as of December 31, 2011. 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 €5.8 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.

4.5 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 and 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 a civil liability policy for 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, Groupama Transports and Swiss Re.

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

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

5.1 SOCIAL INFORMATION

5.1.1 Workforce

The BOURBON Group's workforce is expanding in order to meet its BOURBON 2015 plan growth objectives.

As of December 31, 2011, the fleet was operated by 7,100 seagoing personnel and 1,500 shore-based support staff, *i.e.* an 8,600 strong workforce.

International recruitment policy

BOURBON's international recruitment policy is based on an international network of shipmanagers, local subsidiaries and manning agencies, the latter managing 15.5% of the Group's workforce.

This system was consolidated in 2011 with the creation of a new shipmanager in Russia, Bourbon Baltic.

In 2011, the rise in the workforce was particularly marked with regard to the Nigerian and Ukrainian subsidiaries.

78 nationalities are represented within the Group.

France

As of December 31, 2011, French subsidiaries employed 1,577 people, 65 of whom had fixed-term contracts. In 2011, 148 new recruits were employed under indefinite term contracts.

Equal opportunities at work

5.3% of the Group's workforce are women.

Split women/men	Women	Men
Executive Committee	0%	100%
Managers	12%	88%
Officers	1.3%	98.7%
Other	7%	93%
TOTAL	**5.3%**	**94.7%**
Seagoing personnel	0.8%	99.2%
Shore-based personnel	26.3%	73.7%
TOTAL	**5.3%**	**94.7%**

5.1.2 A policy to serve growth

The Human Resources policy, decided by the Executive Committee, is managed by the Human Resources Department in close collaboration with the Crewing Department. The central functions are organized around three main units: management of seagoing personnel, management of shore-based personnel, and career management and development.

Human Resources information system

BOURBON has an integrated information system (Onsoft Computer Systems AS) to manage all the Group's personnel and its crewing activity: planning, travel, training, pay. The objective is to facilitate the crewing process for vessels by shipmanagers and manning agencies as well as HR management and development processes for seagoing and shore-based personnel. The system also enables certifications to be registered in accordance with the flag's legislation and standards and means that the training followed by seagoing personnel can be monitored to ensure that it meets BOURBON's own standards as well as client demands.

The system is currently operational at a number of subsidiaries: Bourbon Offshore Norway, Bourbon Offshore Ukraine, Bourbon Offshore Asia, Bourbon Maritime Services Manila, Bourbon Offshore MMI, Bourbon Interoil Nigeria Ltd, Bourbon Baltic. Its deployment will be continued at target subsidiaries.

This tool is all part of a streamlining and activities management process driven by the quality system and management control.

Personnel development policy

The long-term relationship between BOURBON and its seagoing personnel is key when it comes to fostering mutual development.

BOURBON is continuing its employees' skills appraisal and development policy in line with rigorous operating standards and client satisfaction worldwide. The mainstays of the policy are: experience, qualifications, training and application.

BOURBON considers all posts to be essential for the safe operation of its vessels. The Group invests heavily in career development for captains, officers and sailors *via* high quality training, recognized by both the profession and the clients.

2011 was marked by the amendment made to the 2010 STCW Convention on Standards of Training, Certification and Watchkeeping for Seafarers. This reform validates the direction taken by BOURBON in terms of training and places the development of training programs within a framework of international recognition.

The Group has developed an international training network, linking the BOURBON Training Centers (BTC) with partner organizations in order to cover the key operations for offshore oil and gas marine services:

- anchor handling operations for oil and gas platforms (Marseille and Singapore BTC; partnership with the Offshore Simulator Center of Ålesund in Norway);
- dynamic positioning center (Manila);
- training centers for piloting crewboats near to operating regions (Nigeria, Angola, Indonesia, Gabon, Congo, Cameroon and France);
- a training center for diesel-electric technologies and equipment in China;
- a dedicated training center for ROV operators in Italy.

In 2011, a "managing difficult situations" module was rolled out by shipmanagers to complete the Group's standards and a standardized "rating on board" program for crews was developed.

In addition to these programs, the BOURBON Training Centers ran 94 offshore marine operations and management training sessions, in which 795 officers took part (*i.e.* 28% of the Group's officers), namely 2,427 man training days (number of participants x number of training days).

By 2015, 100% of officers and sailors will have been trained in BOURBON's own standards.

BOURBON is also continuing to set up training seminars called "Customer satisfaction: a team business" for all operational managers (contract managers, operations managers and logistics managers). The objective of this program is to clarify processes, roles and responsibilities within the client satisfaction chain and to develop the necessary managerial and personal skills.

Furthermore, a managerial skills development program has been designed to support the Group's leadership strategy and will be deployed by all the Group's managers over the next three years.

A mobility policy has been clearly defined with a view to optimizing resources management to meet the demands of rapid growth and in order to aid career development for employees. An internal recruitment portal has been opened for use by employees who wish to progress within the Group. Internal mobility responds to skills shortages, consolidates specific areas of expertise *via* the exchange, sharing and capitalization of experiences and promotes the dissemination of BOURBON's culture.

Finally, the teams' contribution to the implementation of the BOURBON 2015 strategy was clarified by the deployment of Balanced Scorecards, a management tool which enables the different functions' objectives to be uniformly defined in line with the implementation of the strategy.

All these mechanisms (performance, skills, training, mobility, career) are dealt with on a systematic basis in annual appraisal reviews held between December and March.

Focus on training in West Africa

BOURBON is continuing its development strategy and is placing the emphasis on specific local requirements in Africa, its main operating region, accounting for 61% of revenues.

The Group is making sustained efforts in the recruitment and training of seamen in order to staff vessels with local officers. This requires working in partnership with local schools and authorities in order to optimize opportunities.

The deployment of training courses for West African crews is producing tangible results:

- in 2011, the training program enabled new Congolese pilots to be assigned to 14000 and 18000 Surfers. These recruits swelled the ranks at Pointe Noire, acting as reinforcements for the local pilot workforce. In Cameroon, all of the 88% local crewboat pilots have obtained a 200-ton Master's license in accordance with STCW95 requirements. Finally, in Gabon, the first crewboats to be operated entirely by local crews were introduced in the second half of 2011. The French subsidiary, Bourbon Offshore Surf, offers engineers from Cameroon and Gabon specific training at the Dakar national marine training school (*École Nationale de Formation Maritime*);
- BOURBON is also endeavoring to provide short refresher courses for its seagoing personnel, as required. In Gabon, all sailors, engineers and cooks have taken basic safety or bridge watchkeeping training courses. This focus on training means that almost 100% of all seagoing personnel have been trained at any given time;
- a partnership program has enabled African trainees who took the preparatory class organized jointly by the Cameroon training center, Gepmare, and Bourbon Offshore Surf, to gain admission to the Le Havre and Nantes national schools for marine officers (*École Nationale Supérieure Maritime*) for the C1NM multi-disciplinary officer training course. Since September 2011, 30 new trainees have joined the preparatory class.

Organization of work

Seagoing and technical personnel present on bases work within the framework of a shift system specific to that profession and in line with how oil company clients organize their activities. The working hours of personnel employed in functional services is determined by national legislation.

Industrial relations and collective agreements (France)

In France, a new collective agreement for on-shore shipping company personnel came into force on December 1, 2011. This agreement cancels and replaces the 1951 agreement for on-shore shipping company personnel dated February 20, 1951.

The French subsidiaries signed an agreement, along with their personnel representation body, for additional incentive agreements on top of the agreements which resulted in the payment of bonuses for the 2010 fiscal year.

A new incentive agreement for fiscal years 2011 – 2013 was signed with the Bourbon Management works council, following on from earlier agreements.

The Group's French subsidiaries adopted, where necessary, action plans to prevent work hardness (*pénibilité au travail*) and action plans designed to ensure equal opportunities at work.

5.1.3 Compensation

Profit-sharing and incentives for employees (France)

Profit-sharing

The French subsidiaries of the Group with more than 50 employees generating a taxable profit pay their employees a profit-share in accordance with agreements negotiated and signed in each company. In 2011, sums allocated to the special profit-sharing reserve for the Group's French subsidiaries amounted to €0.54 million.

Incentives

French subsidiaries' incentive agreements generated incentives totaling €3.17 million for 2011.

Within the context of systems put in place by law no. 2008-1258 of December 3, 2008 on earned income and law no. 2011-894 of July 28, 2011 concerning additional social security funding for 2011, all French subsidiaries negotiated additional incentive agreements with their Works Councils or personnel representation bodies. These agreements resulted in payments totaling €0.27 million.

Employee savings schemes

Collective pension savings plan (PERCO)

Several of the French subsidiaries have set up collective company and inter-company pension savings plans.

Company mutual investment fund (FCPE)

A company mutual investment fund "Bourbon Expansion FCPE" (an individualized fund for the Group, invested in the Company's shares) receives investments from various salary savings schemes to which the employees of certain of the Group's French subsidiaries have access.

5.1.4 Focus on safety

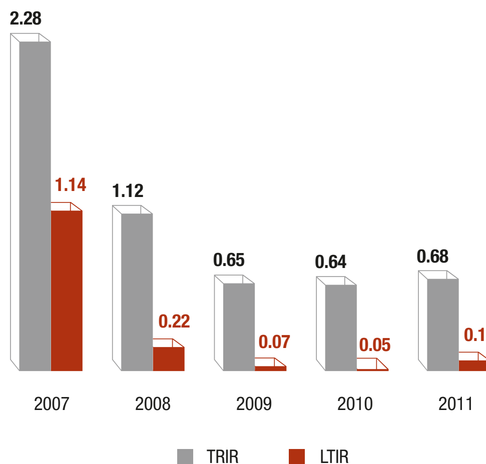
Safety, which includes health and safety at work and the protection of assets and the environment is central to BOURBON's strategy.

Because safety is the "backbone" of the Company, constantly strengthening the safety culture is an absolute priority for BOURBON. 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.

With the aim of providing a better response to clients' increasingly rigorous requirements, in 2010, BOURBON developed a new version of its safety management system. In full compliance with the standards of the OCIMF (Oil Companies International Marine Forum - an umbrella organization for 80 oil companies) this new system was deployed by all the subsidiaries in 2011, for review and familiarization purposes. It will be applied in full and monitored throughout 2012.

An annual HSE (health, safety and environment) plan approved by General Management and disseminated throughout the Group sets the objectives for the year. Thus performance regarding the safety of individuals is an indicator that 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, as shown by LTIR and TRIR indicators:

- *Lost Time Injury rate* (LTIR): Frequency of accidents entailing work stoppage expressed per million hours worked [1];
- *Total Recordable Incidents rate* (TRIR): Frequency of recordable incidents which includes accidents involving stoppage of work, injuries requiring rest or a physical adjustment (employee assigned to another function, reduced hours etc.) and injuries requiring appropriate medical care and follow-up but not involving rest or stoppage of work. This frequency is also expressed per million hours worked [1].



In order to further motivate all the subsidiaries around the issue of safety at sea and onshore, BOURBON has continued its program of "Safety Awards" which rewards best HSE performance at sea and onshore as well as initiatives aimed at improving the safety of personnel and the protection of assets and the environment in conjunction with client satisfaction.

5.2 ENVIRONMENTAL INFORMATION

In its concern for preservation of the environment, BOURBON plans ahead of regulations and takes an innovative approach. BOURBON is committed to a program of reducing greenhouse gases, which has already started to bear fruit, through its systematic choice of diesel-electric technology which has significantly lower fuel consumption.

Many vessels in the fleet are already equipped with this mode of propulsion, developed in conjunction with BOURBON's selected shipbuilding firms. The new series of vessels delivered under the BOURBON 2015 plan will also be equipped with this technology.

The first "Bourbon Evolution 800" and "PX105" type vessels to meet the "Clean Design" standard were delivered in 2011. These vessels have been designed and built to meet very high standards for fuel tank protection, treatment of waste water and general waste.

Moreover, since 2008, the Group has continued to draw up an exhaustive inventory of its fleet's carbon dioxide (CO_2) nitrogen oxide (NO_x) and sulfur oxide (SO_x) consumption and emissions. The recommendations made by international bodies in this regard, particularly the International Maritime Organization, have been respected.

A complete software solution to meet BOURBON's specific requirements is still under development and should enable the Group to guarantee the comparability and continuity of its CO_2 emissions figures over future years.

Furthermore, the tests conducted in 2010 on instantaneous fuel consumption measuring systems were extended into 2011 and so these tools should be more widely deployed from 2012 onwards. They will permit detailed data management and will provide crews and clients with key tools for more economic operation.

In the tradition of BOURBON's commitments to sustainable development, "Responsible Surfer Crew" (Equipage Surfer Responsable) competition has been launched for the 1400 and 1800/18000 series Surfers operating in the Congo region. This competition has served to raise crews' awareness of good practices impacting on fuel consumption with the aim of reducing greenhouse gas emissions and costs.

(1) *Until 2010, risk exposure on-board vessels was measured on the basis of a 12-man-hour day. Since 2011, it has been be measured on the basis of a 24-man-hour day, in accordance with OCIMF standards. Risk exposure on-board vessels is still measured on the basis of an eight-man-hour day;*

6. BOURBON SA AND ITS SHAREHOLDERS

6.1 SHARE CAPITAL AND SHAREHOLDER BASE

At January 1, 2011, the first day of the financial year, BOURBON's share capital amounted to €39,085,695 divided into 61,532,545 fully paid-up shares.

The share capital as of December 31, 2011 amounted to €43,055,075 divided into 67,781,535 shares of the same class and also representing 67,781,535 theoretical voting rights (65,070,589 rights to vote at the General Meeting).

Over the year, the share capital increased by €3,969,380 due to:

- the creation of 6,155,681 new bonus shares granted to shareholders with one new share for every ten old shares;
- the creation of 46,284 new shares granted free of charge, to beneficiaries meeting the criteria set by the Board of Directors on August 27, 2007;
- the creation of 47,025 new shares as stock options were exercised over the year.

In a letter dated May 17, 2011, Mach-Invest 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. These thresholds were crossed due to the sale of 3,105,530 shares previously owned by Mach-Invest to Mach-Invest International.

Jaccar Holdings strengthened its position on January 19, 2012 with the acquisition of a block of 945,000 additional shares, and reported that it had exceeded the threshold of 25% of the share capital and theoretical voting rights.

The table below shows the breakdown of the BOURBON shareholder base as of January 31, 2012:

Shareholders	Number of shares	% of capital and theoretical voting rights	% of voting rights exercisable during the General Meeting
Jaccar *	17,647,033	26.04%	27.12%
Mach-Invest **	5,238,083	7.73%	8.05%
Monnoyeur SAS	3,623,789	5.35%	5.57%
Treasury shares	2,710,946	4.00%	0.00%
Employees	548,667	0.81%	0.84%
Public	38,013,017	56.08%	58.42%
TOTAL	**67,781,535**	**100%**	**100%**

* *Jaccar: Jaccar Holdings SA and Cana Tera SAS, companies related to Mr. Jacques d'Armand de Chateauvieux.*

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

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 year end	Net dividend per share * (in euros)	Total amount distributed (in € thousands) **
2008	55,461,302	0.90	47,904
2009	61,187,226	0.90	52,866
2010	61,532,545	0.90	53,170

* *Dividend entitling natural persons considered tax residents in France to 40% tax abatement under 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

As of December 31, 2011, the Company held 2,710,946 treasury shares, representing 4.00% of the capital.

Objective for holding treasury shares	Number of shares held at the year-end	Value at purchase price *(in € thousands)*	Par value *(in € thousands)*
Stimulation of the market by an investment service provider	17,541	371	11
Hedging stock options or other employee shareholding systems	2,693,405	75,772	1,711
External expansion operations	None	-	-
Hedging securities giving access to share capital	None	-	-
Cancellation	None	-	-
TOTAL	**2,710,946**	**76,143**	**1,722**

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

All the acquisitions and disposals in 2011 were made *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, 1,714,111 shares were thus acquired at an average purchase price of €27.29 while 1,709,111 shares were sold at an average sale price of €27.09. 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 as of December 31, 2011.

Please note that no treasury shares were reallocated or used in 2011.

Description of the share buyback program proposed to the Combined General Meeting on June 1, 2012

At the Combined General Meeting on June 1, 2012, BOURBON will propose the renewal of the share buyback program with a view to:

- market-making or providing share liquidity through an investment service provider, operating wholly independently within the scope of a liquidity contract under AMAFI rules of professional conduct approved by the French Financial Services Authority;
- holding them for later use as payment or exchange within the scope of acquisitions 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;
- canceling shares as part of a capital reduction as prescribed by law.

Subject to the approval of the Ordinary General Meeting on June 1, 2012, this program will be authorized for a period ending at the next General Meeting called to approve the financial statements for the year ending December 31, 2012, but not exceeding a period of 18 months, *i.e.* November 30, 2013.

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

The maximum purchase price per share cannot exceed €50, excluding charges.

The maximum percentage of BOURBON's capital that may be acquired is 10% (*i.e.* 6,778,153 shares based on the share capital as of December 31, 2011 comprising 67,781,535 shares); given that this limit is assessed on the repurchase date so as 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 were acquired at the maximum price authorized by the meeting, *i.e.* €50, the maximum amount of the buyback BOURBON could make would total €338,907,650.

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 of December 31, 2011, the Company had free reserves of €644,455,000.

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

At January 31, 2012, 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	19,515
Hedging stock options or other employee shareholding systems	2,693,405
External expansion operations	None
Hedging securities giving access to share capital	None
Cancellation	None
TOTAL	**2,712,920**

6.3.2 Summary statement of transactions in accordance with Article L. 621-18-2 of the French Monetary and Financial Code

Transactions conducted on Company shares during 2011 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:

	Type of transaction		
Name of corporate officer	Acquisition of shares (quantity)	Exercise of stock-options (quantity)	Sale of shares (quantity)
Jacques d'Armand de Chateauvieux or related individual or legal entity	72,325		
Henri d'Armand de Chateauvieux or related individual or legal entity	3,113,050		3,105,530
Gaël Bodénès or related individual or legal entity	5,100	9,220 (1)	9,220 (1)

(1) Transactions related to stock options granted before his appointment as Executive Vice President

6.3.3 Stock options granted to employees

Taking up the option offered by the General Meeting on June 1, 2011, the Board of Directors decided, on December 5, 2011, to authorize a new stock option plan for allocations of new or existing shares.

The total number of options granted climbed to 2,535,500, benefiting 1,153 BOURBON Group employees. The option exercise price was set at €20, *i.e.* 100% of the average price listed in the twenty Stock Market trading sessions prior to the award. These options can only be exercised four years after being awarded, in accordance with regulations.

STOCK OPTIONS GRANTED TO THE TEN EMPLOYEES AWARDED THE HIGHEST NUMBER OF OPTIONS WHO ARE NOT CORPORATE OFFICERS, AND OPTIONS EXERCISED BY THEM	Total number of options awarded/new or existing stock purchased	Weighted average price
Options granted during the year by the issuer or any Group company authorized to award options, to the ten employees of the issuer or any Group company who were granted the highest number of options (overall information)	201,000	€20
Options held on the issuer and the companies described above exercised during the year by the ten employees of the issuer or any Group company who were granted the highest number of options (overall information)	35,607	€23.73

Numbers of options and exercise prices are adjusted values, as required under applicable regulations, following operations on the BOURBON share.

6.3.4 Employee shareholding

As of December 31, 2011, through the employees' mutual fund "Bourbon Expansion FCPE", 1,060 employee shareholders held a total of 548,667 shares, representing 0.81% of the share capital.

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. The Company is not aware of any contractual clause pursuant to Article L. 233-11 of the French Commercial Code in the year ended December 31, 2011.

Direct or indirect interests in its capital that the Company is aware of pursuant to 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 laid down under an employee shareholding system, when the control rights are not held by the employees

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 the issue or repurchase of stock

A table summarizing the 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.

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 providing for indemnities to members of the Board of Directors or employees if they resign or are dismissed for no real or serious cause or if their employment is terminated due to a takeover

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

7. PROPOSALS OF THE BOARD OF DIRECTORS

7.1 APPROPRIATION OF EARNINGS - DIRECTORS' FEES

The following proposals will be made to the meeting:

- to appropriate the earnings for the year as follows:

Profit for the year	98,315,087.14
Retained earnings	95,465,348.00
Total distributable	193,780,435.14
Credited to the legal reserve	3,969,380.77
Distribution of a dividend of €0.82 on each of the 67,781,535 shares comprising the share capital	55,580,858.70
Balance to carry forward under Retained Earnings	134,230,195.67

The dividend thus set will be distributed as of June 8, 2012.

As regards the Company's purchase of its own stock, it may be noted that acquired shares do not yield dividend. The sum corresponding to this unpaid dividend will thus be carried forward as Retained Earnings.

This dividend will qualify the holder to an allowance of 40% applicable to individuals who are tax residents of France; legal entities do not qualify for any allowance.

No income is distributed under this meeting apart from the above-mentioned dividend, eligible or otherwise for the 40% rebate mentioned in Article 158, section 3, paragraph 2, of the French Tax Code.

It should be noted that:

- individual shareholders domiciled in France may, in accordance with Article 158-3-2 of the French General Tax Code, opt for the "final tax deduction option" of 21% instead and in place of progressive income tax. Shareholders must indicate this choice to the financial institution holding their shares (or, failing this, to the Company) by the date of payment of the dividend at the latest;
- social security deductions (CSG, CRDS, social security contributions of 3.4% and additional contribution) representing 13.5% of the amount of the dividend, will be deducted at source on payment of the dividend. If the "final tax deduction option" is selected, the total deductions including social contributions thus come to 34.50%.

- to set from January 1, 2012 the total maximum amount of the Directors' fees allocated to the Board of Directors at €240,000 for 2011 and subsequent years.

7.2 DIRECTORS' TERMS OF OFFICE

Since the terms of office as Directors of Ms. Agnès Pannier-Runacher and Mr. Philippe Sautter are due to expire, a proposal has been made to the General Meeting to renew their terms of office for another three-year period, *i.e.* until the Ordinary General Meeting called in 2015 to approve the financial statements for the year ended December 31, 2014.

Since Mr. Marc Franken's term of office as Director is due to expire at this General Meeting and since he is not seeking re-election, the Board of Directors, upon the recommendation of its Nominating, Compensation and Governance Committee, is proposing to the General Meeting that Mr. Mahmud B. Tukur should be appointed for a three-year term, *i.e.* until the Ordinary General Meeting called in 2015 to approve the financial statements for the year ended December 31, 2014.

7.3 TREASURY SHARE BUYBACK PROGRAM

The General Meeting will be asked to:

- terminate the current share buyback program approved by the Combined General Meeting of June 1, 2011;
- authorize a new treasury share buyback program for the Company.

The objectives are identical to those of the previous buyback program.

7.4 AUTHORIZATION TO THE BOARD OF DIRECTORS TO REDUCE THE SHARE CAPITAL BY CANCELING TREASURY SHARES

The General Meeting is asked to authorize the Board of Directors, with the option to delegate to any legally authorized person, to cancel, in one or more tranches and for a maximum of 10% of the capital per twenty-four (24) month period, some or all of the treasury stock that the Company holds or may come to hold following the use of the various authorizations given by the General Meeting to the Board of Directors (particularly under the buyback program), and to carry out a corresponding reduction of the share capital.

This authorization may be granted for a period of eighteen (18) months from the date of the General Meeting.

7.5 DELEGATIONS 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 WITH CONTINUED PRE-EMPTIVE SUBSCRIPTION RIGHTS,

The General Meeting will be asked to delegate its authority to the Board of Directors for a period of twenty-six (26) months, for the purposes of increasing the share capital on one or more occasions, with continued pre-emptive subscription rights for shareholders, up to a maximum of eight million euros (€8,000,000).

Your company currently has no particular acquisition or expansion plans requiring any calls to be made on its shareholders, but simply wishes to retain the option of increasing its share capital should this prove to be necessary or should an attractive opportunity arise (acquisition, business expansion etc.).

The capital increase for which authorization would be delegated to your Board of Directors could be implemented in one or more tranches, by issuing any transferable securities (ordinary shares, composite transferable securities, combinations of debt securities and equity securities, etc.).

Your Board of Directors would set the terms of each issue (securities to be issued, subscription price etc.) within legal limits and, as a result, would have the power to amend the bylaws

Shareholders would have the right to subscribe on the basis of rights to both new and existing shares.

Should this authorization be used, shareholders would be informed by the provision of an additional report issued by the Board of Directors, describing the terms and conditions of the issue.

7.6 DELEGATIONS 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 WITH ELIMINATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS BY PRIVATE PLACING

The General Meeting will be asked to grant a delegation of authority for a period of twenty-six (26) months, for the purposes of issuing, in one or more tranches, on the dates and in the proportions to be set by it, onto the French and/or international market, by means of an offer referred to in Article L. 411-2 of the French Monetary and Financial Code, either in euros, or in foreign currency or in any other unit of account established in reference to a series of currencies, ordinary shares and/or transferable securities giving immediate or future access, at any time or on a set date, to ordinary Company shares, whether by subscription, conversion, exchange, redemption, presentation of warrant or by any other means, and/or transferable securities giving entitlement to debt securities.

The following proposals will be made to the meeting:

- to set the nominal overall amount of ordinary shares likely to be issued at no more than four million euros (€4,000,000) with a threshold of 20% of share capital per year, not including equity securities to be issued, where necessary, due to adjustments made, in accordance with legal requirements and, as required, to contractual stipulations providing for other circumstances where adjustments are to be made in order to preserve the rights of holders of transferable securities giving access to company equity. This threshold is independent of all the other thresholds laid down by the resolutions adopted by this General Meeting;
- to set the nominal amount of equity securities likely to be issued under this authorization at no more than two hundred million euros (€200,000,000). This threshold is independent of all the other thresholds laid down by the resolutions adopted by this General Meeting.
- to eliminate shareholders' pre-emptive subscription right to ordinary shares and transferable securities giving access to company equity and/or to debt securities;
- to decide that the sums payable, or which should be payable, to the Company for each of the ordinary shares issued under this delegation of authority, after taking into consideration, in the event of the issue of autonomous warrants, the issue price of such warrants, shall be at least equal to the minimum legal and regulatory requirement applicable when the Board of Directors implements the authorization.

7.7 DECIDING HOW TO SET THE SUBSCRIPTION PRICE IN THE EVENT OF ELIMINATION OF PRE-EMPTIVE SUBSCRIPTION RIGHTS UP TO AN ANNUAL LIMIT OF 10% OF CAPITAL

We propose, in accordance with Article L. 225-136-1 paragraph 2 of the French Commercial Code, that if the Board of Directors decides to issue ordinary shares or transferable securities giving access to equity with elimination of pre-emptive subscription rights, by public offer and/or by private placement, you should authorize it to waive, up to the legal limit of 10% of share capital per year, the aforementioned price-setting requirements and to set the issue price for equity securities and similar instruments to be issued as follows:

This issue price of equity securities and similar instruments to be issued immediately or in the future may not be lower, at the Board of Director's discretion:

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

7.8 DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF INCREASING CAPITAL WITH A VIEW TO REMUNERATING CONTRIBUTIONS IN KIND OF EQUITY SHARES OR TRANSFERABLE SECURITIES GIVING ACCESS TO EQUITY

The General Meeting will be asked to grant the Board a delegation of authority for a period of twenty-six (26) months, and in accordance with the limits imposed by law, for the purpose of issuing ordinary shares or transferable securities giving access to ordinary shares with a view to remunerating contributions in kind made to the Company and comprising equity securities or transferable securities giving access to equity when the provisions of Article L. 225-148 of the French Commercial Code are not applicable.

The nominal overall amount of ordinary shares likely to be issued under this authorization may not exceed 10% of the share capital on the day of the General Meeting, this amount being independent of all other thresholds laid down by resolutions adopted by the General Meeting.

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.

7.9 AMENDMENTS TO BYLAWS

The General Meeting is asked to harmonize the Company's bylaws with the legal provisions in force, as follows:

- in Article 9 Bis of the bylaws by replacing "the organization with responsibility for securities clearing" with "central depository";
- in the seventh paragraph of Article 17 of the bylaws, by stating that agreements relating to current operations and concluded under normal conditions are not subject to legal authorization and approval procedures.

The Board of Directors

FINANCIAL RESULTS OF THE PARENT COMPANY OVER THE LAST FIVE YEARS

Description	2011	2010	2009	2008	2007
Share capital at year-end					
Share capital *(in € thousands)*	43,055	39,086	38,866	35,229	35,229
Number of ordinary shares outstanding	67,781,535 (1)	61,532,545	61,187,226	55,461,302	55,461,302
Number of preferred dividend shares (non-voting) outstanding	-	-	-	-	-
Maximum number of future shares to be issued					
- by conversion of bonds	-	-	-	-	-
- by exercise of stock options and award of bonus shares	5,903,025	3,677,780	920,899	1,015,370	2,192,600
Operation and profit/loss for the year *(in € thousands)*					
Revenues excluding taxes	-	310	337	706	4,271
Income before income tax, employee profit-sharing and amortization, depreciation and provisions	108,047	83,477	37,455	267,701	88,631
Income tax	(6,278)	(13,499)	(13,348)	(11,883)	(6,640)
Employee profit-sharing for the year	-	-	-	-	-
Income after income tax, employee profit-sharing and amortization, depreciation and provisions	98,315	127,278	72,462	256,470	135,370
Distributed net income	55,581 (2)	53,170 (3)	52,866 (4)	47,904 (5)	54,200 (6)
Earnings per share *(in €)*					
Income after income tax, employee profit-sharing but before amortization, depreciation and provisions	1.69	1.58	0.83	5.04	1.72
Income after income tax, employee profit-sharing and amortization, depreciation and provisions	1.45	2.07	1.18	4.62	2.44
Dividend per share	0.82 (2)	0.90 (3)	0.90 (4)	0.90 (5)	1.00 (6)
Personnel					
Average number of employees during the year	-	-	-	-	-
Amount paid in the year for welfare contributions					
(Social security, employee organizations, etc.)	-	-	-	-	-

(1) 67,758,779 shares + 22,756 stock options exercised between June 1, 2011 and December 31, 2011.
(2) €0.82 per share as recommended by the Board of Directors on March 5, 2012.
(3) €0.90 per share as recommended by the Board of Directors on March 14, 2011, after deducting dividends attached to treasury shares.
(4) €0.90 per share as recommended by the Board of Directors on March 15, 2010, after deducting dividends attached to treasury shares.
(5) €0.90 per share as recommended by the Board of Directors on March 23, 2009, after deducting dividends attached to treasury shares.
(6) €1 per share as recommended by the Board of Directors on March 10, 2008, 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 FOR CAPITAL INCREASES *

Date of the General Meeting	Type and maximum amount of the delegation of authority	Duration of the delegation	Use during 2011
Combined General Meeting of June 9, 2010	Authorization granted to the Board of Directors to carry out, on one or more occasions, capital increases in cash maintaining shareholders' pre-emptive subscription right. Maximum amount: Shares: €8 million. Securities: €350 million.	Twenty-six months, i.e. until August 8, 2012	None.
Combined General Meeting of June 1, 2011	Authority given to the Board of Directors to grant, on one or more occasions, stock options for new or existing shares of the Company derived from purchases made by it. Maximum amount: 5% of share capital.	Thirty-eight months, i.e. until July 31, 2014	On December 5, 2011 the Board of Directors decided to grant 2,535,500 stocks options for new or existing Company shares. These options may be exercised as of December 5, 2015, the start of the fifth year after the award and until December 4, 2017, the end of the sixth year after the award.
Combined General Meeting of June 1, 2011	Authorization for the Board of Directors to allot bonus shares to members of salaried staff (and/or to certain authorized corporate officers). Maximum amount: 5% of share capital.	Thirty-eight months, i.e. until July 31, 2014	None.
Combined General Meeting of June 1, 2011	Authorization given to the Board of Directors to increase the share capital stock by issuing any transferable securities giving immediate or future access to equity, with elimination of the existing shareholders' pre-emptive subscription rights. Maximum amount: Shares: €8 million. Securities: €350 million.	Twenty-six months, i.e. until July 31, 2013	None.
Combined General Meeting of June 1, 2011	Authorization given to the Board of Directors to increase the share capital by capitalization of reserves, profits and/or premiums. Maximum amount: share per value.	Twenty-six months, i.e. until July 31, 2013	On June 1, 2011, the Board of Directors decided to increase the capital by €3,910,111 by creating 6,155,681 bonus shares for existing shareholders, at a rate of one new share for every ten old shares.

* *The above table shows the delegations that are currently valid as of December 31, 2011 and their use in 2011.*

CONSOLIDATED FINANCIAL STATEMENTS

4

FINANCIAL POSITION STATEMENT 62

STATEMENT OF COMPREHENSIVE INCOME 63

STATEMENT OF CONSOLIDATED CASH FLOWS 65

CHANGES IN EQUITY STATEMENT 66

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 68

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS (YEAR ENDED DECEMBER 31, 2011) 122

FINANCIAL POSITION STATEMENT

(in € millions)	Notes	2011	2010
Goodwill	3.1	34.0	33.5
Intangible assets	3.2	9.8	9.9
Property, plant and equipment	3.3 - 3.4	3,244.1	3,077.4
Investments in associates	3.5	0.6	0.4
Non-current financial assets	3.6	22.4	14.3
Deferred tax assets	3.17	33.6	22.3
Total non-current assets		**3,344.5**	**3,157.8**
Inventories and work in progress	3.7	33.3	12.7
Trade and other receivables	3.8	388.1	358.2
Current financial assets	3.8	29.7	32.5
Other current assets	3.8	33.4	19.5
Cash and cash equivalents	3.9	229.6	209.8
Total current assets		**714.1**	**632.7**
Non-current assets classified as held for sale		**-**	**14.9**
TOTAL ASSETS		**4,058.6**	**3,805.5**
Capital		43.1	39.1
Share premiums		52.6	55.5
Consolidated reserves, Group share (including profit for the year)		1,268.1	1,308.0
Total shareholders' equity, Group share		**1,363.7**	**1,402.6**
Minority interests		**53.3**	**65.3**
Total shareholders' equity		**1,417.1**	**1,467.8**
Borrowings and financial liabilities	3.15	1,565.0	1,503.9
Employee benefit obligations	3.14	7.7	7.6
Other provisions	3.14	23.9	16.2
Deferred tax liabilities	3.17	24.9	16.6
Other non-current liabilities		77.7	55.2
Total non-current liabilities		**1,699.2**	**1,599.6**
Borrowings and financial liabilities (< one year)	3.15	346.3	200.8
Bank overdrafts and short-term lines	3.15	273.6	270.9
Provisions (< one year)	3.14	1.3	0.8
Trade and other payables		305.9	261.6
Tax liabilities		3.4	2.0
Other current liabilities		11.8	1.7
Total current liabilities		**942.3**	**737.7**
Liabilities directly associated with non-current assets classified as held for sale		**-**	**0.4**
Total liabilities		2,641.5	2,337.6
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**4,058.6**	**3,805.5**

STATEMENT OF COMPREHENSIVE INCOME

(in € millions)	Notes	2011	2010
Revenues	4	1,008.0	849.9
Direct costs	4.1	(605.1)	(519.6)
General and administrative costs	4.1	(104.0)	(89.4)
Increases and reversals of amortization, depreciation and provisions	4.1	(214.9)	(187.4)
Other operating income [(1)]		1.4	0.0
EBIT		**85.3**	**53.5**
Cost of net debt	3.16	(64.4)	(54.5)
Other financial expenses and income	3.16	(7.3)	22.1
Income from current operations before income tax		**13.6**	**21.1**
Income taxes	3.18	(10.7)	(15.0)
Share in income (loss) of associates	3.5	0.2	0.1
Net income before discontinued operations net income		**3.1**	**6.2**
Net income from discontinued operations/operations held for sale		0.5	31.6
NET INCOME		**3.6**	**37.8**
Group share		6.8	39.2
Minority interests		(3.3)	(1.4)
Net earnings per share	5.2.1	0.11	0.61
Diluted net earnings per share	5.2.2	0.10	0.60
Net earnings per share – excluding income from discontinued operations/operations held for sale	5.2.1	0.10	0.16
Diluted net earnings per share – excluding income from discontinued operations/operations held for sale	5.2.2	0.10	0.16
Net earnings per share – income from discontinued operations/operations held for sale	5.2.1	0.01	0.45
Diluted net earnings per share – income from discontinued operations/operations held for sale	5.2.2	0.01	0.45
Net dividend per share adjusted		0.82 [(2)]	0.82

(1) Capital gains on equity interests sold.
(2) Further to the Board of Directors' proposal of March 5, 2012.

(in € millions)	Notes	2011	2010
Income for the period		**3.6**	**37.8**
Other comprehensive income		**(2.6)**	**19.4**
Change in the fixed assets revaluation reserve		-	-
Tax effect		-	-
Actuarial differences		-	-
Tax effect		-	-
Profits and losses from the currency translation of the statements of foreign subsidiaries		2.5	29.5
Profits and losses related to the revaluation of available-for-sale financial assets		-	-
Tax effect		-	-
Effective portion of gains and losses on cash flow hedge instruments	3.20.2	(13.2)	(14.8)
Tax effect		8.1	4.8
Share of other comprehensive income of associates		**-**	**-**
TOTAL PROFITS/LOSSES		**1.0**	**57.2**

STATEMENT OF CONSOLIDATED CASH FLOWS

(in € millions)	2011	2010
Consolidated net income	**3.6**	**37.8**
Share in income/loss of associates	(0.2)	(0.1)
Tax (expenses)/income	10.7	16.8
Net amortization, depreciation and provisions	214.9	245.7
Gains and losses from changes in fair value	7.4	(15.4)
Calculated income and expenses related to stock options and similar benefits	5.8	6.8
Gains and losses on disposals	(2.2)	(35.0)
Income tax paid	(6.7)	(16.4)
Other	(7.7)	(3.5)
Cash flows	**225.7**	**236.6**
Effect of changes in working capital	(58.1)	(45.0)
Dividends received	(0.5)	(0.5)
Cost of net debt	64.4	56.5
**Cash flows from operating activities (A) ** **	**231.6**	**247.6**
Acquisition of consolidated companies, net of cash acquired	(0.3)	(13.6)
Sale of consolidated companies, including cash transferred	1.1	47.8
Effect of other changes in the consolidation scope	-	(12.5)
Payments for property, plant and equipment and intangible assets	(358.1)	(635.9)
Proceeds from disposals of property, plant and equipment and intangible assets	43.5	473.3
Payments for acquisitions of long-term financial assets	-	(0.1)
Proceeds from disposal of long-term financial assets	17.9	15.1
Dividends received	0.5	0.5
Change in loans and advances granted	(5.2)	(6.2)
**Cash flows from investing activities (B) ** **	**(300.6)**	**(131.5)**
Capital increase	9.3	16.5
Capital repayment	-	-
Net sales (acquisition) of treasury shares	(0.5)	0.3
Proceeds from borrowings	396.3	471.7
Repayments of borrowings	(193.2)	(474.2)
Dividends paid to parent company shareholders	(53.2)	(52.9)
Dividends paid to minority interests	(9.6)	(12.7)
Net financial interest paid	(64.4)	(56.5)
**Cash flows from financing activities (C) ** **	**84.8**	**(107.8)**
Effect of change in exchange rates **	1.2	(0.5)
Effect of changes in accounting principles **	-	-
Change in net cash (A) + (B) + (C)	**17.0**	**7.8**
Cash at beginning of period	(61.1)	(68.9)
Cash at end of period *	(44.0)	(61.1)
CHANGE IN CASH	**17.0**	**7.8**
* Of which:		
- Marketable and other securities	0.0	0.0
- Cash and cash equivalents	229.6	209.8
- Bank overdrafts	(273.6)	(270.9)
** Of which discontinued operations:		
Cash flows from operating activities	-	67.0
Cash flows from investing activities	14.3	370.6
Cash flows from financing activities	-	(193.4)
Effect of change in exchange rates	-	(5.1)
Effect of changes in accounting principles	-	-

CHANGES IN EQUITY STATEMENT

For 2011:

(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, 2011		**39.1**	**53.2**	**(77.9)**
Net income for the period		**-**	**-**	**-**
Other components of comprehensive income (net of taxes):		**-**	**-**	**-**
Cash flow hedge (IAS 39)	*3.20.2*	-	-	-
Profits and losses from the currency translation of the statements of foreign subsidiaries		-	-	-
Comprehensive income for the period		**-**	**-**	**-**
Capital increase	3.10	4.0	(2.9)	-
Dividends paid by the parent company in 2011		-	-	-
Capital repayment		-	-	-
Recognition of share-based payments	3.11 & 3.12	-	-	-
Reclassification of treasury shares	3.13	-	-	(0.5)
Other changes		-	-	-
Total transactions with shareholders		**4.0**	**(2.9)**	**(0.5)**
SHAREHOLDERS' EQUITY AS OF DECEMBER 31, 2011		**43.1**	**50.3**	**(78.4)**

For 2010:

(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, 2010		**38.9**	**45.9**	**(78.2)**
Net income for the period		**-**	**-**	**-**
Other components of comprehensive income (net of taxes):		**-**	**-**	**-**
Cash flow hedge (IAS 39)	*3.20.2*	-	-	-
Profits and losses from the currency translation of the statements of foreign subsidiaries		-	-	-
Comprehensive income for the period		**-**	**-**	**-**
Capital increase	3.10	0.2	7.3	-
Dividends paid by the parent company in 2010		-	-	-
Capital repayment		-	-	-
Recognition of share-based payments	3.11 & 3.12	-	-	-
Reclassification of treasury shares	3.13	-	-	0.3
Other changes		-	-	-
Total transactions with shareholders		**0.2**	**7.3**	**0.3**
SHAREHOLDERS' EQUITY AS OF FRIDAY, DECEMBER 31, 2010		**39.1**	**53.2**	**(77.9)**

The other changes mainly relate to changes in consolidation scope over the period (disposal of consolidated companies).

	Unrealized or deferred gains/losses						
	Currency translation adjustments	Change in fair value of available-for-sale assets	Change in fair value of hedge derivatives	Other reserves and income	Total shareholders' equity, Group share	Minority interests	Total consolidated shareholders' equity
	(45.1)	**-**	**(6.6)**	**1,439.8**	**1,402.6**	**65.3**	**1,467.8**
	-	**-**	**-**	**6.8**	**6.8**	**(3.3)**	**3.6**
	1.4	**-**	**(4.5)**	**-**	**(3.1)**	**0.5**	**(2.6)**
	-	*-*	*(4.5)*		*(4.5)*	*(0.6)*	*(5.1)*
	1.4	*-*	*-*	*-*	*1.4*	*1.1*	*2.5*
	1.4	**-**	**(4.5)**	**6.8**	**3.7**	**(2.8)**	**1.0**
	-	-	-	-	1.1	-	1.1
	-	-	-	(53.2)	(53.2)	(9.6)	(62.8)
	-	-	-	-	-	-	-
	-	-	-	5.8	5.8	-	5.8
	-	-	-	-	(0.5)	-	(0.5)
	-	-	-	4.2	4.2	0.4	4.6
	-	**-**	**-**	**(43.2)**	**(42.6)**	**(9.2)**	**(51.7)**
	(43.7)	**-**	**(11.1)**	**1,403.5**	**1,363.7**	**53.3**	**1,417.1**

	Unrealized or deferred gains/losses						
	Currency translation adjustments	Change in fair value of available-for-sale assets	Change in fair value of hedge derivatives	Other reserves and income	Total shareholders' equity, Group share	Minority interests	Total consolidated shareholders' equity
	(72.8)	**-**	**3.2**	**1,448.9**	**1,385.9**	**100.6**	**1,486.5**
	-	**-**	**-**	**39.2**	**39.2**	**(1.4)**	**37.8**
	27.7	**-**	**(9.8)**	**-**	**18.0**	**1.5**	**19.4**
	-	*-*	*(9.8)*		*(9.8)*	*(0.3)*	*(10.0)*
	27.7	*-*	*-*	*-*	*27.7*	*1.7*	*29.5*
	27.7	**-**	**(9.8)**	**39.2**	**57.2**	**0.0**	**57.2**
	-	-	-	-	7.5		7.5
	-	-	-	(52.9)	(52.9)	(12.7)	(65.6)
	-	-	-	-	-	-	-
	-	-	-	6.8	6.8	-	6.8
	-	-	-	-	0.3	-	0.3
	-	-	-	(2.2)	(2.2)	(22.7)	(24.9)
	-	**-**	**-**	**(48.3)**	**(40.5)**	**(35.4)**	**(75.9)**
	(45.1)	**-**	**(6.6)**	**1,439.8**	**1,402.6**	**65.3**	**1,467.8**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1 Accounting policies and methods 69
1.1 General information 69
1.2 Basis of preparation of the consolidated financial statements 69
1.3 Adoption of the new and revised standards 69
1.4 Use of estimates and assumptions 70
1.5 Summary of the main accounting methods 71
1.5.1 Foreign currency translation 71
1.5.2 Business combinations and goodwill 71
1.5.3 "Negative goodwill" 71
1.5.4 Interests in joint ventures 71
1.5.5 Intangible assets 72
1.5.6 Property, plant and equipment 72
1.5.7 Investments in associates 73
1.5.8 Investments and other financial assets 73
1.5.9 Inventories and work in progress 74
1.5.10 Cash and cash equivalents 74
1.5.11 Non-current assets held for sale and discontinued operations 74
1.5.12 Treasury shares 75
1.5.13 Provisions 75
1.5.14 Employee benefits 75
1.5.15 Financial liabilities 76
1.5.16 Finance leases 76
1.5.17 Revenue 76
1.5.18 Current income tax and deferred tax 76
1.5.19 Derivative instruments and hedge accounting 76
1.6 Translation of the financial statements of the foreign subsidiaries 77
2 Significant information for the year ended December 31, 2011 78
2.1 Changes in consolidation scope 78
2.1.1 Newly consolidated companies 78
2.1.2 Deconsolidated companies 78
2.1.3 Purchase of non-controlling interests 78
2.2 Interests in joint ventures 79
2.2.1 Information on companies proportionately consolidated 79
3 Notes to the consolidated financial statements 80
3.1 Goodwill 80
3.2 Intangible assets 81
3.3 Property, plant and equipment 82
3.4 Investment properties 85
3.5 Investments in associates 85
3.6 Non-current financial assets 86
3.7 Inventories and work in progress 87
3.8 Trade and others debtors, current financial assets and other current assets 87
3.9 Cash and cash equivalents 88
3.10 Shareholders' equity 88
3.11 Stock option plans 89
3.12 Allotment of bonus shares 89
3.13 Treasury shares 89
3.14 Employee benefit obligations and other provisions 90
3.15 Financial liabilities 91
a) Analysis by maturity 91
b) Analysis by interest rate 92
c) Analysis by currency 92
d) Debt secured by collateral 92
3.16 Finance costs 93
3.17 Deferred income tax 93
3.18 Income taxes 94
3.19 Financial risk management objectives and policy 94
3.19.1 Credit/counterparty risk 94
3.19.2 Liquidity risks 95
3.19.3 Market risks 96
3.20 Financial instruments 100
3.20.1 Financial assets 100
3.20.2 Derivative financial instruments 102
3.20.3 Financial liabilities 103
3.20.4 Fair value of the financial assets and liabilities 104
3.20.5 Management of the risks related to financial instruments 104
4 Operating segments 106
4.1 Operating segments 106
5 Other information 108
5.1 Contractual obligations and other off-balance sheet commitments 108
5.1.1 Off-balance sheet commitments related to the Group scope of consolidation 108
5.1.2 Off-balance sheet commitments related to financing 108
5.1.3 Off-balance sheet commitments related to the Group's operating activities 109
5.2 Net earnings per share 110
5.2.1 Basis earnings per share 110
5.2.2 Diluted net earnings per share 111
5.3 Workforce and payroll 112
5.4 Events after the balance sheet date 112
5.5 Related party transactions 112
5.6 Executive compensation 113
5.6.1 Table summarizing the compensation, stock options and shares awarded to each Executive Director (in €) 113
5.6.2 Table summarizing the compensation of each Executive Director (in €) 114
5.6.3 Commitments of any kind made by the Company to its corporate officers 115
5.6.4 Stock options exercised during the year by each Executive Director 116
5.7 Scope of consolidation 116
5.7.1 List of fully consolidated companies 116
5.7.2 List of proportionately consolidated companies 121
5.7.3 List of companies consolidated using the equity method 121

1 Accounting policies and methods

1.1 GENERAL INFORMATION

The 2011 consolidated financial statements were approved by the BOURBON Board of Directors on March 5, 2012. 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, 2011 have been prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted in the European Union.

The IFRS include 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 as of December 31, 2011 are those published in the Official Journal of the European Union, the application of which was mandatory as of December 31, 2011.

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, 2010 and the Statutory Auditors' report on those statements, provided in the Registration Document filed on April 27, 2011, with the *Autorité des marchés financiers* (on pages 55-120 and 121 respectively);
- the consolidated financial statements for the year ended December 31, 2009 and the Statutory Auditors' report on those statements, provided in the Registration Document filed on May 18, 2010, with the *Autorité des marchés financiers* (on pages 51-108 and 109 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.

Minority 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 12 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 the period of 12 months after closing.

All other liabilities are classified as non-current liabilities.

1.3 ADOPTION OF THE NEW AND REVISED STANDARDS

The accounting policies applied as of December 31, 2011 are consistent with those of the previous year.

The standards and interpretations that are mandatory on or after January 1, 2011 did not result in any significant change in the valuation methods or the presentation of the statements. However, they did result in additional notes to the financial statements, as listed below:

- Amendments to IFRS 1 "Exemptions from disclosure under IFRS 7";
- Amendments to IAS 24 "Related party disclosures";
- Amendments to IAS 32 "Classification of subscription rights";
- Amendments resulting from the annual IFRS standards improvement process published in May 2010;
- Amendments to IFRIC 14 "Prepayments of a minimum funding requirement";
- IFRIC 19 "Extinguishing financial liabilities with equity instruments";
- Amendments to IFRS 7 "Disclosures – Transfers of financial assets".

It should be noted that the following standards or interpretations were not adopted by the European Union as of December 31, 2011:

- Amendments to [1] IAS 1 "Presentation of items of other comprehensive income";
- Amendments to [1] IAS 19 "Employee benefits";
- IFRIC 201"Stripping costs in the production phase of a surface mine";
- Amendments to IFRS 1 "Severe hyperinflation and removal of fixed dates for first-time adoption of IFRS";
- IFRS 9 "Financial instruments";
- Amendments to IAS 12 "Recovery of underlying assets";
- IFRS 10 "Consolidated financial statements";
- IFRS 11 "Joint arrangements";
- IFRS 12 "Disclosure of interests in other entities";
- IFRS 13 "Fair value measurement";
- IAS 27 revised "Separate financial statements";
- IAS 28 revised "Investments in associates and joint ventures".

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 (long-term share) funded for these benefits granted to employees as of December 31, 2011 was €7.7 million (€6.8 million in 2010). More details are provided in note 3.14.

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). 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 2011 (estimate of the recoverable value of the CGU – 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

(1) *Since the amendments to this standard do not conflict with the existing texts, they can be applied as of December 31, prior to their adoption by the EU. The Group has, however, decided not to apply them early.*

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 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 condition for the planned use;
- installation costs;
- mobilization costs to the operating location;
- 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 3.20.

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 which are designated as being available for sale and which are not classified in any of the following three categories: "financial assets at fair value through profit or loss", "held-to-maturity investments", or "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 high probability of the sale is assessed on the basis of the following criteria: management has initiated an asset (or disposal group) disposal 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.

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 five 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 employees 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 employees 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 the initial accounting, 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 Revenue

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 the year 2011	Closing rate as of Dec. 31, 2011	Closing rate as of Dec. 31, 2010
AUD	Australian Dollar	1.3481	1.2723	1.3136
BRL	Brazilian Real	2.3270	2.4159	2.2177
CHF	Swiss Franc	1.2326	1.2156	1.2504
CNY	Yuan	8.9917	8.1588	8.8220
INR	Indian Rupee	64.9022	68.7130	59.7580
MXP	Mexican Peso	17.2922	18.0512	16.5475
NGN	Nigerian Naira	219.0739	212.4490	203.2240
NOK	Norwegian Kroner	7.7935	7.7540	7.8000
QAR	Qatari Riyal	5.0752	4.7063	4.8282
RUB	Ruble	40.8841	41.7650	40.4437
SGD	Singapore Dollar	1.7485	1.6819	1.7136
TRY	Turkish Lira	2.3385	2.4432	2.0694
UAH	Ukrainian Hryvnia	11.2516	10.5085	10.6933
USD	American Dollar	1.3914	1.2939	1.3362
VND	Vietnamese Dong	28933.9800	27268.8000	25970.6000

2 Significant information for the year ended December 31, 2011

2.1 CHANGES IN CONSOLIDATION SCOPE

2.1.1 Newly consolidated companies

The companies that were newly consolidated in 2011 are:

Bourbon Baltic Ltd Liability Company	Set-up – fully consolidated
Bourbon Offshore DNT Asia Pte Ltd	Acquisition – fully consolidated
Bourbon Offshore Pacific Pty Ltd	Set-up – fully consolidated
EPD Horizon Pte Ltd	Acquisition – proportionately consolidated
EPD Singapore Services Pte Ltd	Acquisition – proportionately consolidated
Inebolu Petroleum Marine Services Ltd Company	Set-up – fully consolidated
SNC Bourbon Liberty 243	Set-up – fully consolidated
SNC Bourbon Liberty 244	Set-up – fully consolidated
SNC Bourbon Liberty 245	Set-up – fully consolidated
SNC Liberty CE 239	Set-up – fully consolidated
SNC Liberty CE 241	Set-up – fully consolidated
SNC Surfer 2012	Set-up – fully consolidated

The list of the consolidated companies is provided in note 5.7.

2.1.2 Deconsolidated companies

No companies were deconsolidated during the year.

Net income from discontinued operations/operations held for sale in 2011 mainly includes income from the sale of the last of the 16 bulk carriers sold to Genco Shipping and Trading Ltd in the first quarter of 2011.

(in € millions)	**Total**
Revenues	0.1
Operating costs excluding capital gains on disposal of vessels	(0.2)
Capital gains on disposal of vessels	0.5
Increases and reversals of amortization, depreciation and provisions	-
Cost of net debt	-
Other financial expenses and income	-
Net income from discontinued operations/operations held for sale before tax	**0.5**
Income taxes	-
Net income from discontinued operations/operations held for sale after tax	**0.5**
Impairment	-
Capital gains on equity interests sold	-
NET INCOME FROM DISCONTINUED OPERATIONS/OPERATIONS HELD FOR SALE	**0.5**

2.1.3 Purchase of non-controlling interests

Bourbon purchased some minority interests during 2011. Pursuant to revised IFRS 3 and amended IAS 27, the effect of purchasing minority 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 consolidation method of those companies.

The impact on shareholders' equity as of December 31, 2011 is not meaningful.

2.2 INTERESTS IN JOINT VENTURES

2.2.1 Information on companies proportionately consolidated

The list of the proportionately consolidated entities is provided in note 5.7.2.

The main aggregates for these companies are presented in the table below:

(in € millions)	12.31.2011	12.31.2010
Non-current assets	97.3	91.5
Current assets	45.1	48.1
TOTAL	**142.3**	**139.6**
Shareholders' equity	12.2	18.7
Non-current liabilities	71.5	75.1
Current liabilities	58.6	45.7
TOTAL	**142.3**	**139.6**
Revenues	62.7	53.0
Net income	14.1	13.2

3 Notes to the consolidated financial statements

3.1 GOODWILL

As of December 31, 2011 the net balance of goodwill totaled €34.0 million broken down as follows:

(in € millions)	Gross	Impairment	Net
12.31.2009	**33.5**	**-**	**33.5**
Acquisitions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes	-	-	-
12.31.2010	**33.5**	**-**	**33.5**
Acquisitions	0.5	-	0.5
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes	-	-	-
12.31.2011	**34.0**	**-**	**34.0**

In 2011, Bourbon acquired two new companies in Asia. The impact of these acquisitions is detailed below:

(in € millions)	
Acquisition price of the shares	0.6
Restated portion acquired	0.0
Goodwill	0.5

The final allocation of the provisional goodwill so determined will be effective in 2012.

As of December 31, 2011, the allocation of goodwill was as follows:

(in € millions)	
Marine Services – DEEP	8.2
Marine Services – SHALLOW	6.1
Marine Services – CREW	-
Subsea Services	19.2
Other	0.5
TOTAL	**34.0**

No impairment requiring a depreciation of goodwill was identified as of December 31, 2011 (see note 1.4). The accounting method is detailed in note 1.5.2.

3.2 INTANGIBLE ASSETS

Intangible assets can be analyzed as follows:

(in € millions)	Gross	Amortization and impairment	Net
12.31.2009	**16.4**	**(6.2)**	**10.2**
Acquisitions	2.3	(2.4)	(0.1)
Disposals	(0.0)	0.0	(0.0)
Change in consolidation scope	(0.4)	0.3	(0.1)
Currency translation adjustment	0.4	(0.1)	0.3
Reclassification and other changes	(0.0)	(0.2)	(0.3)
IFRS 5 reclassification *	(0.2)	0.2	-
12.31.2010	**18.4**	**(8.5)**	**9.9**
Acquisitions	2.5	(2.4)	0.1
Disposals	(0.4)	0.4	(0.0)
Change in consolidation scope	(0.0)	0.0	(0.0)
Currency translation adjustment	0.0	0.0	0.1
Reclassification and other changes	(0.3)	(0.1)	(0.3)
IFRS 5 reclassification *	-	-	-
12.31.2011	**20.3**	**(10.5)**	**9.8**

* *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
12.31.2009	**0.1**	**6.6**	**1.1**	**6.3**	**1.1**	**1.3**	**16.4**
Acquisitions	-	0.2	-	0.2	1.0	0.9	2.3
Disposals	-	(0.0)	-	(0.0)	-	-	(0.0)
Change in consolidation scope	-	(0.3)	-	(0.1)	-	-	(0.4)
Currency translation adjustment	-	0.0	-	0.3	-	-	0.4
Reclassification and other changes	-	2.0	(0.8)	1.2	(0.7)	(1.6)	(0.0)
IFRS 5 reclassification *	-	-	(0.2)	-	-	-	(0.2)
12.31.2010	**0.1**	**8.4**	**-**	**8.0**	**1.4**	**0.6**	**18.4**
Acquisitions	0.0	0.2	-	0.0	0.6	1.8	2.5
Disposals	-	(0.0)	-	(0.4)	-	-	(0.4)
Change in consolidation scope	-	-	-	(0.0)	-	-	(0.0)
Currency translation adjustment	-	0.0	-	0.0	0.0	-	0.0
Reclassification and other changes	-	0.7	-	0.2	(0.9)	(0.3)	(0.3)
IFRS 5 reclassification *	-	-	-	-	-	-	-
12.31.2011	**0.1**	**9.2**	**-**	**7.9**	**1.1**	**2.0**	**20.3**

* *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
12.31.2009	**(0.0)**	**(3.4)**	**-**	**(2.8)**	**-**	**-**	**(6.2)**
Acquisitions	(0.0)	(1.9)	(0.2)	(0.3)	-	-	(2.4)
Disposals	-	-	-	0.0	-	-	0.0
Change in consolidation scope	-	0.2	-	0.0	-	-	0.3
Currency translation adjustment	-	(0.0)	-	(0.1)	-	-	(0.1)
Reclassification and other changes	-	(0.0)	-	(0.2)	-	-	(0.2)
IFRS 5 reclassification *	-	-	0.2	-	-	-	0.2
12.31.2010	**(0.0)**	**(5.1)**	**-**	**(3.3)**	**-**	**-**	**(8.5)**
Acquisitions	(0.0)	(2.1)	-	(0.3)	-	-	(2.4)
Disposals	-	-	-	0.4	-	-	0.4
Change in consolidation scope	-	-	-	0.0	-	-	0.0
Currency translation adjustment	-	(0.0)	-	0.0	-	-	0.0
Reclassification and other changes	-	0.1	-	(0.1)	-	-	(0.1)
IFRS 5 reclassification *	-	-	-	-	-	-	-
12.31.2011	**(0.1)**	**(7.1)**	**-**	**(3.4)**	**-**	**-**	**(10.5)**

* *Reclassification of discontinued operations/operations held for sale.*

3.3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment represented €3,244.1 million as of December 31, 2011, including €0.7 million for investment properties detailed in note 3.4 and €3,243.4 million in other property, plant and equipment which break down as follows:

(in € millions)	Gross	Depreciation and provisions	Net
12.31.2009	**3,648.1**	**(552.6)**	**3,095.5**
Acquisitions	655.6	(182.4)	473.2
Disposals	(552.8)	88.8	(464.0)
Impairment	-	(43.8)	(43.8)
Change in consolidation scope	(96.9)	43.4	(53.5)
Currency translation adjustment	112.6	(20.7)	92.0
Reclassification and other changes	(7.2)	(0.5)	(7.8)
IFRS 5 reclassification *	(16.8)	1.9	(14.9)
12.31.2010	**3,742.5**	**(665.9)**	**3,076.6**
Acquisitions	389.7	(201.2)	188.5
Disposals	(52.5)	35.0	(17.5)
Impairment	-	-	-
Change in consolidation scope	0.0	(0.0)	0.0
Currency translation adjustment	1.3	1.0	2.4
Reclassification and other changes	3.3	0.2	3.5
IFRS 5 reclassification *	(10.0)	-	(10.0)
12.31.2011	**4,074.4**	**(831.0)**	**3,243.4**

* *Reclassification of discontinued operations/operations held for sale.*

Over fiscal year 2011, interim borrowing costs capitalized in the cost of the vessels amounted to €11.6 million.

Details of gross property, plant and equipment:

(in € millions)	Land	Buildings	Technical facilities	Vessels and overhauls	Other property, plant and equipment	Property, plant and equipment in progress	Total
12.31.2009	**1.4**	**35.9**	**50.8**	**2,640.0**	**13.7**	**906.3**	**3,648.1**
Acquisitions	-	1.9	2.1	88.9	3.4	559.3	655.6
Disposals	-	-	(0.2)	(500.2)	(0.2)	(52.3)	(552.8)
Change in consolidation scope	-	(12.5)	(44.6)	(0.0)	(2.4)	(37.5)	(96.9)
Currency translation adjustment	0.0	1.0	0.2	95.0	1.0	15.4	112.6
Reclassification and other changes	-	0.2	4.4	661.6	0.1	(673.5)	(7.2)
IFRS 5 reclassification *	-	-	-	-	-	(16.8)	(16.8)
12.31.2010	**1.4**	**26.5**	**12.8**	**2,985.3**	**15.5**	**701.0**	**3,742.5**
Acquisitions	-	2.1	1.7	59.1	2.0	324.9	389.7
Disposals	-	-	(0.2)	(46.4)	(0.1)	(5.8)	(52.5)
Change in consolidation scope	-	0.0	0.0	0.0	0.0	(0.0)	0.0
Currency translation adjustment	0.0	0.5	(0.0)	1.1	0.2	(0.4)	1.3
Reclassification and other changes	-	0.1	(0.7)	303.9	(1.3)	(298.6)	3.3
IFRS 5 reclassification *	-	-	-	-	-	(10.0)	(10.0)
12.31.2011	**1.5**	**29.1**	**13.6**	**3,302.9**	**16.2**	**711.1**	**4,074.4**

* *Reclassification of discontinued operations/operations held for sale.*

The amount reclassified under IFRS 5 in the period relates to the last of the 16 bulk carriers sold to Genco Shipping and Trading Ltd in the first quarter of 2011.

Details of depreciation and impairment on property and equipment:

(in € millions)	Land	Buildings	Technical facilities	Vessels and overhauls	Other property, plant and equipment	Property, plant and equipment in progress	Total
12.31.2009	**-**	**(9.4)**	**(28.0)**	**(509.1)**	**(6.0)**	**(0.2)**	**(552.6)**
Acquisitions	-	(1.2)	(2.3)	(176.1)	(2.8)	-	(182.4)
Disposals	-	-	0.2	88.5	0.1	-	88.8
Impairment	-	-	(9.5)	(34.3)	-	-	(43.8)
Change in consolidation scope	-	6.1	35.9	(0.0)	1.3	0.2	43.4
Currency translation adjustment	-	(0.0)	(0.0)	(20.2)	(0.3)	(0.0)	(20.7)
Reclassification and other changes	-	(0.0)	0.0	1.3	0.1	(1.9)	(0.5)
IFRS 5 reclassification *		-	-	-	-	1.9	1.9
12.31.2010	**-**	**(4.5)**	**(3.8)**	**(649.9)**	**(7.7)**	**0.0**	**(665.9)**
Acquisitions	-	(1.0)	(1.9)	(195.8)	(2.6)	-	(201.2)
Disposals	-	-	0.1	34.8	0.1	-	35.0
Impairment	-	-	-	-	-	-	-
Change in consolidation scope	-	-	(0.0)	(0.0)	(0.0)	-	(0.0)
Currency translation adjustment	-	(0.0)	0.0	1.1	(0.1)	-	1.0
Reclassification and other changes	-	(0.2)	(0.1)	(0.2)	0.7	-	0.2
IFRS 5 reclassification *	-	-	-	-	-	-	-
12.31.2011	**-**	**(5.7)**	**(5.6)**	**(810.0)**	**(9.7)**	**0.0**	**(831.0)**

* *Reclassification of discontinued operations/operations held for sale.*

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 maintenance	Other property, plant and equipment	Total
12.31.2009	**-**	**-**	**-**	**113.5**	**-**	**113.5**
Acquisitions				0.8	-	0.8
Disposals				(0.4)	-	(0.4)
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	3.7	-	3.7
12.31.2010	**-**	**-**	**-**	**117.6**	**-**	**117.6**
Acquisitions				6.0	-	6.0
Disposals				(3.1)	-	(3.1)
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	23.0	-	23.0
12.31.2011	**-**	**-**	**-**	**143.5**	**-**	**143.5**

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 3.15.

Details of depreciation and provisions on property, plant and equipment under finance leases:

(in € millions)	Land	Buildings	Technical facilities	Vessels and maintenance	Other property, plant and equipment	Total
12.31.2009	**-**	**-**	**-**	**(16.9)**	**-**	**(16.9)**
Acquisitions	-	-	-	(7.4)	-	(7.4)
Disposals	-	-	-	0.4	-	0.4
Impairment	-	-	-	-	-	-
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	(3.7)	-	(3.7)
12.31.2010	**-**	**-**	**-**	**(27.6)**	**-**	**(27.6)**
Acquisitions	-	-	-	(9.1)	-	(9.1)
Disposals	-	-	-	3.1	-	3.1
Impairment	-	-	-	-	-	-
Change in consolidation scope	-	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-	-
Reclassification and other changes	-	-	-	(3.8)	-	(3.8)
12.31.2011	**-**	**-**	**-**	**(37.4)**	**-**	**(37.4)**

3.4 INVESTMENT PROPERTIES

Breakdown of investment properties:

(in € millions)	Gross	Amortization and impairment	Net
12.31.2009	**0.7**	**-**	**0.7**
Acquisitions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes		-	-
12.31.2010	**0.7**	**-**	**0.7**
Acquisitions	-	-	-
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes		-	-
12.31.2011	**0.7**	**-**	**0.7**

3.5 INVESTMENTS IN ASSOCIATES

As of December 31, 2011, investments in associates totaled €0.6 million. The change in the equity value was as follows:

(in € millions)	Investments in associates
12.31.2009	**0.3**
Share of net income/loss	0.1
Change in consolidation scope and other changes	(0.0)
Currency translation adjustment	0.0
12.31.2010	**0.4**
Share of net income/loss	0.2
Change in consolidation scope and other changes	(0.0)
Currency translation adjustment	0.0
12.31.2011	**0.6**

The main financial items of the companies consolidated by the equity method are presented below (calculated data indicated at 100%):

(in € millions)	12.31.2011	12.31.2010
Non-current assets	0.0	3.2
Current assets	2.3	3.8
TOTAL ASSETS	**2.4**	**7.1**
Non-current liabilities	2.1	3.7
Current liabilities	0.3	3.3
TOTAL LIABILITIES	**2.4**	**7.1**
Revenues	0.6	1.8
Net income	0.7	0.4

3.6 NON-CURRENT FINANCIAL ASSETS

The non-current portion of the financial assets is detailed below:

(in € millions)	12.31.2011	12.31.2010
Available-for-sale assets	0.1	0.3
Receivables from non-consolidated companies	-	-
Loans and securities	9.4	4.7
Financial assets at fair value	0.1	0.1
Other non-current financial assets	12.8	7.5
Derivative financial instruments	-	1.6
TOTAL	**22.4**	**14.3**

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
12.31.2009	**2.9**	**-**	**6.4**	**4.3**	**13.6**
Acquisitions	0.0	-	8.4	-	8.4
Disposals	(0.4)	-	(3.0)	(2.2)	(5.6)
Change in consolidation scope	-	-	(3.4)	(2.1)	(5.5)
Currency translation adjustment	-	-	0.1	0.1	0.2
Reclassification and other changes	0.0	-	(3.7)	-	(3.7)
12.31.2010	**2.5**	**-**	**4.7**	**0.1**	**7.3**
Acquisitions	-	-	6.1	-	6.1
Disposals	(2.0)	-	(0.9)	-	(2.9)
Change in consolidation scope	-	-	0.0	-	0.0
Currency translation adjustment	-	-	0.1	-	0.1
Reclassification and other changes	(0.2)	-	(0.6)	-	(0.8)
12.31.2011	**0.3**	**-**	**9.4**	**0.1**	**9.8**

Change in valuation allowance:

(in € millions)	Available-for-sale assets	Other receivables from non-consolidated companies	Loans and securities	Financial assets at fair value	Total
12.31.2009	**(2.2)**	**-**	**(0.4)**	**-**	**(2.6)**
Acquisitions	(0.1)	-	-	-	(0.1)
Disposals	-	-	-	-	-
Change in consolidation scope	-	-	0.4	-	0.4
Currency translation adjustment	-	-	(0.0)	-	(0.0)
Reclassification and other changes	-	-	-	-	-
12.31.2010	**(2.2)**	**-**	**(0.0)**	**-**	**(2.2)**
Acquisitions	-	-	-	-	-
Disposals	2.0	-	-	-	2.0
Change in consolidation scope	-	-	-	-	-
Currency translation adjustment	-	-	-	-	-
Reclassification and other changes	0.0	-	-	-	0.0
12.31.2011	**(0.3)**	**-**	**(0.0)**	**-**	**(0.3)**

The derivative instruments are detailed in note 3.20.

3.7 INVENTORIES AND WORK IN PROGRESS

Inventories and work in progress presented a net value of €33.3 million as of December 31, 2011 and €12.7 million as of December 31, 2010, broken down as follows:

Gross values:

(in € millions)	12.31.2011	12.31.2010
Gross		
Raw materials and supplies	33.1	12.7
Work in progress	0.2	-
Finished and semi-finished goods	0.0	-
Merchandise	-	-
TOTAL	**33.3**	**12.7**

Impairment:

(in € millions)	12.31.2011	12.31.2010
Impairment		
Raw materials and supplies	-	-
Work in progress	-	-
Finished and semi-finished goods	-	-
Merchandise	-	-
TOTAL	**-**	**-**

The increase in inventories reflects the implementation of the Bourbon fleet maintenance optimization strategy, with the aim of improving vessel availability, one of the cornerstones of BOURBON's customer satisfaction policy.

3.8 TRADE AND OTHERS DEBTORS, CURRENT FINANCIAL ASSETS AND OTHER CURRENT ASSETS

Receivables due in less than one year are classified as current assets.

The current part of financial assets is detailed below:

	12.31.2011			12.31.2010		
(in € millions)	Gross	Impairment	Net	Gross	Impairment	Net
Trade and other receivables	394.4	(6.4)	388.1	369.8	(11.5)	358.2
Current financial assets	29.7	-	29.7	32.5	-	32.5
Other current assets	33.4	-	33.4	19.5	-	19.5
TOTAL	**457.5**	**(6.4)**	**451.2**	**421.7**	**(11.5)**	**410.2**

Details of current financial assets and other current assets:

(in € millions)	12.31.2011	12.31.2010
Loans and securities	0.9	0.9
Interest accrued on receivables and loans	0.0	0.0
Financial assets at fair value through profit & loss	-	13.2
Derivative financial instruments	28.8	18.4
TOTAL CURRENT FINANCIAL ASSETS	**29.7**	**32.5**
State, income tax	1.5	0.3
Prepaid expenses	31.9	19.2
TOTAL OTHER CURRENT ASSETS	**33.4**	**19.5**

It should be noted that the Gulfmark securities, classified as "Financial assets at fair value through profit and loss", were sold in 2011. Income from the sale of these securities was €1.2 million (see notes 3.16 and 3.20).

The derivative instruments are presented in note 3.20.

3.9 CASH AND CASH EQUIVALENTS

Cash and cash equivalents are as follows:

(in € millions)	12.31.2011	12.31.2010
Marketable securities	0.0	0.0
Other investments	-	-
Accrued interests	0.0	0.0
Cash on hand and in banks	229.6	209.7
TOTAL	**229.6**	**209.8**

3.10 SHAREHOLDERS' EQUITY

Share capital

As of December 31, 2011, share capital amounted to €43,055,075. It consisted of 67,781,535 fully paid-up shares, representing a value of €0.64.

During the year, the amount of share capital thus increased by €3,969,380 as a result of:

- the creation of 6,155,681 new shares granted free of charge to shareholders on the basis of one new share for ten old shares;
- the creation of 46,284 new shares, granted free of charge to beneficiaries meeting the criteria adopted by the Board of Directors at its meeting of August 27, 2007;
- the creation of 47,025 new shares following the exercise of stock options during the year.

With respect to the options exercised during the year, the excess subscription price over the par value was recognized as a share premium in the amount of €1,051,361.

3.11 STOCK OPTION PLANS

BOURBON issued nine stock option plans, five of which are in force as of December 31, 2011, representing as of that date 5,903,025 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 2006	December 2007	December 2008	September 2009	December 2011
Date of authorization by the Combined General Meeting	June 7, 2005	June 7, 2005	May 30, 2008	May 30, 2008	June 1, 2011
Date of Board authorization	December 4, 2006	December 10, 2007	December 8, 2008	August 24, 2009	December 5, 2011
Number of stock options authorized	57,499	1,561,626	43,076	2,126,850	2,535,500
Total number of alloted stock options adjusted as of 12.31.2011	44,722	1,293,611	34,122	1,995,070	2,535,500
Number of remaining beneficiaries	60	681	50	895	1,153
Start date	December 2010	December 2011	December 2012	September 2013	December 2015
Expiration date	December 2012	December 2013	December 2014	September 2015	December 2017
Subscription price in euros adjusted as of 12.31.2011	€30.09	€36.35	€17.36	€28.73	€20.00
Subscription price in euros (before adjustment)	€40.05	€43.98	€21.00	€31.60	€20.00
Price per share:					
Price per share on the grant date (before adjustment)	€40.36	€45.11	€18.60	€31.62	€22.74
Fair value of options:					
Original fair value of options (before adjustment)	€ 11.55	€ 11.10	€ 7.58	€ 7.46	€ 5.72
Risk-free interest rate (10-year OAT)	3.67%	4.18%	3.69%	3.57%	3.19%
Dividend yield	1.3%	1.1%	1.5%	2.2%	3.1%
Volatility	33.51%	24.53%	61.80%	30.00%	41.30%
Contractual acquisition period	Four years	Four years	Four years	Four years	Four years

N.B.: The only cause for early exercise is the death of the employee.

The expense recognized during the fiscal year for the stock option plans was -€6.4 million (-€6.3 million in 2010).

3.12 ALLOTMENT OF BONUS SHARES

The Combined General Meeting of May 29, 2007 granted authority to the Board of Directors in its twentieth special resolution, in accordance with the terms set forth by Articles L. 225-197-1 to L. 225-197-5 of the French Commercial Code, to issue, one or more times, to the employees of the Company or of some categories of employees, and/or to the managers referred to in Article L. 225-197-1 II of the French Commercial Code, as well as to the employees and managers of the companies or of any economic interest grouping affiliated with as defined in Article L. 225-197-2 of the French Commercial Code, bonus shares, either outstanding or to be issued. Under this authority, at its August 27, 2007 meeting, the Board of Directors decided to grant, free of charge, 182,776 shares to the employees of the Company or of any company in the Group on November 1, 2007.

In 2011, 46,284 new ordinary shares were created and were granted free of charge to beneficiaries meeting the criteria adopted by the Board of Directors at its meeting of August 27, 2007, as the acquisition period came to an end.

The expense recognized for the year for the bonus share allotment plan was -€0.3 million (-€0.4 million in 2010).

3.13 TREASURY SHARES

The treasury shares held by the Group on the closing date were deducted from consolidated shareholders' equity. The total impact at the end of 2011 was -€78.4 million. BOURBON held 2,710,946 treasury shares as of December 31, 2011. The total effect at the close of fiscal year 2010 was -€77.9 million, as the number of treasury shares held by BOURBON was then 2,456,430.

3.14 EMPLOYEE BENEFIT OBLIGATIONS AND OTHER PROVISIONS

Provisions can be analyzed as follows:

(in € millions)	Employee benefit obligations	Tax audits	Litigation	Guarantee of liabilities	Other provisions for risks	Provisions for other obligations	Total
12.31.2009	**7.1**	**0.3**	**2.2**	**0.8**	**17.1**	**0.0**	**27.5**
Provisions for the year	1.9	1.3	-	-	5.5	-	8.7
Used during the year	(0.4)	-	-	-	(3.5)	-	(3.9)
Unused amount reversed	-	(0.1)	(0.4)	-	(3.8)	-	(4.3)
Change in consolidation scope	(0.6)	-	-	-	(2.6)	-	(3.2)
Currency translation adjustment	0.1	(0.0)	0.1	-	1.0		1.2
Reclassification and other changes	(0.6)	-	(0.9)	-	(0.7)	(0.0)	(2.2)
12.31.2010	**7.6**	**1.5**	**0.9**	**0.8**	**13.0**	**0.0**	**23.8**
Provisions for the year	1.3	-	-	-	10.5	-	11.9
Used during the year	(0.3)	-	-	-	(1.8)	-	(2.1)
Unused amount reversed	-	-	-	-	(0.5)	-	(0.5)
Change in consolidation scope	-	-	-	-	-	-	-
Currency translation adjustment	0.0	-	-	-	(0.8)	-	(0.8)
Reclassification and other changes	(0.9)	-	-	-	0.3	-	(0.5)
12.31.2011	**7.7**	**1.5**	**0.9**	**0.8**	**20.7**	**0.0**	**31.6**

This item reflects the provisions with maturity greater than one year. The short-term portion of the provisions is stated on the line “Provisions – portion < one year”.

The impact of additional provisions and reversals of provisions for the year is booked as operating income.

Employee benefit obligations

Employee benefit obligations include the long-term portion of the provision for retirement benefit obligations and the provision for seniority awards.

Retirement benefit obligations

The table below shows the main assumptions used in valuing retirement benefit commitments:

	2011	2010	2009	2008	2007
Discount rate:	4.50%	4.50%	5.25%	5.75%	4.00%
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.				

The change in the provision for pensions is as follows:

(in € millions)	12.31.2011	12.31.2010
Present value of the obligation at the beginning of the year	**6.8**	**6.4**
Current service cost	0.7	1.0
Interest cost	0.3	0.2
Retirement indemnities paid	(0.6)	(0.4)
Actuarial (Gains)/losses	0.3	0.2
Past service cost	0.1	-
Currency translation adjustment	(0.0)	-
Reclassifications	0.0	-
Effects of changes in consolidation scope and changes in consolidation method	-	(0.6)
Present value of the obligation at closing	**7.7**	**6.8**
o/w less than one year	*1.3*	*0.8*

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 past service cost reflects the impact of a change in the provisions concerning retirement benefit obligations made in 2011 in one of the collective agreements applicable in France.

The items recognized in the income statement over 2011 for retirement benefit obligations were:

(in € millions)	2011	2010
Current service cost	(0.7)	(1.0)
Past service cost	(0.1)	-
Interest cost	(0.3)	(0.2)
TOTAL EXPENSES RELATED TO RETIREMENT OBLIGATIONS	**(1.1)**	**(1.2)**

3.15 FINANCIAL LIABILITIES

Financial liabilities (€2,184.9 million as of 12.31.2011) appear on the balance sheet in the items “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 financial liabilities are as follows:

(in € millions)	12.31.2011	12.31.2010
Bank overdrafts and short-term lines	273.6	270.9
< one year	346.3	200.8
Between one and five years	1,043.4	984.0
> five years	521.5	519.9
TOTAL	**2,184.9**	**1,975.6**
o/w:		
Finance lease liabilities	*91.9*	*77.8*
< one year	*70.5*	*4.7*
Between one and five years	*15.1*	*70.8*
> five years	*6.3*	*2.4*

b) Analysis by interest rate

Financial liabilities break down as follows:

(in € millions)	12.31.2011	12.31.2010
Fixed rate or swapped-to-fixed rate	1,236.7	1,259.7
Bank overdrafts (fixed or swapped-to-fixed rate)	-	-
Variable rate	666.2	438.3
Bank overdrafts (variable rate)	273.3	270.7
Total borrowings and bank loans	**2,176.1**	**1,968.6**
Accrued interests	8.8	6.9
TOTAL FINANCIAL DEBT	**2,184.9**	**1,975.6**

c) Analysis by currency

The list below shows a breakdown of debt as of December 31, 2011:

(in € millions)	12.31.2011	12.31.2010
EUR – Euro	1,608.4	1,571.2
USD – American Dollar	247.2	162.7
NOK – Norwegian Kroner	319.7	225.6
VND – Vietnamese Dong	0.0	0.0
BRL – Brazilian Real	0.8	9.1
SGD – Singapore Dollar	-	0.0
TOTAL (EX. ACCRUED INTERESTS)	**2,176.1**	**1,968.6**

The Group's debt consists mainly of three 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 2020 (ten-year redemption),
  - lastly, a third loan signed in 2009 for €318 million, in redemption phase since July 2011 (5-year redemption);
- a series of asset-based bilateral financing;
- short-term lines of credit, of which €44 million was unused as of December 31, 2011.

d) Debt secured by collateral

As of December 31, 2011, bank borrowings secured by mortgages, pledges of equipment or marketable securities represented a total of €1,353.9 million, compared with €848.4 million in 2010. The assets pledged are primarily vessels.

These mortgages were recorded with the *Bureau des Hypothèques* (Mortgage Registry) between 1999 and 2011 for a total value of €1,826.1 million.

3.16 FINANCE COSTS

Finance costs are as follows:

(in € millions)	12.31.2011	12.31.2010
Cost of net debt	**(64.4)**	**(54.5)**
- cost of gross debt	(65.9)	(55.5)
- income from cash and cash equivalents	1.5	1.0
Other financial expenses and income	**(7.3)**	**22.1**
- net foreign exchange income	(1.3)	9.2
- other financial expenses	(10.6)	(7.8)
- other financial income	4.6	20.7

Cost of net debt equals all interest expenses and income produced by the elements composing the financial debt during the year.

Other finance income and expenses mainly include foreign exchange gains and losses realized and unrealized as well as the fair value of derivative instruments and securities at fair value through profit and loss.

The other finance income and expenses as of December 31, 2011 are broken down below:

(in € millions)	12.31.2011
Other financial expenses and income	**(7.3)**
Foreign exchange income *	(1.3)
Other financial expenses	(10.6)
of which fair value of derivative instruments	*(4.2)*
Other financial income	4.6
of which fair value of securities at fair value through profit and loss	*1.2*
of which fair value of derivative instruments	*1.6*

* *Including the effect of the fair value of derivative instruments hedging balance sheet items.*

The fair value of the securities at fair value through profit and loss concerns the Gulfmark shares in the amount of €1.2 million.

3.17 DEFERRED TAX

As of December 31, the balances for deferred tax assets and liabilities were as follows:

(in € millions)	12.31.2011	12.31.2010
Deferred tax assets	33.6	22.3
Deferred tax liabilities	(24.9)	(16.6)
Net deferred tax	**8.7**	**5.7**

Analysis of deferred taxes

(in € millions)	12.31.2011	12.31.2010
Deferred tax assets	**33.6**	**22.3**
Retirement benefit obligations	0.7	0.6
Other temporary differences	4.2	0.9
Consolidation restatements	28.7	20.8
Other	0.0	0.0
Deferred tax liabilities	**(24.9)**	**(16.6)**
Restatements of amortization and depreciation	(10.0)	(7.3)
Other restatements and temporary differences	(14.9)	(9.4)

As of December 31, 2011, based on the principle of prudence and based on the tax position of the companies concerned, no deferred tax asset was recognized on the tax losses, which were €223.5 million.

3.18 INCOME TAXES

(in € millions)	12.31.2011	12.31.2010
Current income tax	(6.7)	(14.5)
Deferred income tax	(4.0)	(0.5)
Tax (expenses)/income	**(10.7)**	**(15.0)**

As of December 31, 2011, the theoretical corporate income tax of €6.9 million is calculated by applying the prevailing tax rate in France to income before tax, the share in income/loss of associates, gains on equity interests sold and net income from discontinued operations:

(in € millions)	12.31.2011	12.31.2010
Consolidated income before taxes, share in income/loss of associates, gains on equity interests sold and net income from discontinued operations:	13.6	21.1
French domestic income tax prevailing as of 12.31.2011:		
33.33%	(4.5)	(7.0)
3.30%	(2.4)	(1.8)
Theoretical income tax	(6.9)	(8.8)
Income tax expense	(10.7)	(15.0)
DIFFERENCE	**(3.8)**	**(6.2)**

The difference between the tax recognized and the theoretical tax is as follows:

(in € millions)	12.31.2011	12.31.2010
Tax savings (Tax EIGs, Pons Law)	(0.1)	(0.6)
Tonnage tax	30.3	19.1
Companies in deficit excluded from tax consolidation	(15.3)	(1.1)
Non-taxable foreign companies	19.1	13.6
Other differences	(37.8)	(37.2)
TOTAL	**(3.8)**	**(6.2)**

The other differences are mainly due to the fact that deferred taxes on the treasury shares restatement were not recognized, nor were tax losses capitalized in the tax consolidation scope.

3.19 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.

3.19.1 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 €459 million (45.5% of revenues) while the top ten clients accounted for nearly 63.7% (€642 million).

A statement of anteriority of credits and other debtors is presented in note 3.20.5.

In 2011, BOURBON did not conduct any contracts with national oil companies in countries with a high political risk such as Venezuela, Iran, Iraq or Burma.

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.

3.19.2 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 clients, whose investment programs are growing strongly.

As of December 31, 2011, BOURBON's gross financial debt amounted to €2,185 million, including €1,565 million at more than one year. The repayment schedule for the medium and long-term debt is presented in note 3.15 of the notes to the Consolidated Financial Statements. The average residual life of this debt is six years.

The following table shows the composition of long and medium-term debt as of December 31, 2011:

(in € millions)	Portion of medium/long-term debt over one year	Medium/long-term debt	Total
Club Deal loan – €320 million	32	144	176
Club Deal loan – €450 million	45	326	371
Club Deal loan – €318 million	64	239	302
EIG/SNC outsourced	81	238	319
Financing – Norway fleet	33	289	321
51 other bilateral loans	84	330	413
TOTAL	**338**	**1,565**	**1,903**

As of December 31, 2011, short-term lines, in the form of overdrafts, spot credit or credit facilities (revolving), were used in the amount of €274 million. Accrued interests came to €9 million.

The Group had cash assets of €230 million as of December 31, 2011.

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. 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. As of December 31, 2011, the outstanding loan was €176 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. As of December 31, 2011, the outstanding loan was €371 million.

In July 2009, a new €318 million "club deal" loan was taken out. The redemption phase began in 2011 and will end in 2016. As of December 31, 2011, the outstanding loan was €302 million.

In parallel, bilateral borrowings (in dollars, euros and Norwegian kroner) are regularly signed. Thus, in 2011, new loans were contracted in an amount equivalent to €291 million, of which €165 million with foreign banks; €89 million was also drawn in 2011 on loans signed in previous years.

As of December 31, 2011, the amount remaining to be drawn from existing loans totaled €15.3 million.

In addition, the USD 400 million loan secured in June 2010 from China Exim-Bank will become available in 2012, as the vessels so financed are delivered by the Chinese shipyard Sinopacific.

To adapt to the Group's increased financing needs, the syndicate for the €320 loan contracted in 2005 and the €450 million loan contracted in 2007 reiterated its support for the Group's growth plan, the "BOURBON 2015 Leadership Strategy," by removing the financial ratio restrictions, through the elimination of the previous conditions

(1) In bank financing transactions, "club deals" involve small groups of banks historically close to the Company which share the senior debt among themselves. When our loans are set up, BOURBON brings together all the prospective banks to arrange the loan so that none of the banks has a dominant position. For reasons of convenience, one bank becomes the "bookrunner", but the other institutions are appointed as arrangers.

for net operating debts (NOD = net debts excluding prepayment on orders of vessels under construction) to EBITDA and net debt to equity. These two multilateral borrowing lines were secured through collateral, replacing the mortgage commitments granted when the loans on certain vessels in the BOURBON fleet were contracted (see note 5.1).

Similarly, the syndicate for the €318 million loan contracted in 2009 removed the restriction on the net operating debts (NOD = net debts excluding prepayment on orders of vessels under construction) to EBITDA ratio. The ratio of net debt to equity below 1.90 continues to apply. This multilateral borrowing line is also secured through collateral replacing mortgage commitments granted when the loans on certain vessels in the BOURBON fleet were contracted (see note 5.1).

For some of the bilateral financings, mainly tax-based leasing financing, of which the total amount outstanding at the end of 2011 was €111.7 million, the provisions of the tax-based leasing contracts specify a net debt to equity ratio of below 1.90 and a "Net Operating Debt to EBITDA" ratio that must be below 5.0 for fiscal years 2011 and 2012, below 4.5 for fiscal years 2013 and 2014, and 4.0 thereafter.

There was no acceleration of maturity on any of our financial commitments as of December 31, 2011. Similarly, there were no cross defaults among the Group's entities. In addition, no loan contracts were terminated early, for example, owing to a termination event related to a change of control at the debtor as of December 31, 2011.

As of December 31, 2011, BOURBON was in compliance with its financial covenants, *i.e.*, its financial commitments relating to the financing contracts.

Short-term lines of credit

The Group has unused short-term credit lines totaling around €44 million as of December 31, 2011. The Group had cash assets of €230 million as of December 31, 2011.

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.

3.19.3 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 of December 31, 2011, after taking account of interest rate swaps, approximately 50% of the Group's medium or long-term debt was contracted at a fixed interest rate.

As of December 31, 2011, the 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)	Nominal (in currency)	Outstanding as of December 31, 2011	Maturity
Currency – Fixed-rate borrowing swaps			
EUR	4	4	03.30.2013
EUR	40	40	04.15.2013
EUR	176	176	04.07.2014
EUR	40	40	10.15.2014
EUR	19	19	11.24.2014
EUR	80	80	10.15.2015
EUR	23	23	06.26.2017
EUR	120	120	07.26.2018
EUR	251	251	07.26.2018
NOK	500	64	02.15.2013
NOK	500	64	02.15.2013
NOK	200	26	04.16.2012
NOK	223	29	11.19.2012
NOK	200	26	04.16.2013
USD	3	3	10.31.2016
USD	5	4	01.17.2017
TOTAL		**969**	

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:

	As of December 31, 2011													
	Less than one year		One to two years		Two to three years		Three to four years		Four to five years		More than five 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	-	229.6	-	-	-	-	-	-	-	-	-	-	-	229.6
Term deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans and securities	-	0.9	-	-	-	-	-	-	-	-	-	-	-	0.9
Financial assets	**-**	**230.5**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**230.5**
Bank overdrafts and short-term lines	-	(273.3)	-	-	-	-	-	-	-	-	-	-	-	(273.3)
Deposits and securities received	-	-	(0.3)	(0.0)	-	-	-	-	-	-	-	-	(0.3)	(0.0)
Finance lease liabilities	(67.2)	(3.3)	-	(3.5)	-	(3.7)	-	(3.9)	-	(4.1)	-	(6.3)	(67.2)	(24.7)
Bank borrowings	(18.2)	(249.1)	(18.4)	(233.4)	(18.9)	(289.7)	(19.8)	(234.7)	(20.7)	(192.5)	(104.1)	(411.1)	(200.1)	(1,610.5)
Financial liabilities	**(85.5)**	**(525.7)**	**(18.6)**	**(236.9)**	**(18.9)**	**(293.4)**	**(19.8)**	**(238.6)**	**(20.7)**	**(196.6)**	**(104.1)**	**(417.5)**	**(267.6)**	**(1,908.5)**
Hedging	**(111.5)**	**111.5**	**(240.0)**	**240.0**	**(262.0)**	**262.0**	**(143.0)**	**143.0**	**(47.2)**	**47.2**	**(165.3)**	**165.3**	**(969.1)**	**969.1**
Net position after hedging	**(196.9)**	**(414.2)**	**(258.7)**	**3.1**	**(281.0)**	**(31.3)**	**(162.7)**	**(95.6)**	**(67.9)**	**(149.3)**	**(269.4)**	**(252.1)**	**(1,236.7)**	**(708.9)**

Assuming the position reached on December 31, 2011 to be constant, 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 €7.1 million over one year.

As of December 31, 2010, the position was as follows:

	As of Friday, December 31, 2010													
	Less than one year		One to two years		Two to three years		Three to four years		Four to five years		More than five 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	-	209.8	-	-	-	-	-	-	-	-	-	-	-	209.8
Term deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Loans and securities	-	5.6	-	-	-	-	-	-	-	-	-	-	-	5.6
Financial assets	**-**	**215.4**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**215.4**
Bank overdrafts and short-term lines	-	(270.7)	-	-	-	-	-	-	-	-	-	-	-	(270.7)
Deposits and securities received	-	(0.0)	-	(0.2)	-	-	-	-	-	-	-	-	-	(0.2)
Finance lease liabilities	(3.5)	(1.2)	(65.7)	(1.2)	-	(1.2)	-	(1.3)	-	(1.3)	-	(2.4)	(69.2)	(8.6)
Bank borrowings	(19.6)	(169.7)	(16.5)	(211.9)	(15.9)	(195.0)	(16.4)	(252.0)	(17.1)	(188.2)	(106.2)	(411.3)	(191.8)	(1,428.1)
Financial liabilities	**(23.1)**	**(441.5)**	**(82.3)**	**(213.3)**	**(15.9)**	**(196.3)**	**(16.4)**	**(253.3)**	**(17.1)**	**(189.5)**	**(106.2)**	**(413.7)**	**(261.0)**	**(1,707.6)**
Hedging	**(126.7)**	**126.7**	**(162.9)**	**162.9**	**(159.3)**	**159.3**	**(162.3)**	**162.3**	**(112.4)**	**112.4**	**(275.0)**	**275.0**	**(998.7)**	**998.7**
Net position after hedging	**(149.8)**	**(99.4)**	**(245.2)**	**(50.4)**	**(175.2)**	**(37.0)**	**(178.7)**	**(91.0)**	**(129.5)**	**(77.1)**	**(381.3)**	**(138.7)**	**(1,259.7)**	**(493.5)**

Assuming the position reached at December 31, 2010 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 €4.9 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 (69.5%) of its services in US dollars. The Group has a natural foreign exchange hedge thanks to the payment of expenses in dollars (representing about 24% 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 equity: conversion risk.

a) Transaction risk

As of December 31, 2011, foreign exchange derivatives mainly involved flows in US dollars (USD) and Norwegian kroner (NOK), broken down as follows:

As of 12.31.2011	Amounts outstanding *(in currency millions)*	Maturity	Average exchange rate
Futures contracts covering expected future sales			
EUR/USD	600	Between 01.31.2012 and 12.31.2012	1.3075
EUR/USD	13	30.03.2012	1.3735
Futures contracts covering expected future purchases			
USD/EUR	406	Between 01.01.2012 and 12.31.2012	1.4267
USD/NOK	16	Between 01.01.2012 and 12.31.2012	5.8792
Foreign currency options			
NOK/EUR	3	January/February 2012	7.9567
NOK/USD	8	Between 01.01.2012 and 9.30.2012	6.0720
Cross-currency swap			
USD/EUR	125	09.29.2017 and 12.31.2019	1.4704
NOK/EUR	288	10.26.2016 and 02.01.2017	8.3204

The following table shows, as of December 31, 2011, 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	874.3	58.4	26.7	9.8
Monetary liabilities	(588.6)	(55.0)	(41.4)	(12.0)
Net position before management	**285.7**	**3.4**	**(14.7)**	**(2.2)**
Hedges	(96.6)	(37.1)	-	-
Net position after management	**189.1**	**(33.7)**	**(14.7)**	**(2.2)**

As of December 31, 2011, a 1% change in the euro exchange rate against all the currencies would represent a total impact at Group level of €2.3 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 2011 and 2010:

(in € millions)	12.31.2011	12.31.2010
Euro (EUR)	1,387.1	1,297.8
Brazilian Real (BRL)	(55.1)	(13.6)
Mexican Peso (MXN)	9.7	11.9
Norwegian Kroner (NOK)	67.6	51.0
US Dollar (USD)	46.0	139.0
Vietnamese Dong (VND)	(2.1)	(1.8)
Swiss Franc (CHF)	2.4	2.8
Nigerian Naira (NGN)	(36.8)	(17.8)
Other	(1.9)	(1.6)
TOTAL	**1,417.0**	**1,467.8**

As of December 31, 2011, a 1% change in the exchange rates would represent an impact on consolidated shareholders' equity of €3.0 million (€4.0 million as of December 31, 2010).

Equity risks

As of December 31, 2011, the Group had no cash investments.

As indicated in note 3.13 Treasury Shares, BOURBON held 2,710,946 treasury shares as of December 31, 2011. 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 €5.8 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.

3.20 FINANCIAL INSTRUMENTS

3.20.1 Financial assets

As of December 31, 2011 and December 31, 2010, financial assets were as follows:

	12.31.2011					
(in € millions)	Available-for-sale assets	Financial assets at fair value through profit and loss	Loans and receivables	Derivative instruments at fair value	Cash on hand and in banks	Balance sheet total
Non-current financial assets	0.1	0.1	22.2	-	-	22.4
Trade and other receivables	-	-	388.1	-	-	388.1
Current financial assets	-	-	1.0	28.8	-	29.7
Other current assets	-	-	33.4	-	-	33.4
Cash and cash equivalents	-	-	-	-	229.6	229.6
TOTAL	**0.1**	**0.1**	**444.6**	**28.8**	**229.6**	**703.1**

	12.31.2010					
(in € millions)	Available-for-sale assets	Financial assets at fair value through profit and loss	Loans and receivables	Derivative instruments at fair value	Cash on hand and in banks	Balance sheet total
Non-current financial assets	0.3	0.1	12.2	1.6	-	14.3
Trade and other receivables	-	-	358.2	-	-	358.2
Current financial assets	-	13.2	0.9	18.4	-	32.5
Other current assets	-	-	19.5	-	-	19.5
Cash and cash equivalents	-	-	-	-	209.8	209.8
TOTAL	**0.3**	**13.3**	**390.9**	**20.0**	**209.8**	**634.3**

a) Available-for-sale assets

Available-for-sale assets held by the Group totaled €0.1 million as of December 31, 2011. Profits and losses recorded as equity and as income/loss on available-for-sale assets were as follows:

	12.31.2011					
		Subsequent valuation				
(in € millions)	Dividends	Change in fair value	Currency translation adjustment	Valuation allowance	Income from sale	Redemption
Shareholders' equity	-	-	(0.0)	-	-	-
Income/loss	0.5	-	-	-	0.9	-
TOTAL	**0.5**	**-**	**(0.0)**	**-**	**0.9**	**-**

	12.31.2010					
		Subsequent valuation				
(in € millions)	Dividends	Change in fair value	Currency translation adjustment	Valuation allowance	Income from sale	Redemption
Shareholders' equity	-	-	(0.0)	-	-	-
Income/loss	0.1	-	-	(0.1)	2.4	-
TOTAL	**0.1**	**-**	**(0.0)**	**(0.1)**	**2.4**	**-**

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 of December 31, 2011. Profits and losses posted from financial assets at fair value through profit and loss are shown below:

	12.31.2011					
		Subsequent valuation				
(in € millions)	Dividends	Change in fair value	Currency translation adjustment	Valuation allowance	Income from sale	Redemption
Shareholders' equity	-	-	-	-	-	-
Income/loss	-	1.2	-	-	-	-
TOTAL	**-**	**1.2**	**-**	**-**	**-**	**-**

	12.31.2010					
		Subsequent valuation				
(in € millions)	Dividends	Change in fair value	Currency translation adjustment	Valuation allowance	Income from sale	Redemption
Shareholders' equity	-	-	0.1	-	-	-
Income/loss	-	3.8	-	-	-	-
TOTAL	**-**	**3.8**	**0.1**	**-**	**-**	**-**

The change in fair value concerns the Gulfmark shares.

c) Loans and receivables at amortized cost

Loans and receivables at amortized costs can be analyzed as follows:

	12.31.2011			12.31.2010		
(in € millions)	Gross	Valuation allowance	Net	Gross	Valuation allowance	Net
Loans and receivables at amortized cost	56.6		56.6	32.7	-	32.7
Trade and other receivables	394.4	(6.4)	388.1	369.8	(11.5)	358.2
TOTAL	**451.0**	**(6.4)**	**444.6**	**402.4**	**(11.5)**	**390.9**

Profits and losses recorded as equity and as income/loss on loans and receivables at amortized cost were as follows:

(in € millions)	12.31.2011			
	Interest	Subsequent valuation		Income from sale
		Currency translation adjustment	Valuation allowance	
Shareholders' equity	-	(0.0)	-	-
Income/loss	0.5	-	-	-
TOTAL	**0.5**	**(0.0)**	**-**	**-**

(in € millions)	12.31.2010			
	Interest	Subsequent valuation		Income from sale
		Currency translation adjustment	Valuation allowance	
Shareholders' equity	-	0.9	-	-
Income/loss	0.0	-	-	-
TOTAL	**0.0**	**0.9**	**-**	**-**

d) Cash and cash equivalents

Cash and cash equivalents totaled €229.6 million as of December 31, 2011 versus €209.8 million as of December 31, 2010. This item does not include liquid assets subject to restrictions.

The policy for managing financial risks is presented in note 3.19. The cash and cash equivalents item is presented in note 3.9.

3.20.2 Derivative financial instruments

The fair value of the derivative financial instruments as of December 31, 2011 and December 31, 2010 can be analyzed as follows:

Financial assets

(in € millions)	12.31.2011			12.31.2010
	Current	Non-current	Total	Total
Derivative instruments to hedge debt	-	-	-	-
Derivative instruments to hedge revenues in foreign currencies and other	28.8	-	28.8	20.0
TOTAL	**28.8**	**-**	**28.8**	**20.0**

Financial liabilities

(in € millions)	12.31.2011			12.31.2010
	Current	Non-current	Total	Total
Derivative instruments to hedge debt	0.5	63.5	64.1	40.4
Derivative instruments to hedge foreign exchange rate and other	4.1	13.4	17.5	13.9
TOTAL	**4.6**	**77.0**	**81.6**	**54.3**

Hedging the interest rate risk

As of December 31, 2011 and as of December 31, 2010, the Group held various swap contracts intended 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 of December 31, 2011. The change in the fair value of these hedging instruments represents an unrealized loss of -€23.6 million, which was booked under shareholders' equity.

Hedging the foreign exchange risk

As of December 31, 2011 and as of December 31, 2010, 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 future 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 2011, an unrealized gain of €10.4 million was booked under shareholders' equity.

Since 2007, the Group has contracted forward exchange rate hedges to cover certain intragroup transactions. Pursuant to IAS 39 § 80, these hedges have been classified as "trading" hedges, and the fair value booked directly as income/loss. The impact on the 2011 results was a loss of -€0.6 million.

The change in fair value of the derivative instruments booked directly under consolidated reserves (Group and minority interests) represents for the year 2011 a net unrealized tax-deferred loss of -€5.1 million, broken down as follows:

(in € millions)	2011	2010
Change in fair value of hedge derivatives	(13.2)	(14.8)
o/w:		
futures sales and purchases on hulls/revenues	*10.4*	*0.6*
interest rate swaps	*(23.6)*	*(15.8)*
other	*0.0*	*0.3*
Effect of deferred taxation	8.1	4.8
NET IMPACT	**(5.1)**	**(10.0)**

The derivative instruments are put in place in accordance with the Group's risk management policy and are analyzed in note 3.20.

3.20.3 Financial liabilities

As of December 31, 2011 and December 31, 2010, financial liabilities were as follows:

(in € millions)	12.31.2011			12.31.2010
	Current	Non-current	Total	Total
Financial liabilities	619.9	1,565.0	2,184.9	1,975.6
Derivative financial instruments	4.6	77.0	81.6	54.3
Trade and other payables	305.9	-	305.9	261.6
Other liabilities	10.5	0.7	11.3	4.6
TOTAL	**941.0**	**1,642.7**	**2,583.7**	**2,296.1**

a) Financial debt

The financial debt is analyzed in note 3.15. It breaks down as follows as of December 31, 2011 and December 31, 2010:

(in € millions)	12.31.2011			12.31.2010
	Current	Non-current	Total	Total
Bonds	-	-	-	-
Commercial paper	-	-	-	-
Draws on credit facilities	-	-	-	-
Borrowings on finance leases	70.5	21.4	91.9	77.8
Other bank loans	267.3	1,543.6	1,810.9	1,620.1
Accrued interests	8.4	-	8.4	6.8
Total borrowings	**346.3**	**1,565.0**	**1,911.3**	**1,704.7**
Bank overdrafts and short-term lines	273.3	-	273.3	270.7
Accrued interests	0.4	-	0.4	0.2
TOTAL FINANCIAL DEBT	**619.9**	**1,565.0**	**2,184.9**	**1,975.6**

b) Derivative financial instruments

Derivative financial instruments recognized as liabilities on the balance sheet are presented in note 3.20.2.

c) Trade and other payables

(in € millions)	12.31.2011	12.31.2010
Trade payables	98.0	83.3
Debt on non-current assets	73.8	40.3
Social security liabilities	42.4	38.7
Tax liabilities	58.9	49.2
Other liabilities	32.8	50.1
Deferred income	7.2	1.3
TOTAL	**313.1**	**262.9**

The balance sheet value of all these debts represents a good approximation of their fair value.

3.20.4 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.

3.20.5 Management of the risks related to financial instruments

The Group's risk management policy is presented in note 3.19.

a) Credit risk

The policy for managing financial risks is presented in note 3.19.

Receivables outstanding and non-impaired were as follows as of December 31, 2011 and December 31, 2010:

	12.31.2011							
	Assets outstanding at year-end							
(in € millions)	< 30 days	31-60 days	61-90 days	> 91 days	Total	Assets impaired	Assets not impaired or outstanding	Total
Loans and receivables at amortized cost					-	-	56.6	56.6
Trade and other receivables	34.8	15.8	10.7	30.5	91.9	6.4	296.2	394.4
TOTAL	**34.8**	**15.8**	**10.7**	**30.5**	**91.9**	**6.4**	**352.8**	**451.0**

	12.31.2010							
	Assets outstanding at year-end							
(in € millions)	< 30 days	31-60 days	61-90 days	> 91 days	Total	Assets impaired	Assets not impaired or outstanding	Total
Loans and receivables at amortized cost					-	-	32.7	32.7
Trade and other receivables	20.4	10.0	4.0	24.9	59.3	11.5	298.9	369.8
TOTAL	**20.4**	**10.0**	**4.0**	**24.9**	**59.3**	**11.5**	**331.5**	**402.4**

b) Liquidity risk

The contractual undiscounted flows on net financial debt by maturity date were as follows:

As of December 31, 2011

(in € millions)	2012	2013	2014	2015	2016	> five years	Total	Balance sheet total
Bonds	-	-	-	-	-	-	-	-
Commercial paper	-	-	-	-	-	-	-	-
Draws on credit facilities	-	-		-	-	-	-	-
Borrowings on finance leases	70.5	3.5	3.7	3.9	4.1	6.3	91.9	91.9
Other bank loans	267.3	252.0	308.7	254.5	213.2	515.2	1,810.9	1,810.9
Accrued interests	8.4						8.4	8.4
Borrowings	**346.3**	**255.5**	**312.3**	**258.3**	**217.2**	**521.5**	**1,911.3**	**1,911.3**
Bank overdrafts and cash current accounts	273.3	-	-	-	-	-	273.3	273.3
Accrued interests	0.4	-	-	-	-	-	0.4	0.4
Cash and cash equivalents	(229.6)	-	-	-	-	-	(229.6)	(229.6)
Net cash	**44.0**	**-**	**-**	**-**	**-**	**-**	**44.0**	**44.0**
TOTAL NET FINANCIAL DEBT	**390.3**	**255.5**	**312.3**	**258.3**	**217.2**	**521.5**	**1,955.3**	**1,955.3**

As of December 31, 2010

(in € millions)	2011	2012	2013	2014	2015	> five years	Total	Balance sheet total
Bonds	-	-	-	-	-	-	-	-
Commercial paper	-	-	-	-	-	-	-	-
Draws on credit facilities	-	-		-	-	-	-	-
Borrowings on finance leases	4.7	67.0	1.2	1.3	1.3	2.4	77.8	77.8
Other bank loans	189.3	228.6	210.9	268.4	205.3	517.6	1,620.1	1,620.1
Accrued interests	6.8	-	-	-	-	-	6.8	6.8
Borrowings	**200.8**	**295.6**	**212.1**	**269.7**	**206.6**	**519.9**	**1,704.7**	**1,704.7**
Bank overdrafts and cash current accounts	270.7	-	-	-	-	-	270.7	270.7
Accrued interests	0.2	-	-	-	-	-	0.2	0.2
Cash and cash equivalents	(209.8)	-	-	-	-	-	(209.8)	(209.8)
Net cash	**61.1**	**-**	**-**	**-**	**-**	**-**	**61.1**	**61.1**
TOTAL NET FINANCIAL DEBT	**261.8**	**295.6**	**212.1**	**269.7**	**206.6**	**519.9**	**1,765.8**	**1,765.8**

c) Market risk

The Group's exposure to market risk is analyzed in note 3.19.

4 Operating segments

The operating segments as presented under sector 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 Divisions 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.

4.1 OPERATING SEGMENTS

The segment information for 2011 is as follows:

(in € millions)	Total Marine Services	of which			Total Subsea Services	Other	Total
		Deep	*Shallow*	*Crew*			
Revenues (non-Group sales)	792.9	318.4	241.5	233.0	172.8	42.3	1,008.0
Direct costs	(488.3)	(174.4)	(155.8)	(158.1)	(87.2)	(29.6)	(605.1)
General and administrative costs	(83.2)	(33.4)	(25.3)	(24.4)	(18.1)	(1.3)	(102.6)
EBITDA	**221.4**	**110.6**	**60.3**	**50.5**	**67.5**	**11.3**	**300.2**
Goodwill	14.3	8.2	6.1	-	19.2	0.5	34.0
Vessels	2,056.2	nd	nd	nd	410.6	26.2	2,493.0
Installments on vessels under construction	432.6	nd	nd	nd	278.0	-	710.6
Other non-current assets and liabilities	(34.4)	nd	nd	nd	8.9	13.0	(12.5)
Working capital	135.5	nd	nd	nd	29.5	6.5	171.6
Capital employed	**2,604.2**	**nd**	**nd**	**nd**	**746.2**	**46.2**	**3,396.6**
Capital employed excluding installments on vessels under construction	**2,171.7**	**nd**	**nd**	**nd**	**468.2**	**46.2**	**2,686.0**
Capital employed related to non-current assets held for sale and liabilities associated with non-current assets held for sale	-	nd	nd	nd	-	-	-

The segment information for 2010 was as follows:

(in € millions)	Total Marine Services	of which			Total Subsea Services	Other	Total
		Deep	*Shallow*	*Crew*			
Revenues (non-Group sales)	660.3	308.7	151.7	199.9	149.6	40.0	849.9
Direct costs	(405.7)	(166.8)	(106.8)	(132.1)	(80.6)	(33.3)	(519.6)
General and administrative costs	(71.7)	(33.5)	(16.5)	(21.7)	(16.2)	(1.4)	(89.4)
EBITDA	**182.9**	**108.3**	**28.5**	**46.1**	**52.8**	**5.2**	**240.9**
Goodwill	14.3	8.2	6.1	-	19.2	-	33.5
Vessels	1,931.1	nd	nd	nd	376.6	27.7	2,335.3
Installments on vessels under construction	433.3	nd	nd	nd	261.6	5.9	700.8
Other non-current assets and liabilities	(18.9)	nd	nd	nd	11.7	12.5	5.3
Working capital	128.0	nd	nd	nd	29.0	6.0	163.0
Capital employed	**2,487.7**	**nd**	**nd**	**nd**	**698.1**	**52.1**	**3,237.9**
Capital employed excluding installments on vessels under construction	**2,054.5**	**nd**	**nd**	**nd**	**436.4**	**46.2**	**2,537.1**
Capital employed related to non-current assets held for sale and liabilities associated with non-current assets held for sale	-	nd	nd	nd	-	14.5	14.5

The breakdown of revenues of BOURBON by geographical region for 2011 and 2010 was as follows:

(in € millions)	2011	2010
Africa	611.1	550.1
Europe & Med./Middle East	188.5	129.7
American Continent	125.6	99.0
Asia	82.9	71.1

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 € millions)	12.31.2011	12.31.2010
Commitments given	**0**	**0**
TOTAL COMMITMENTS GIVEN	**0**	**0**
Commitments received		
Sales of investments	0	1.1
TOTAL COMMITMENTS RECEIVED	**0**	**1.1**

As part of the sale of the Innodis stock on April 4, 2008, the Group paid the transferee, the Altima company, for the stock in several installments, with the capital remaining due paid in full as of December 31, 2011.

The Group also sold the shares it held in the DTI Océan Indien company on April 25, 2008 by paying the transferee, the Leader Import Export company, for the stock in several installments, with the capital remaining due paid in full as of December 31, 2011.

5.1.2 Off-balance sheet commitments related to financing

a. Lines of credit

Unused lines of credit are listed below by period:

(in € millions)	12.31.2011	12.31.2010
Club deal – €318 million	-	54.0
Bilateral loan – NOK 870 million	10.3	25.6
Bilateral loan – €73.3 million	-	57.3
Bilateral loan – €15.3 million	-	1.0
Bilateral loan – €20 million	5.0	-
TOTAL COMMITMENTS RECEIVED (BORROWINGS)	**15.3**	**137.9**

(in € millions)	12.31.2011	12.31.2010
Short-term lines of credit	43.6	16.0
TOTAL COMMITMENTS RECEIVED (SHORT-TERM LINES)	**43.6**	**16.0**

Concerning the €318 million “club deal” loan taken out in 2009, the line was fully drawn in 2011. The redemption phase began in July 2011 and will end in 2016.

In parallel, bilateral borrowings (in dollars, euros and Norwegian kroner) are regularly signed. In 2011, an amount equivalent to €291 million of new loans was signed and drawn.

In addition, €89 million was drawn on loans signed in previous years.

As of December 31, 2011, the amount remaining to be drawn from existing loans totaled €15.3 million.

b. Guarantees

(in € millions)	12.31.2011	12.31.2010
Commitments given		
Mortgages and pledges on loans	1,826.1	848.4
Guarantees given by the parent company to companies in the Group (excluding one mortgage)	87.4	13.2
TOTAL COMMITMENTS GIVEN	**1,913.6**	**861.6**
Commitments received	**0**	**0**
TOTAL COMMITMENTS RECEIVED	**0**	**0**

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.

As of December 31, 2011, although the total amount of the mortgages recorded with the agencies concerned is approximately €1,826.1 million, the total amount that can be called is limited to the capital still actually owed by the Group (limited to €1,353.9 million under the loans guaranteed by these mortgages). The mortgage is released when the loan guaranteeing it is repaid in full.

In addition, the Group's holding companies granted to their respective subsidiaries redemption guarantees totaling €87.4 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 € millions)	12.31.2011	12.31.2010
Commitments given		
Commitments given related to the performance of client contracts	28.7	21.4
Commitments given related to obligations towards the government	14.6	11.3
Commitments given related to the performance of supplier contracts	60.5	7.9
TOTAL COMMITMENTS GIVEN	**103.8**	**40.6**
Commitments received		
Installment return guarantees	509.4	586.4
Purchase requirement on property, plant and equipment	0	26.4
Other guarantees received	0.3	0.3
TOTAL COMMITMENTS RECEIVED	**509.6**	**613.1**

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 six and twelve 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 of December 31, 2011, all such guarantees given by the Group totaled €28.7 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. As of December 31, 2011, all such guarantees given by the Group totaled €14.6 million.

In 2006, when five 120-ton anchor handling tug supply vessels (AHTS) were ordered from the Bharati shipbuilding company in India, the Group issued a guarantee covering payment of the installments owed to that company by one of its subsidiaries. As of December 31, 2011, the amount of installments remaining to be paid totaled €4.1 million.

In 2011, when four fast supply intervention vessels (FSIV) were ordered from the SEAS shipbuilding company in Vietnam, the Group issued a guarantee covering payment of the installments owed to that company by one of its subsidiaries. As of December 31, 2011, the total amount of installments remaining to be paid was €20 million.

As part of the USD 400 million 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, 2011, the amount actually drawn by the companies in the Sinopacific group, and covered by this guarantee, was approximately €36.4 million.

ii. Commitments received

In connection with the orders placed since 2005 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 €509.4 million as of December 31, 2011.

At the time of the sale of the Group's 16 Supramax bulk carriers to GENCO, one of these vessels was still under construction. As such, the Group had received a purchase and payment commitment from the buyer in the amount of €26.4 million once construction of the vessel was complete. As of December 31, 2011, the Group had in fact received this payment.

b. Contractual obligations

Contractual obligations are as follows:

(in € millions)	Total	Payments due by period		
		< One year	One to five years	> Five years
Finance leases	91.9	70.5	15.1	6.3
Operating leases	11.9	7.6	4.3	0.0
Balance payable on orders for vessels under construction	856.5	387.1	469.4	-
TOTAL	**960.4**	**465.2**	**488.9**	**6.4**

In connection with its financing, the Group conducted finance lease operations under which the parent company of the entity entering into the finance lease agreement guarantees repayment of the rents. The debt related to those operations amounted to €91.9 million as of December 31, 2011.

For the different orders placed since 2005, the total amount of the installments remaining due while the vessels are being built amounted to €856.5 million as of December 31, 2011.

5.2 NET EARNINGS PER SHARE

5.2.1 Basis earnings per share

The determination of the weighted average number of shares of common stock outstanding during each period is presented below:

	12.31.2011	12.31.2010
Weighted average number of shares over the period	67,727,905	67,398,995
Weighted average number of treasury shares held over the period	(2,712,624)	(2,719,573)
Weighted average number of shares outstanding during the period	**65,015,281**	**64,679,422**

The weighted average number of shares outstanding in 2011 and 2010 takes into account the weighted average number of stock options exercised during each period, as the case may be.

For each period presented, the basis earnings per share were determined as follows:

	12.31.2011	12.31.2010
Weighted average number of shares used in the calculation of net earnings per share	65,015,281	64,679,422
Net income *(in € millions)*		
Consolidated, Group share	6.8	39.2
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	6.4	10.1
Net income from discontinued operations/operations held for sale – Group share	0.5	29.1
Net earnings per share *(in €)*		
Consolidated, Group share	0.11	0.61
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	0.10	0.16
Net income from discontinued operations/operations held for sale – Group share	0.01	0.45

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 basis earnings per share is, therefore, increased by dilutive potential ordinary shares. Diluted earnings per share are established as follows:

Number of potential shares:

	12.31.2011	12.31.2010
Weighted average number of shares outstanding during the period	65,015,281	64,679,422
Weighted average number of shares, the issue of which is conditional during the period	42,081	54,565
Weighted average number of dilutive stock options during the period	69,613	236,524
Weighted average number of potential shares	**65,126,975**	**64,970,511**

Pursuant to IAS 33, the determination of diluted net earnings per share for 2011 and 2010 does not take into account the stock option plans authorized by the Board of Directors on December 10, 2007 and August 24, 2009 because these plans have an anti-dilutive effect. For 2011, the determination of diluted net earnings per share does not take into account the stock option plans authorized by the Board of Directors on December 4, 2006.

Diluted net earnings per share:

	12.31.2011	12.31.2010
Weighted average number of shares used in the calculation of diluted net earnings per share	65,126,975	64,970,511
Net income *(in € millions)*		
Consolidated, Group share	6.8	39.2
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	6.4	10.1
Net income from discontinued operations/operations held for sale – Group share	0.5	29.1
Diluted net earnings per share *(in €)*		
Consolidated, Group share	0.10	0.60
Consolidated, Group share – excluding income from discontinued operations/operations held for sale	0.10	0.16
Net income from discontinued operations/operations held for sale – Group share	0.01	0.45

5.3 WORKFORCE AND PAYROLL

The Group's workforce was as follows:

Workforce	2011	2010
Onshore personnel	1,249	1,195
Seamen	3,703	3,032
- *Officers*	*1,755*	*1,201*
- *Crews and other*	*1,948*	*1,831*
TOTAL	**4,952**	**4,227**

(in € millions)	12.31.2011	12.31.2011
Personnel expenses	231.7	196.1

5.4 EVENTS AFTER THE BALANCE SHEET DATE

None.

5.5 RELATED PARTY TRANSACTIONS

Relations with Sinopacific and its subsidiaries

The Chairman of the Board of Directors of BOURBON is a partner in the naval construction company Sinopacific, through Jaccar Holdings, a wholly owned subsidiary of Cana Tera SAS (formerly Jaccar 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 18 vessels from Sinopacific and its subsidiaries for an aggregate amount of €245.2 million in 2011. As of December 31, 2011, there were current orders for 15 vessels. Orders amounted to €430.8 million with prepayments generated of €286.6 million, fully covered by installment return guarantees granted by Cana Tera SAS jointly and severally with Evergreen, through Sinopacific, as well as by bank guarantees.

BOURBON, through its subsidiaries, entered into a framework agreement in 2010 with the companies Crownship Ltd. and Zhejiang Shipbuilding Co. Ltd, subsidiaries of Sinopacific, for an order of 62 vessels to be delivered between 2012 and 2014 for a total amount of around USD 1 billion (including four "SPA 80" offshore vessels from the company Crown Heather Ltd. for USD 71.2 million). This order has been reduced to 55 vessels as of December 31, 2011. As of December 31, 2011, there were current orders for 55 vessels. Orders amounted to €784.2 million with prepayments generated of €166.2 million, fully covered by installment return guarantees granted by Sinopacific, as well as by bank guarantees.

Relations with Piriou, West Atlantic Shipyard and SEAS

The Chairman of the Board of Directors of BOURBON is indirectly associated with the Piriou naval construction company and its subsidiaries West Atlantic Shipyard and SEAS, through Jaccar Holdings, a wholly owned subsidiary of Cana Tera SAS (formerly Jaccar SAS). Mr. Jacques d'Armand de Chateauvieux is also a member of the Supervisory Board of the Piriou company. Mr. Christian Munier, a Director of BOURBON, is Chairman of the Supervisory Board of the Piriou company.

Through its subsidiaries, BOURBON acquired 11 vessels from these three companies in 2011, for a total of €20.4 million. As of December 31, 2011, there were current orders for 58 vessels. Orders amounted to €52.6 million with prepayments generated of €23.3 million. This includes four FSIV vessels on which BOURBON benefits from the guarantee from the Piriou company with respect to the repayment of the first or the first two advances paid, depending on the vessel, for an amount of €5.6 million as of December 31, 2011.

Relations with Jaccar Holdings SA

The Chairman of the Board of Directors of BOURBON is also Chairman of Jaccar Holdings SA. Jaccar Holdings SA invoices BOURBON SA for services.

For 2011, the amount (excluding taxes) of services to be billed includes a fixed portion of €0.4 million.

Relations with Marine SAS

Mr. Christian Lefèvre, Chief Executive Officer of BOURBON, is also Chairman of Marine SAS. Marine SAS invoices Bourbon Management, a BOURBON subsidiary, for services.

For 2011, the amount (excluding taxes) of services to be billed includes a fixed portion of €0.15 million.

5.6 EXECUTIVE COMPENSATION

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

Mr. Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors as of December 31, 2011, does not receive any direct compensation from BOURBON aside 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. Compensation of the Chief Executive Officer and of the Executive Vice Presidents for 2011 was set on the recommendation of the Nominations, Compensation and Governance Committee at its March 14, 2011 meeting and includes a fixed part and a variable part. The variable part is payable the year following approval of the financial statements by the General Meeting. It is based on the set compensation and is capped at 70% of the annual base compensation. 20% of it is pegged to safety performance criteria, 60% to financial and performance criteria and 20% to personal qualitative objectives. The compensation paid for terms of office served in the Group (excluding BOURBON SA) is deducted from the variable part.

At its March 5, 2012 meeting, the Board evaluated the performance of the Chief Executive Officer and the two Executive Vice Presidents, and decided on the variable compensation to be granted for 2011.

5.6.1 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 2010	Year 2011
Compensation payable for the year *(detailed in table 5.6.2)*	208,225	210,000
Value of the options granted during the year	-	-
Value of the performance stock granted during the year	-	-
TOTAL	**208,225**	**210,000**

Christian Lefèvre, Chief Executive Officer	Year 2010	Year 2011
Compensation payable for the year *(detailed in table 5.6.2)*	317,709	317,720
Value of the options granted during the year	-	371,800 (1)
Value of the performance stock granted during the year	-	-
TOTAL	**317,709**	**689,520**

Gaël Bodénès, Executive Vice President	Year 2010 (2)	Year 2011
Compensation payable for the year *(detailed in table 5.6.2)*	Not applicable	288,568
Value of the options granted during the year	Not applicable	200,200 (1)
Value of the performance stock granted during the year	Not applicable	-
TOTAL	**Not applicable**	**488,768**

Laurent Renard, Executive Vice President	Year 2010	Year 2011
Compensation payable for the year *(detailed in table 5.6.2)*	419,978	418,854
Value of the options granted during the year	-	286,000 (1)
Value of the performance stock granted during the year	-	-
TOTAL	**419,978**	**704,854**

(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. In the December 5, 2011 grant, the subscription price was set at €20. On that date, the fair value of one option was €5.72.

(2) Mr. Gaël Bodénès assumed the position of Executive Vice President on January 1, 2011.

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

Jacques d'Armand de Chateauvieux, Chairman of the Board of Directors	Year 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
Fixed compensation (1)	195,225	195,225	195,000	195,000
Variable compensation	-	-	-	-
Exceptional compensation	-	-	-	-
Directors' fees	13,000	15,000	15,000	13,000
In-kind benefits	-	-	-	-
TOTAL	**208,225**	**210,225**	**210,000**	**208,000**

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 Chairman, bills BOURBON annually for management services. Since January 1, 2011, these services have been composed exclusively of a fixed portion of €360,000. Until December 2010, these services were composed of a fixed portion of €360,000 and a variable portion representing 1% of net income for the year in question and capped at €500,000 (excluding taxes). In total in 2010, the services invoiced by Jaccar Holdings were thus €752,000.

(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.

Christian Lefèvre, Chief Executive Officer	Year 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
Fixed compensation	200,005	200,005	200,005	200,005
Variable compensation (1)	43,985 (2)	-	45,306 (2)	43,985 (2)
Exceptional compensation	-	-	-	-
Directors' fees for terms of office served in the Group	70,015	70,015	68,694	68,694
In-kind benefits (3)	3,704	3,704	3,715	3,715
TOTAL	**317,709**	**273,724**	**317,720**	**316,399**

Mr. Christian Lefèvre is also Chairman of the Marine SAS company. This company invoices BOURBON for management services totaling €150,000 per year. This company also invoiced BOURBON in 2010 for services provided in 2009 in the amount of €77,700 as a variable payment calculated on the basis of 0.5% of BOURBON's consolidated net income, Group share.

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

(2) The amount of Directors' fees is deducted from the total amount of variable compensation granted. The amount indicated is the residual amount paid or to be paid.

(3) Company car.

Gaël Bodénès, Executive Vice President	Year 2010		Year 2011	
	Due for the year (1)	Paid during the year (1)	Due for the year	Paid during the year
Fixed compensation	Not applicable	Not applicable	220,025	220,025
Variable compensation (2)	Not applicable	Not applicable	66,000	-
Exceptional compensation	Not applicable	Not applicable	-	-
Directors fees for terms of office served in the Group	Not applicable	Not applicable	-	-
In-kind benefits (3)	Not applicable	Not applicable	2,543	2,543
TOTAL	**Not applicable**	**Not applicable**	**288,568**	**222,568**

(1) Mr. Gaël Bodénès assumed the position of Executive Vice President on January 1, 2011.

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

(3) Company car.

Laurent Renard, Executive Vice President	Year 2010		Year 2011	
	Due for the year	Paid during the year	Due for the year	Paid during the year
Fixed compensation	319,995	319,995	319,995	319,995
Variable compensation (1)	25,985 (2)	77,000	27,396 (2)	26,685 (2)
Exceptional compensation	-	-	-	-
Directors' fees for terms of office served in the Group	70,015	70,015	68,604	68,604
In-kind benefits (3)	3,983	3,983	2,859	2,859
TOTAL	**419,978**	**470,993**	**418,854**	**418,143**

(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 Directors coming under the AFEP-MEDEF recommendation	Employment contract		Supplementary pension scheme		Indemnity or benefits payable or potentially payable due to termination or change of function		Indemnities relating to 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: 06.09.2010 End date of term of office: AGM ruling on the financial statements for the year ended 12.31.2012		x (1)		x		x		x
Christian Lefèvre, Chief Executive Officer Start date of term of office: 01.01.2011 End date of term of office: 12.31.2013	x (2)			x		x		x
Gaël Bodénès, Executive Vice President Start date of term of office: 01.01.2011 End date of term of office: 12.31.2013	Not applicable			x		x		x
Laurent Renard, Executive Vice President Start date of term of office: 01.01.2011 End date of term of office: 12.31.2013	Not applicable			x		x (3)		x

The AFEP-MEDEF Code of Corporate Governance, which BOURBON uses as a reference, recommends that companies should 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 invoices BOURBON for management services in its capacity as an active holding company. On the basis of the information available to it, the Board of Directors of BOURBON cannot prejudge the stipulations of the employment contract binding Mr. Jacques d'Armand de Chateauvieux to Jaccar Holdings and so is terminating said contract. BOURBON made no commitment to Mr. Jacques d'Armand de Chateauvieux with respect to the non-renewal of his term of office as Chief Executive Officer.
(2) The Board of Directors believes that, in light of the seniority within the Group of Mr. Christian Lefèvre, Chief Executive Officer since January 1, 2011, there was no justification for terminating his employment contract. In fact, his term of office is a continuation of the salaried positions he has held since he joined the Group in 1982 and, as such, the Board of Directors believes that terminating Mr. Christian Lefèvre's employment contract (within the subsidiary "Bourbon Management") would have the effect of depriving him of the rights associated with his seniority in the Group. It should be specified that the Chief Executive Officer does not benefit from any particular indemnification clause should he leave the Company. The same commitments made previously to Mr. Christian Lefèvre continue to apply to his new term of office.
(3) 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	Plan no. 3 March 9, 2005	9,220 (1)	€17.43
Laurent Renard	-	-	-

(1) Options granted before the appointment of Gaël Bodénès as Executive Vice President.

5.7 SCOPE OF CONSOLIDATION

5.7.1 List of fully consolidated companies

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	**2010**	**2011**	**2010**	**Country**
BOURBON	Parent company		Parent company		France (Paris)
Aequo Animo Shipping Navegação Lda	100.00	100.00	100.00	100.00	Portugal (Madeira)
Angor	(3)	100.00	(3)	100.00	France
Antheor	100.00	100.00	100.00	100.00	France
Aries Marine Pte Ltd (ex Marine Network Asia Pte Ltd)	51.00	51.00	51.00	51.00	Singapore
Avracs	100.00	100.00	100.00	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 Asia Asset Pte Ltd	90.00	90.00	90.00	90.00	Singapore
Bourbon Assistance	100.00	100.00	100.00	100.00	France (Reunion)
Bourbon Baltic Limited Liability Company	100.00	0.00	100.00	0.00	Russia
Bourbon Ben Luc Shareholding Company	100.00	100.00	99.81	99.81	Vietnam
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 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 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 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

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	Country
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	0.00	80.00	0.00	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 III AS	(4)	100.00	(4)	100.00	Norway
Bourbon Offshore III KS	(4)	100.00	(4)	100.00	Norway
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)
Bourbon Offshore IV AS	79.00	79.00	79.00	79.00	Norway
Bourbon Offshore IV KS	81.10	81.10	79.00	79.00	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	0.00	90.00	0.00	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	49.00	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 S.à.r.l	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	90.00	90.00	90.00	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	100.00	100.00	100.00	100.00	France
Buana Jasa Bahari Pte Ltd	100.00	100.00	100.00	100.00	Singapore
Caroline 8 SAS	100.00	100.00	0.00	0.00	France
Caroline 20 SAS	100.00	100.00	0.00	0.00	France
Caroline 21 SAS	100.00	100.00	0.00	0.00	France
Caroline 22 SAS	100.00	100.00	0.00	0.00	France
Caroline 23 SAS	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

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	Country
Chambon Offshore International	(2)	100.00	(2)	100.00	France
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
Ex Commodo-SGPS, Sociedade Unipessoal LDA	(1)	100.00	(1)	100.00	Portugal (Madeira)
FBO (ex.-Cador)	(3)	100.00	(3)	100.00	France
Financière Bourbon	100.00	100.00	100.00	100.00	France
Fipargest	100.00	100.00	100.00	100.00	France (Reunion)
Flash Light – Exploraçao de Barcos LDA	100.00	100.00	51.00	51.00	Portugal (Madeira)
Fructidor	(3)	100.00	(3)	100.00	France
Gestion SB GIE	92.86	92.86	92.86	92.86	France (Reunion)
GIE Abeille Bourbon	100.00	100.00	100.00	100.00	France
GIE Abeille Liberté	100.00	100.00	100.00	100.00	France
GIE Abeilles Le Havre 2003	0.00	100.00	0.00	100.00	France
GIE Abeilles Nantes Saint-Nazaire 2004	0.00	100.00	0.00	100.00	France
GIE AHTS 256 (Luzolo)	0.00	100.00	0.00	100.00	France
GIE AHTS 279 (Bourbon Aladin)	100.00	100.00	100.00	100.00	France
GIE AHTS 280 (Bourbon Apsara)	100.00	100.00	100.00	100.00	France
GIE AHTS 281 (Bourbon Alexandre)	100.00	100.00	100.00	100.00	France
GIE AHTS 610 Bourbon Sagitta	100.00	100.00	100.00	100.00	France
GIE AHTS Argonaute 2004	100.00	100.00	100.00	100.00	France
GIE FSIV 252 Kemba	0.00	100.00	0.00	100.00	France
GIE FSIV 253 Surf Express	0.00	100.00	0.00	100.00	France
GIE FSIV 254 Bourbon Express	100.00	100.00	100.00	100.00	France
GIE FSIV 255 Bourbon Oceane	100.00	100.00	100.00	100.00	France
GIE N'Duva	0.00	100.00	0.00	100.00	France
GIE PSV 114 (Bourbon Helios)	100.00	100.00	100.00	100.00	France
GIE PSV 115 (Bourbon Hermes)	100.00	100.00	100.00	100.00	France
GIE PSV 116 (Bourbon Hera)	100.00	100.00	100.00	100.00	France
GIE PSV Antenor 2004	0.00	100.00	0.00	100.00	France
GIE PSV Asterie 2004	0.00	100.00	0.00	100.00	France
GIE Remorqueurs Offshore 2003 (Nemed)	0.00	100.00	0.00	100.00	France
GIE Surfer 2003	0.00	100.00	0.00	100.00	France
GIE Surfer 2004	0.00	100.00	0.00	100.00	France
GIE Surfer 2005	100.00	100.00	100.00	100.00	France
GIE Surfer 2005 Bis	100.00	100.00	100.00	100.00	France
GIE Surfer 2006	100.00	100.00	100.00	100.00	France
GIE Surfer 2006 Bis	100.00	100.00	100.00	100.00	France
GIE VS 4501 (Athena)	0.00	100.00	0.00	100.00	France
Grena-Navegação LDA	100.00	100.00	100.00	100.00	Portugal (Madeira)
H.S.O.	(3)	100.00	(3)	100.00	France
Handy Shipping AG	99.95	99.95	99.95	99.95	Switzerland
Inebolu Petroleum Marine Services Ltd Company	100.00	0.00	100.00	0.00	Turkey

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	Country
Jade-Navegacão 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)
Matador	(3)	100.00	(3)	100.00	France
Molitor (ex.-Pentcor)	(3)	100.00	(3)	100.00	France
Navegacãno-Shipping LDA	100.00	100.00	51.00	51.00	Portugal (Madeira)
O.D.B.	(3)	100.00	(3)	100.00	France
Onix Participaçoes e Investimentos, Sociedade Unipessoal Lda	100.00	100.00	100.00	100.00	Portugal (Madeira)
Pearlor	100.00	100.00	100.00	100.00	France
Placements Provence Languedoc	100.00	100.00	100.00	100.00	France
PPV SASU	(3)	100.00	(3)	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	100.00	100.00	100.00	100.00	France
Setapar	(3)	100.00	(3)	100.00	France
SGSP International	100.00	100.00	51.00	51.00	France
Shangor	100.00	100.00	100.00	100.00	France
Sinvrac	(3)	100.00	(3)	100.00	France
SNC AHTS 1	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 Altair	100.00	100.00	0.00	0.00	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 Diamond	100.00	100.00	100.00	100.00	France
SNC Bourbon Enterprise	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
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

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	Country
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 (ex.-B.L.119)	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	0.00	100.00	0.00	France
SNC Bourbon Liberty 244	100.00	0.00	100.00	0.00	France
SNC Bourbon Liberty 245	100.00	0.00	100.00	0.00	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 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 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 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	0.00	0.00	0.00	France
SNC Liberty CE 241	100.00	0.00	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	0.00	100.00	0.00	France
SNC Surfer 325	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

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	Country
Sopade (Sté Participation Développement SAS)	100.00	100.00	100.00	100.00	France (Reunion)
Sunor	100.00	100.00	100.00	100.00	France
Tenor	(3)	100.00	(3)	100.00	France
Thermidor (ex.-Babor)	100.00	100.00	100.00	100.00	France
Toesa	100.00	100.00	100.00	100.00	Uruguay

(1) Merged into Bourbon Offshore (ex Holding).
(2) Merged into Bourbon Maritime.
(3) Merged into Saint Nikolas (ex Setaf).
(4) Merged into Bourbon Ships AS.

5.7.2 List of proportionately consolidated companies

	% of control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	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	0.00	50.00	0.00	Singapore
EPD Singapore Services Pte Ltd	50.00	0.00	50.00	0.00	Singapore
EPD Asia Group Ltd	50.00	50.00	50.00	50.00	United States
Navegacion Costa Fuera	49.00	49.00	49.00	49.00	Mexico
Naviera Bourbon Tamaulipas	49.00	49.00	49.00	49.00	Mexico
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
Servicios y Apoyos Maritimos	49.00	49.00	49.00	49.00	Mexico
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 control of capital held directly or indirectly		% of capital interest held directly or indirectly		
	2011	2010	2011	2010	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 (YEAR ENDED DECEMBER 31, 2011)

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, 2011, on:

- the audit of the accompanying consolidated financial statements of BOURBON Company;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by the Board of Directors. Our role is to express an opinion on these consolidated 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, 2011 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 (particularly Greece). This crisis is accompanied by an economic and liquidity crisis which makes difficult the apprehension of economic prospects. Such is the context in which we made our own assessments that we bring to your attention in accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*):

At each year-end, the Company systematically tests its goodwill, under the methods described in note 1.4 "Use of estimates – Impairment test of 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 2,492.9 million euros as at December 31, 2011 and which were part of Cash Generating Units tested, have been tested thus for impairment under the methods described in note 1.5.6 "Property, plant and equipment" of the notes of 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 VERIFICATION

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, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C
Cabinet Rousseau Consultants
Alexandre BRISSIER

Deloitte & Associés
Hugues DESGRANGES

COMPANY FINANCIAL STATEMENTS

5

PARENT COMPANY BALANCE SHEET		**126**
COMPREHENSIVE INCOME STATEMENT		**128**
NOTES TO THE ANNUAL FINANCIAL STATEMENTS		**129**
1	Accounting policies and methods	129
2	Shareholders' equity	129
3	Gross long-term financial assets	131
4	Provisions	131
5	Receivables and liabilities	132
6	Advances to Directors	132
7	Marketable securities	132
8	Cash on hand and in banks	133
9	Deferred income and expenses	133
10	Currency translation difference on receivables and liabilities in foreign currencies	133
11	Factors impacting several balance sheet items	133
12	Breakdown of net revenues	134
13	Executive compensation	134
14	Details of non-recurring income and expenses	134
15	Related parties	134
16	Income tax	135
17	Amount of financial commitments	135
18	Increase and reduction in future tax liability	135
19	Subsidiaries and equity interests	136
STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS (of the parent company only) YEAR ENDED DECEMBER 31, 2011		**138**
STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS		**140**

PARENT COMPANY BALANCE SHEET

ASSETS (in € thousands)	12.31.2011 Gross	12.31.2011 Depreciation, amortization and provisions	12.31.2011 Net	12.31.2010 Net
I. FIXED ASSETS				
Intangible assets				
Other intangible assets	-	-	-	-
Property, plant and equipment				
Land	-	-	-	-
Buildings	-	-	-	-
Other property, plant and equipment	-	-	-	-
Fixed assets in progress	-	-	-	-
Long-term financial assets				
Equity interests	64,169	16,918	47,251	47,083
Receivables from non-consolidated companies	-	-	-	-
Loans	-	-	-	-
TOTAL I	**64,169**	**16,918**	**47,251**	**47,083**
II. CURRENT ASSETS				
Inventories				
In progress	-	-	-	-
Advances and installments on orders	**-**	**-**	**-**	**-**
Accounts receivable				
Trade and other receivables	147	142	5	5
Other receivables	686,051	-	686,051	622,471
Other				
Marketable securities	76,143	17,971	58,172	76,045
Cash on hand and in banks	1,127	-	1,127	1,462
Deferred expenses	78	-	78	78
TOTAL II	**763,546**	**18,113**	**745,433**	**700,061**
Currency translation difference – assets	-	-	-	-
TOTAL ASSETS	**827,715**	**35,031**	**792,684**	**747,144**

LIABILITIES *(in € thousands)*	12.31.2011	12.31.2010
I. EQUITY		
Capital stock	43,055	39,086
Additional paid-in capital	52,582	55,471
Legal reserve	3,909	3,887
Regulated reserves	15,395	15,395
Other reserves	481,012	481,012
Retained earnings	95,465	21,379
Profit (loss) for the year	98,315	127,278
Investment grants	-	-
TOTAL I	**789,733**	**743,508**
II. PROVISIONS FOR RISKS AND CONTINGENCIES		
For risks	1,774	1,774
For contingencies	-	-
TOTAL II	**1,774**	**1,774**
III. LIABILITIES		
Bank borrowings	-	-
Other borrowings and financial liabilities	-	-
Trade and other payables	487	231
Tax and social security liabilities	140	127
Fixed asset and other payables	-	480
Other liabilities	550	841
Deferred income	-	-
TOTAL III	**1,177**	**1,679**
Currency translation difference – liabilities	-	183
TOTAL LIABILITIES	**792,684**	**747,144**

COMPREHENSIVE INCOME STATEMENT

(in € thousands)	2011	2010
I. OPERATING INCOME		
Income from services	-	310
Revenues	**-**	**310**
Reversals of provisions (and amortizations), expense transfers	-	-
Other income	-	-
TOTAL I	**-**	**310**
II. OPERATING EXPENSES		
Other purchases and external expenses	2,549	2,387
Taxes and similar levies	430	474
Provisions for amortization	-	-
Provisions for current assets	-	-
Other expenses	189	168
TOTAL II	**3,168**	**3,029**
OPERATING RESULT	**(3,168)**	**(2,719)**
III. FINANCIAL PROFIT (LOSS)		
Financial income from investments	105,610	124,855
Income from other securities and fixed asset receivables	-	-
Other interest receivable and similar income	7,025	2,793
Reversals of provisions and expense transfers	8,091	51,005
Foreign exchange gains	-	20
Net income from sale of securities	-	-
TOTAL III	**120,726**	**178,673**
IV. FINANCIAL EXPENSES		
Depreciation allowance and provisions	24,101	20,903
Interest and similar expenses	8	205
Foreign exchange losses	-	2
Net loss from sale of securities	-	-
TOTAL IV	**24,109**	**21,110**
FINANCIAL INCOME (LOSS)	**96,617**	**157,563**
INCOME FROM CURRENT OPERATIONS	**93,449**	**154,844**
V. NON-RECURRING INCOME		
Income from management operations	-	-
Income from capital transactions	1,238	37,030
Reversals of provisions and expense transfers	-	244
TOTAL V	**1,238**	**37,274**
VI. NON-RECURRING EXPENSES		
Expenses on management operations	-	134
Expenses on capital transactions	2,650	78,160
Amortization, depreciation and provisions	-	45
TOTAL VI	**2,650**	**78,339**
NON-RECURRING PROFIT (LOSS)	**(1,412)**	**(41,065)**
VII. INCOME TAXES	**(6,278)**	**(13,499)**
Total income	121,964	216,257
Total expenses	23,649	88,979
PROFIT (LOSS) FOR THE PERIOD	**98,315**	**127,278**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Notes to the balance sheet before appropriation of earnings for the year ended December 31, 2011, showing a total of €792,684,000 and to the comprehensive income statement for the year, presented in the form of a list and showing a profit of €98,315,000.

The fiscal year covered a period of 12 months from January 1, 2011 to December 31, 2011.

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 5, 2012.

1 ACCOUNTING POLICIES AND METHODS

The annual financial statements for the fiscal year ended December 31, 2011 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

At December 31, 2011, the capital stock, totaling €43,055,075, is divided into 67,781,535 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 29, 2007	6,957	5
Capital increase by issuance of bonus shares through the capitalization of the issue premiums item (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 5, 2007 and December 31, 2007	238,570	152
Capital increase by issuance of bonus shares through the capitalization of the issue premiums item (one bonus share for ten existing shares) 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 the issue premiums item 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 the issue premiums item 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 the issue premiums item (one bonus share for ten existing shares) following the Combined General Meeting of June 1, 2011	6,155,681	3,910
Capital increase through the capitalization of the issue premiums item following the granting of bonus shares to employees on November 2, 2011	46,284	29
Options exercised between June 1, 2011 and December 31, 2011	22,756	14
Share capital at December 31, 2011	**67,781,535**	**43,055**

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 "issue premiums" item. 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 "issue premiums" item. 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 "issue premiums" item. 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 "issue premiums" item. 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 "issue premiums" item. This capital increase was completed by the issuance of 46,284 new shares.

Class of securities	Number of securities		
	At year-end	Issued during the year	Reimbursed during the year
Ordinary shares	67,781,535	6,248,990	-

▶ NUMBER OF VOTING RIGHTS AT DECEMBER 31, 2011:

Number of shares outstanding	67,781,535
Of which number of treasury shares with no voting rights	2,710,946
Number of shares with voting rights	65,070,589

2.2 Changes in equity

(in € thousands)	Capital stock	Share premiums	Reserves and retained earnings	Profit (loss) for the year	Total
Balance at December 31, 2010 before appropriation of earnings	**39,086**	**55,471**	**521,673**	**127,278**	**743,508**
Capital increase	3,969	(2,889)			1,080
Appropriation of 2009 earnings			127,278	(127,278)	-
Dividends paid			(53,170)		(53,170)
Profit (loss) for the period				98,315	98,315
Other changes					
BALANCE AT DECEMBER 31, 2011 BEFORE APPROPRIATION OF EARNINGS	**43,055**	**52,582**	**595,781**	**98,315**	**789,733**

3 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)	12.31.2010	Increases	Decreases	12.31.2011
Equity interests	65,962	172	(1,965)	64,169
Receivables from non-consolidated companies	-	-	-	-
TOTAL	**65,962**	**172**	**(1,965)**	**64,169**

The decrease in the "equity interests" item over the year is due to the liquidation of Bourbon Duhaco.

4 PROVISIONS

(in € thousands)	12.31.2010	Increases	Decreases	12.31.2011
Provisions for risks and contingencies				
Provisions for guarantee of liabilities on sales of investments (1)	817	-	-	817
Provisions for foreign exchange losses	-	-	-	-
Other provisions for risks and contingencies (2)	958	-	-	958
sub-total	**1,775**	**-**	**-**	**1,775**
Provisions for impairment:				
Equity interests (3)	18,879	4	(1,965)	16,918
Accounts receivable	142	-	-	142
Current accounts	-	-	-	-
Marketable securities (4)	-	17,971	-	17,971
sub-total	**19,021**	**17,975**	**(1,965)**	**35,031**
TOTAL	**20,796**	**17,975**	**(1,965)**	**36,806**
Of which allowances and reversals:				
- operating		-	-	
- financial		17,975	(1,965)	
- non-recurring		-	-	

(1) The balance at December 31, 2011 corresponds to the liability guarantee relating to company disposals made previously.
(2) This balance mainly represents the litigation risk for fees relating to a discontinued real estate transaction in the amount of €258,000.000, a provision for fees relating to a discontinued project in Madagascar (€600,000.000) and a provision for work following the disposal of DTI Océan Indien (€100,000.000).
(3) Following the liquidation of Bourbon Duhaco, a provision of €1,965,000 recognized previously was fully reversed.
(4) The provision for impairment on marketable securities relates to the treasury shares owned by the Company at December 31, 2011 (see note 7).

5 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 one year	More than one year
Accounts receivable:			
Other trade receivables	147	147	-
Value-added tax	44	44	-
Group and associates [(1)]	686,007	686,007	-
Sundry receivables	-	-	
Deferred expenses	78	78	-
TOTAL	**686,276**	**686,276**	

(1) "Group and associates" receivables mainly refer to a frozen, interest-bearing current account in the amount of €680 million.

(in € thousands)	Gross amount	Up to one year	One to five years	More than five years
Liabilities:				
Bank borrowings				
- falling due less than one year after contracted	-	-	-	-
- falling due more than one year after contracted	-	-	-	-
Borrowings and other financial liabilities	-	-	-	-
Trade and other payables	487	487	-	-
Other taxes and similar payments	139	139	-	-
Debt on non-current assets			-	-
Group and associates [(1)]	369	369	-	-
Other liabilities	181	181	-	-
TOTAL	**1,176**	**1,176**	**-**	**-**

"Group and associates" liabilities mainly refers to two interest-bearing current accounts with a total credit balance of €144,000.

6 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.

7 MARKETABLE SECURITIES

Marketable securities at December 31, 2011 correspond solely to treasury shares. They were valued on the closing date based on the average trading price for December 2011. 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, 2011 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" (17,541 shares at December 31, 2011).

The statement of treasury shares held at the end of the year is as follows:

(in € thousands)	Total number of shares	Gross Values	Provisions	Net Values
Excluding liquidity contract [(1)]	2,693,405	75,772	(17,884)	57,888
Liquidity contract	17,541	371	(87)	284
TOTAL	**2,710,946**	**76,143**	**(17,971)**	**58,172**

(1) These shares are intended to cover share purchase options or any other employee shareholding scheme.

8 CASH ON HAND AND IN BANKS

Cash held in banks was valued at its par value, *i.e.* €1,127,000.

9 DEFERRED INCOME AND EXPENSES

(in € thousands)	12.31.2011	12.31.2010
Deferred expenses	78	78
Deferred income	-	-
TOTAL	**78**	**78**

Deferred expenses refer to the account operation payment to CM CIC Securities and a levy relative to 2012. They must be recognized under the operating result.

10 CURRENCY TRANSLATION DIFFERENCE ON RECEIVABLES AND LIABILITIES 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, 2011, no unrealized foreign exchange gains or losses existed.

11 FACTORS IMPACTING SEVERAL BALANCE SHEET ITEMS

11.1 Assets

(in € thousands)	12.31.2011	12.31.2010
Prepayments and accrued income [(1)]:	**772**	**422**
Operating activities	-	-
Financial transactions	772	422
Commercial paper	**-**	**-**
Related parties:	**749,404**	**683,591**
Equity interests	64,169	65,962
Receivables from non-consolidated companies	-	-
Loans	-	-
Trade and other receivables	-	-
Other receivables [(2)]	685,235	617,629
TOTAL	**750,176**	**684,013**

(1) Accrued income from related parties refers to interest incurred on a frozen interest-bearing current account.
(2) "Other receivables" mainly refers to a frozen, interest-bearing current account in the amount of €680 million.

11.2 Liabilities

(in € thousands)	12.31.2011	12.31.2010
Accruals and deferred income:	**-**	**-**
Operating activities	-	-
Financial transactions	-	-
Notes payable	**-**	**-**
Related parties:	**209**	**543**
Borrowings and other financial liabilities [(1)]	209	525
Trade and other payables	-	18
TOTAL	**209**	**543**

(1) Liabilities refer to four current accounts with a total credit balance of €209,000,000.

12 BREAKDOWN OF NET REVENUES

(in € thousands)	2011	2010
By business segment		
Services	-	310
TOTAL	**-**	**310**
By geographical segment		
France	-	
Other	-	310
TOTAL	**-**	**310**

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 €154,000 euros in Directors' fees in 2011 for performing their duties.

14 DETAILS OF NON-RECURRING INCOME AND EXPENSES

(in € thousands)	2011
Non-recurring expenses	**2,650**
On management operations	**-**
On capital transactions	**2,650**
Net book value of equity interests sold [(1)]	1,965
Share buybacks	685
Other	-
Non-recurring amortization, depreciation and provisions	**-**
Non-recurring income	**1,238**
From management operations	**-**
From capital transactions	**1,238**
Income from sale of equity investments [(1)]	920
Share buybacks	299
Other	19
Reversals of provisions and expense transfers	**-**

(1) See note 3.

15 RELATED PARTIES

(in € thousands)	2011	2010
Financial expenses [(1)]	7	113
Financial income [(2)]	112,626	127,647

(1) Financial expenses refer to the interest expense on the payment of two current account advances totaling €209,000 at 12.31.2011.
(2) Financial income corresponds mainly to income from equity interests (dividends) in the amount of €105,610,000 and interest on current accounts in the amount of €7,016,000.

16 INCOME TAX

Distribution *(in € thousands)*	**Income before tax**	**Tax due**	**Net income after tax**
Income from current operations	93,449	(595)	92,854
Short-term non-recurring income			
Long-term non-recurring income	(1,412)	471	(941)
Tax grouping surplus		6,402	6,402
ACCOUNTING INCOME	**92,037**	**6,278**	**98,315**

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 2011 is €6,402,000.

BOURBON opted to use the French tax consolidation scheme from January 1, 1998. On January 1, 2008 the option was renewed for five years, until 2012. The scope of consolidation at December 31, 2011 is composed of the following companies:

BOURBON – BOURBON ASSISTANCE – BOURBON MARITIME – PLACEMENTS PROVENCE LANGUEDOC – BOURBON OFFSHORE SURF – LES ABEILLES – ST NIKOLAS – AVRACS – BOURBON SUPPLY INVESTISSEMENTS – BOURBON OFFSHORE – FIPARGEST – THERMIDOR – CEMTAF – BOURBON OFFSHORE CRAFT – BOURBON SALVAGE INVESTMENTS – BOURBON OFFSHORE GAIA – BOURBON GAIA SUPPLY – BOURBON SUBSEA SERVICES – BOURBON SUBSEA SERVICES INVESTMENTS – SEFOR – BOURBON PS – BOURBON SUBSEA PS – BOURBON AD2 – SHANGOR – PEARLOR – BRINDOR – ANTHEOR – SUNOR.

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

At December 31, 2011, there were no commitments given or received.

18 INCREASE AND REDUCTION IN FUTURE TAX LIABILITY

(in € thousands)	**12.31.2011**	**12.31.2010**
Increase		
Currency translation differences – Assets	-	-
TOTAL	**-**	**-**
Reduction		
Contribution to age and disability pensions	-	-
Provisions (foreign exchange losses)	-	-
Provisions for impairment	-	142
Tax income from partnerships	10,840	4,313
Currency translation differences – Liabilities	-	184
TOTAL	**10,840**	**4,639**

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 Ben Luc – Vietnam	SARL	3,814	524	99.88
Bourbon Maritime – France	SAS	3,049	372,875	100
FIPARGEST – Reunion Island	SAS	103	8	100
Financière Bourbon – France	SNC	626	21,277	51.71
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.
Conversion rate used to compile the table of subsidiaries and equity interests.
Closing rate: 1 EUR = 27,268 VND.
Average rate: 1 EUR = 28,934 VND.

	Equity interests Book value			Income from 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					
	6,391	1,777	4,614	605	-	-	2,064	632
	41,722	-	41,722	128,925	-	-	1,071	100,000
	15,245	15,134	111	-	-	-	-	-
	646	-	646	20,958	-	-	-	4,307
	66	-	66		-	-		300
	-	-	-		-	-		-
	3	-	3		-	-		-
	49	8	41		-	-		371

STATUTORY AUDITORS' REPORT ON THE FINANCIAL STATEMENTS (OF THE PARENT COMPANY ONLY) YEAR ENDED DECEMBER 31, 2011

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, 2011, 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, 2011 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 (particularly Greece). This crisis is accompanied by an economic and liquidity crisis which makes difficult the apprehension of economic prospects. Such is the context in which we made our own assessments that we bring to your attention in accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de commerce*):

Investments in subsidiaries and affiliates, whose the net amount in the balance sheet, as at December 31, 2011, is of about €47,251 thousands, are valued at their acquisition costs and depreciated on the basis of their value in use, as described in note 3 “gross long-term investments” 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 PROCEDURES AND DISCLOSURES

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 favour, 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, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C
Cabinet Rousseau Consultants
Alexandre BRISSIER

Deloitte & Associés

Hugues DESGRANGES

STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

Shareholders' Meeting held to approve the financial statements for the year ended December 31, 2011

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 authorized 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 authorized during the year

Pursuant to Article L. 225-40 of the French Commercial Code, the following agreements and commitments, which were previously authorized by your Board of Directors, have been brought to our attention.

1. With JACCAR HOLDINGS, S.A.

Nature and purpose: management services agreement entered into with JACCAR HOLDINGS, S.A. relating to the organization of the sale of the BOURBON, S.A. interest in Bourbon BEN LUC.

Directors concerned: Mr. Jacques de Chateauvieux, Chairman of BOURBON, and Chairman of Jaccar Holdings, s.a., and Ms. Lan Vo, Director of Bourbon and Director of Jaccar Holdings, S.A.

Date of authorization: Board of Directors' meeting of March 14, 2011.

Terms and conditions: the sale of the BOURBON interest in BOURBON BEN LUC will give rise to the invoicing of an amount equal to 1% of the sale price. This agreement had no impact on fiscal year 2011.

2. With CROWN HERA, LTD and ZHEJIANG SHIPBUILDING CO, LTD, subsidiaries of SINOPACIFIC

First agreement

Nature and purpose: order of eight PSV type offshore ships (SPP 35 design) from Zhejiang Shipbuilding Co, LTD *via* Crown Hera LTd, both subsidiaries of SINOPACIFIC.

Directors concerned: Mr. Jacques de Chateauvieux, Chairman of BOURBON and Director of SINOPACIFIC and Ms. Lan Vo, Director of Bourbon and Director of SINOPACIFIC.

Date of authorization: Board of Directors' meeting of June 1, 2011.

Terms and conditions: the order totaled USD 204.8m and is subject to the terms of the framework agreement signed on June 25, 2010. It replaces the initially planned order of 20 SPU 1000s. It resulted in the payment of €24.9 million as at December 31, 2011 corresponding to the 15% advances on the order, which are covered by a corporate guarantee issued by SINOPACIFIC.

Second agreement

Nature and purpose: order for five PSV type offshore ships (SPP 17 design) from Zhejiang Shipbuilding Co, LTD *via* Crown Hera LTd, both subsidiaries of SINOPACIFIC.

Directors concerned: Mr. Jacques de Chateauvieux, Chairman of BOURBON and Director of SINOPACIFIC and Ms. Lan Vo, Director of Bourbon and Director of SINOPACIFIC.

Date of authorization: Board of Directors' meeting of June 1, 2011.

Terms and conditions: the order amounting to USD 72.9 million resulted in the payment of advances totaling €10.7 million as at December 31, 2011. The first two advances are covered by a corporate guarantee from SINOPACIFIC that will be replaced by a bank guarantee for payment of the third advance, issued at the request of ZHEJIANG SHIPBUILDING CO, LTD, to CROWN HERA LTD, which transferred it to BOURBON.

AGREEMENTS AND COMMITMENTS ALREADY 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 authorized by the Shareholders' Meeting during previous years, have had continuing effect during the year.

1. With SINOPACIFIC

Nature and purpose: ship orders from SINOPACIFIC, with advances on construction contracts.

Terms and conditions: in 2011, 18 ships were delivered for a total amount of €245.2 million. As at December 31, 2011, orders in progress covered 15 ships for a total amount of €430.8 million and resulted in the payment of advances totalling €286.6 million, fully covered by advance payment guarantees granted by CANA TERA S.A.S. (formerly JACCAR, S.A.S) jointly and severally with EVERGREEN, by SINOPACIFIC and by bank guarantees.

2. With WEST ATLANTIC SHIPYARD

Nature and purpose: ship orders from West Atlantic Shipyard, with advances on construction contracts.

Terms and conditions: in 2011, six ships were delivered for a total of €11.6 million. As at December 31, 2011, orders in progress covered six ships for a total amount of €13.6 million, resulting in the payment of advances totaling €10.6 million.

3. With SEAS

Nature and purpose: ship orders from SEAS, with advances on construction contracts.

Terms and conditions: in 2011, five ships were delivered, for a total amount of €8.8 million. As at December 31, 2011, orders in progress covered five ships for a total amount of €4.5 million, resulting in the payment of advances totalling €2.4 million.

4. With PIRIOU

First agreement

Nature and purpose: ship orders from PIRIOU, S.A.S., with advances on construction contracts.

Terms and conditions: no ships were delivered in 2011. As at December 31, 2011, the sole order in progress involved one ship for a total amount of €4.1 million, resulting in the payment of advances totaling €3.5 million.

Second agreement

Nature and purpose: order for 42 rescue boats, with an option to buy 40 additional units from PIRIOU, S.A.S., for a total estimated amount of €8 million. These rescue boats are intended to be installed aboard the ships ordered by your Group and currently in the process of being built.

Terms and conditions: as at December 31, 2011, the 42 rescue boats initially planned were ordered for €4.9 million, resulting in the payment of advances totaling €1.2 million.

Third agreement

Nature and purpose: study to be entrusted to PIRIOU for the design of four FSIVs with updated and improved functionalities compared to those on the current FSIVs making up the fleet.

Terms and conditions: the study resulted in a firm order with SEAS shipyards in the first half of 2011, at a unit price of €6.4 million. For each of the four ships ordered, BOURBON benefits from a guarantee from PIRIOU, the holding company of the PIRIOU Group to which SEAS belongs, in order to secure repayment of the initial advances paid, for a total amount of €5.6 million as at December 31, 2011.

5. With JACCAR HOLDINGS, S.A.

Nature and purpose: management services agreement entered into with JACCAR HOLDINGS, S.A.

Terms and conditions: the pre-tax amount of services invoiced for FY 2011 consists of a fixed portion of €360,000. The sum of €392,000 was also invoiced for the 2010 variable portion (1% of the consolidated net income-Group share; this variable portion was capped at €500,000).

6. With MARINE, S.A.S.

Nature and purpose: management services agreement entered into with MARINE, S.A.S.

Terms and conditions: the amount, excluding taxes, of the services invoiced, in respect of fiscal year 2011, is €150,000.

7. With CROWN HEATHER, Ltd., subsidiary of the SINOPACIFIC group

Nature and purpose: orders for four "SPA 80" offshore ships from CROWN HEATHER, Ltd., for a total amount of USD 71.2 million.

Terms and conditions: this order gave rise to the payment of advances totaling €10.6 million as at December 31, 2011, fully covered by an advance payment bank guarantee issued at the request of ZHEJIANG SHIPBUILDING CO, LTD, to CROWN HEATHER LTD, which transferred it to BOURBON.

8. With CROWNSHIP, Ltd. and ZHEJIANG SHIPBUILDING, Co, subsidiaries of SINOPACIFIC

Nature and purpose: conclusion of a framework agreement with BOURBON OFFSHORE,subsidiary of BOURBON, S.A. for 62 ships, (including the four "SPA 80" offshore ships mentioned above), to be delivered between 2012 to 2014, for a total amount of approximately USD 1 billion.

Terms and conditions: under this agreement, orders in progress as at December 31, 2011 involved 38 ships for a total amount of USD 727.6 million and resulted in the payment of advances totaling €120.0 million, fully covered by advance payment guarantees. For each ship, the first two advances are covered by a corporate guarantee from SINOPACIFIC that will be replaced by a bank guarantee for payment of the third advance, issued at the request of ZHEJIANG SHIPBUILDING CO, LTD, to CROWN HERA LTD, which transferred it to BOURBON.

9. With CROWNSHIP, Ltd, subsidiary of SINOPACIFIC

Nature and purpose: as part of a USD 400 million loan that the China Exim Bank has agreed to make available to CROWNSHIP, Ltd, subsidiary of SINOPACIFIC, BOURBON, SA has been requested to provide a loan repayment guarantee to China Exim Bank; this guarantee would take effect as of the signature date of the loan and would end upon delivery of the ships financed by the loan.

Terms and conditions: this guarantee came into effect on November 16, 2011. As at December 31, 2011, the amount drawn down by SINOPACIFIC group companies, and covered by this guarantee, was USD 47.2 million.

SECURITIES, ENDORSEMENTS AND GUARANTEES

Securities and guarantees for an authorized total of €30,000,000 were granted by the Board of Directors at its meeting of August 29, 2011.

No other securities were issued during the year.

Lyon and Marseille, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants	
Alexandre BRISSIER	Hugues DESGRANGES

REPORT OF THE CHAIRMAN

6

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 144

STATUTORY AUDITORS' REPORT, PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF FRENCH COMPANY LAW (*CODE DE COMMERCE*) ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF THE COMPANY BOURBON (YEAR ENDED DECEMBER 31, 2011) 152

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, 2011;
- 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 updated in April 2010 (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:

- assessment of the independence of 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.

In accordance with the recommendations of the AMF working group on Audit Committees, the Audit Committee, following its session on February 29, 2012, examined this report before publication. This report was also approved by the Board of Directors on March 5, 2012.

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

At December 31, 2011, the Board of Directors is composed of ten Directors, who bring to it different backgrounds and complementary experiences:

- **Jacques d'Armand de Chateauvieux:** Chairman of the Board of Directors;
- **Christian d'Armand de Chateauvieux:** Director;
- **Henri d'Armand de Chateauvieux:** Director, Member of the Nominating, Compensation and Governance Committee;
- **Guy Dupont:** independent Director, Member of the Nominating, Compensation and Governance Committee;
- **Marc Francken:** independent Director, Chairman of the Nominating, Compensation and Governance Committee; Chairman of the Audit Committee;
- **Baudouin Monnoyeur:** Director;
- **Christian Munier:** Director, Member of the Audit Committee;
- **Agnès Pannier-Runacher:** independent Director, Member of the Audit Committee;
- **Philippe Sautter:** independent Director, Member of the Nominating, Compensation and Governance Committee;
- **Ms. Vo Thi Huyen Lan:** Director.

Since August 24, 2009, the Board of Directors has received the assistance of a non-voting member, as permitted under the bylaws, in the person of Dominique Senequier, previously a Director.

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: three terms of office will end at the time of the General Meeting convened to rule on the financial statements for the year ended December 31, 2011; two terms of office will end with the General Meeting convened to rule on the financial statements for the year ended December 31, 2012; and five terms of office will end with the General Meeting convened to rule on the financial statements for the year ended December 31, 2013.

There are two foreign Directors. Women make up 20% of the Board of Directors (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 will reach and maintain a proportion of women of at least 20% within three years and at least 40% by 2017.

During 2011, the terms of office of Christian d'Armand de Chateauvieux, Henri d'Armand de Chateauvieux, Guy Dupont, Baudouin Monnoyeur and Christian Munier were renewed.

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 are listed in section 3.2 of the management report.

Evaluating the independence of the Directors

In accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors, in its March 5, 2012 meeting, on the recommendation of its Nominating, Compensation and Governance Committee, reviewed the qualifications of each of its members in terms of independence. The Board chose to follow the criteria of the AFEP-MEDEF Code, recommending that no Director:

- 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. The Board prefers to prioritize the competence and experience of Directors and thorough knowledge of the Group, assets which are not a potential source of conflicts of interests between the Directors and the Company.

Regarding the foregoing criteria, the Board of Directors has ascertained the independence of four Directors: Agnès Pannier-Runacher, Guy Dupont, Marc Francken and Philippe Sautter. Independent Directors thus make up one third of the composition of the Board, as 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, 2011, 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 regulated 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 date, there is no service contract in existence binding a Director or member of Management to the Company or to any of its subsidiaries and providing for the granting of benefits under the terms of the contract.

1.2 *Modus operandi* of the Board of Directors

The Board of Directors has its own internal regulations 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.

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.

1.2.1 Missions

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.

Every year, the Board of Directors examines and approves the annual budget and the medium term strategic plan.

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 examines and approves beforehand all acquisition or divestment operations in any amount above €100 million.

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 apprised of their attainment.

The Board of Directors reviews and approves the information published in the Registration Document by the Company on its corporate governance practices and structures.

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 Organization of the work of the Board of Directors

The Chairman organizes and directs the work of the Board of Directors. He provides the General Meeting with a report and executes its decisions. He supervises the proper functioning of the Company's administrative bodies and ensures that the Directors are in a position to perform their mission.

The Group's Executive Committee, composed of the Chief Executive Officer, Christian Lefèvre, and the Executive Vice Presidents of BOURBON, Laurent Renard and Gaël Bodénès, meets twice a month, and in particular, before each meeting of the Board of Directors. This committee prepares for decisions by the Board of Directors, particularly concerning strategic lines, investments and the annual operating budget.

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 Directors also receive all information on significant events in the Company.

The minutes of the meetings of the Board of Directors are drafted at the end of each meeting and sent promptly to all the Directors. 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.

In 2011, the Board of Directors met four times (on March 14, June 1, August 29 and December 5). The meetings lasted an average of four hours. The attendance rate was 90% against 88% in 2010.

The following issues were discussed in the meetings of the Board of Directors:

- current management follow-up: examination of financial statements, reports from the committees, reports on current major accounts, recognition of a capital increase from the exercise of stock subscription options and the awarding of bonus shares, preparations for the Annual General Meeting;
- major guidelines follow-up: the Group's development strategy, monitoring of investments under the "BOURBON 2015 Leadership Strategy" plan, sale of assets, financing strategy;
- functioning of the administrative bodies: definition of tasks to be performed by the Board or the executive management, setting of compensation for corporate officers, appointments, assessment, rules of corporate governance, employee shareholding, allocation of stock options;
- decision in terms of regulated agreements, in particular, review and authorization of any orders placed with shipyards under regulated agreements. This review is done outside the presence of the Directors concerned. Decisions on regulated agreements are made after a review of the issues prepared by the Chief Operating Officer. These decisions take into account factors reflecting 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 compiled a written assessment of its operations during 2011, with a view to:

- reviewing its *modus operandi*;
- checking that important issues are appropriately prepared and discussed;
- measuring the actual contribution of each Director to the work of the Board and his or her involvement in deliberations.

The findings of this assessment were discussed by the Board on March 5, 2012.

1.5 The specialized committees of the Board of Directors

The Board of Directors is assisted in its task by two specialized committees: the Audit Committee and the Nominating, Compensation and Governance Committee.

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 ruling 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 mid-year 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;
- three times a year, it examines the financial commitments with shipyards under regulated agreements.

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 appoints its Chairman from among its members. 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 in its March 10, 2010 meeting.

The committee is currently composed of three people from which two independent Directors, complying with the proportion of at least two thirds recommended by AFEP-MEDEF in controlled companies:

- Marc Francken, independent Director, Chairman of the committee;
- Agnès Pannier-Runacher, independent Director;
- Christian Munier.

Its members all have recognized skills in finance and accounting.

It should be noted that the committee is assisted by an external consultancy firm.

The Audit Committee meets with and questions the Statutory Auditors, the General Management, the Finance Department, the Internal Auditing Department or any other person in the management whenever it deems necessary.

Regarding the review of the financial statements by the Audit Committee, it has been decided to respect a minimum period of time 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 the Audit Committee.

The Audit Committee reviewed the findings of its assessment at its meeting held on December 1, 2011.

Work of the Audit Committee

The Audit Committee met three times in 2011. 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 2010 and the 2011 semi-annual accounts;
- reviewed the risk mapping;
- reviewed related party agreements;
- assessed the management of the foreign exchange risk;
- reviewed the financial strategy and followed up on its implementation;
- followed up on the progress of the “Horizon 2012” plan and the “BOURBON 2015 Leadership Strategy” plan;
- followed up on the progress of the assignments being carried out by the Internal Auditing Department.

Furthermore, in its August 21, 2011 meeting, the Audit Committee interviewed the Group's Director of Internal Auditing.

1.5.2 Nominating, Compensation and Governance Committee

The mission of the Nominating, Compensation and Governance Committee is to:

- examine all proposals for nomination to a position as a member of the Board of Directors or to any position as a corporate officer and to formulate an opinion on those proposals and/or a recommendation to the Board of Directors;
- make recommendations to the Board of Directors 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;
- ensure there is a succession plan for the members of the management team.

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 four members three of whom are independent Directors:

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

The Nominating, Compensation and Governance Committee adopted internal regulations in its March 15, 2010 meeting.

Work of the Nominating, Compensation and Governance Committee

The committee met twice in 2011 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;
- 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;
- the allocation of stock options to corporate officers and the associated performance criteria;
- a review of the succession plan for the Company's brightest talents;
- change in governance and separation of the duties of Chairman and Chief Executive Officer.

1.6 Principles and rules for determining the compensation of corporate officers

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. 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.
- 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 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 conveyed 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 11 members representing the Group's central functions as well as the heads 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 activity of the Group is organized around two **activities**:

- Marine Services Activity;
- Subsea Services Activity.

Each activity 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 semi-annual 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 Committee

The purpose of this committee is to ensure the quality of internal control within BOURBON and supervise its internal audit activities:

- approval of the annual audit plan, review of the reports issued and follow-up on the progress of the action plans implemented following the recommendations by internal audit;
- review and evaluation of procedures for internal control, the risk management system and internal audit functioning.

The Internal Control Committee is made up of the members of the Executive Committee and the Senior Vice President in charge of the fleet.

2.4.3 Internal Audit Department

At December 31, 2011, BOURBON's Internal Audit Department, established in 2002, is staffed by three Auditors.

The general mission of the Internal Audit Department is, to apply a systematic and methodical approach in order to give a reasonable assurance of the relevance and effectiveness of the internal control system within BOURBON and to enhance these qualities through its recommendations.

The scope of the department's authority extends to all BOURBON subsidiaries and activities. The Internal Audit Department carries out its duties totally independently from the other audited units, and complies with the IIA ("Institute of Internal Auditors") Code of Ethics.

An internal audit charter has been established to define and generally communicate within BOURBON what an internal audit involves: mission, organization and reporting hierarchy, powers and responsibilities, rules of conduct and competence, methodology.

The internal audit missions are conducted according to an annual plan approved by the Internal Control Committee. The audit plan is drafted on the basis of a preliminary analysis aimed at identifying and evaluating the risks, activities, processes and critical functions. This audit plan takes account of BOURBON's expansion, in particular internationally.

The Internal Audit Department regularly checks the compliance of the general policies and procedures listed above.

2.4.4 The operational audit

The Group's HSE (Health, Safety and Environment) managers, the referring officers and the Quality Department ensure through regular audits in the operating units the control and effectiveness of the system and the proper application of the 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.

2.4.5 Quality

The Quality Department is responsible for seeing to it that an integrated quality management system is set up and maintained. It is responsible for the efficiency and effectiveness of the processes of the management systems, for the interface among them and for evaluating them to make certain they are in line with the Group's strategy.

2.4.6 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.

2.5 Risk mapping and management

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. In this spirit, in 2005, under the auspices of the Internal Audit Committee, steps were taken to draw up a "risk map".

A dedicated team was assembled within the Group. It prepared as thorough as possible an inventory of risks together with the associated checks.

These risks are broken down into categories by type, evaluated and arranged in order of possible frequency (from frequent to improbable) and potential impact (negligible to catastrophic) requiring the immediate implementation of an action plan by a crisis unit.

The risk map is regularly updated and discussed in the Executive Committee, and presented annually to the Audit Committee and the Board of Directors. The risk map was updated once in 2011 in order to respond to the results of action plans implemented in 2011 and changes that have occurred in the evaluation of certain risks.

The type and order of priority of these risks are considered strategic and confidential. Nevertheless, the principal risks and ways in which they are managed are formally reported in the “Risk Management” section of the management report.

2.6 Conclusion

This range of actions should help establish an increasingly high level of internal control at BOURBON entities.

The control environment and the control system described above are not static and BOURBON’s Management keeps abreast of changes in this area and regularly looks for ways of improving its internal control system.

3. POWERS OF THE CHIEF EXECUTIVE OFFICER

I hereby inform you that no limitation has been placed on the powers of the Chief Executive Officer. The Executive Vice Presidents have the same powers as the Chief Executive Officer, in accordance with the bylaws.

Chairman of the Board of Directors

STATUTORY AUDITORS' REPORT, PREPARED IN ACCORDANCE WITH ARTICLE L. 225-235 OF FRENCH COMPANY LAW (*CODE DE COMMERCE*) ON THE REPORT PREPARED BY THE CHAIRMAN OF THE BOARD OF DIRECTORS OF THE COMPANY BOURBON (YEAR ENDED DECEMBER 31, 2011)

To the Shareholders,

In our capacity as Statutory Auditors of BOURBON and in accordance with Article L. 225-235 of French company law (*Code de Commerce*), we hereby report on the report prepared by the Chairman of your company in accordance with Article L. 225-37 of French company law (*Code de Commerce*) for the year ended December 31, 2011.

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 French company law (*Code de Commerce*), particularly 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 French company law (*Code de Commerce*), it being specified that we are not responsible for verifying the fairness of these 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 company law (*Code de Commerce*).

OTHER DISCLOSURES

We hereby attest that the Chairman's report includes the other disclosures required by Article L. 225-37 of French company law (*Code de Commerce*).

Lyon and Marseille, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants	
Alexandre BRISSIER	Hugues DESGRANGES

OTHER LEGAL AND FINANCIAL INFORMATION

7

GENERAL INFORMATION ON BOURBON SA AND ITS CAPITAL 154

TRADEMARKS, LICENSES, PATENTS, REAL PROPERTIES, PLANT AND EQUIPMENT 162

NOTICE OF GENERAL MEETING 164

PROPOSED RESOLUTIONS TO BE PUT TO THE COMBINED GENERAL MEETING 165

STATUTORY AUDITORS' REPORT ON THE PROPOSED DECREASE IN SHARE CAPITAL 171

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES WITH RETENTION OF PREFERENTIAL SUBSCRIPTION RIGHT 172

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS 173

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES WITH RETENTION OF PREFERENTIAL SUBSCRIPTION 174

ANNUAL INFORMATION DOCUMENT 175

PERSONS RESPONSIBLE FOR THE REGISTRATION DOCUMENT AND THE AUDITING OF THE FINANCIAL STATEMENTS 177

CONCORDANCE TABLES 178

GENERAL INFORMATION ON BOURBON SA AND ITS CAPITAL

1. INFORMATION ABOUT THE COMPANY

Corporate name: BOURBON.

Corporate office: 33 rue du Louvre – 75002 Paris.

Date of incorporation of the Company: December 2, 1948.

Legal form and governing law: Incorporated Company (*Société anonyme*) with a Board of Directors, governed by the French Commercial Code, BOURBON is a French Company.

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.

Location 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 corporate 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 or declarations of intent to cross shareholding thresholds. Pursuant to Article L. 233-7 of the French Commercial Code (amended by law No. 2010-1249 of October 22, 2010), Article R. 233-1-1 of the new French Commercial Code (amended by the decree of May 19, 2009) and Article 223-14 of the Regulations of the *Autorité des marchés financiers* (amended by the order of July 27, 2009),

- when the shares of a Company with its corporate office in the French Republic are admitted for trading on a registered market of any state that is party to the agreement on the European Economic Space or on a financial instruments market admitting for trading shares that can be registered in an account with an authorized intermediary mentioned in Article L. 211-3 of the French Monetary and Financial Code (*Code monétaire et financier*), any individual or legal entity, acting alone or with others, who owns a number of shares representing more than one twentieth, one tenth, three twentieths, one fifth, one fourth, one third, half, two thirds, eighteen twentieths or nineteen twentieths of the capital and/or voting rights in the Company shall inform the Company at the latest before the close of trading of the fourth trading day following the date the ownership threshold is crossed;
- the information cited above shall also be given before the same deadlines whenever the percentage of capital or voting rights owned falls below the aforementioned thresholds;
- the person required to provide the information shall specify the number of shares owned that give access in the future to the capital and voting rights attached thereto;
- the person required to provide the information shall also inform the *Autorité des marchés financiers* ("AMF") by filing his or her declaration with the AMF before the close of trading, no later than the fourth trading day after the ownership threshold is crossed.

Failure to comply with this requirement shall be punishable under Article L. 233-14 of the French Commercial Code.

The person required to provide the information is bound to declare, when the threshold is crossed by one tenth, three twentieths, one fifth or one quarter of the capital and/or voting rights, the objectives he/she intends to pursue in the next six months.

This declaration shall be addressed to the Company whose shares were acquired and it must reach the *Autorité des marchés financiers* at the latest before the close of trading of the fifth trading day following the day the ownership threshold is crossed, resulting in the application of this article.

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 share capital; 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, page 52).

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, 2011, the figures for the parent Company, BOURBON SA, and its main subsidiaries are listed below:

Consolidated values (except dividends) *(in € millions)*	Bourbon Offshore Surf	Sonasurf Internacional Ship.	Bourbon Offshore Interoil Ship.	Bourbon Ships AS	Bourbon Supply Invest.	Bourbon Supply Asia	Bourbon Maritime	BOURBON SA (listed company)
Revenues	149.1	213.9	155.3	49.9	0.9	7.4	0.0	-
Net property, plant and equipment	221.8	0.1	1.2	333.1	249.3	101.3	7.5	-
Financial debt (excl. Group)	66.8	-	-	219.0	31.8	22.3	905.1	-
Cash and cash equivalents	0.6	6.5	2.0	27.3	0.0	2.3	0.6	1.1
Dividends paid during the year returning to the listed Company	-	-	-	-	-	-	100.0	-

Aside from the parent company (BOURBON SA), the companies presented are the most representative of their respective activities:

- for operating companies: Bourbon Offshore Surf, Sonasurf Internacional Shipping, Bourbon Offshore Interoil Shipping Navegação, Bourbon Ships AS, Bourbon Supply Asia and Bourbon Supply Investissements which alone account for nearly 57% of the Group's revenues. The Group's remaining revenues are earned by 41 operating companies;
- for shipowning companies: Bourbon Offshore Surf, Bourbon Ships AS, Bourbon Supply Investissements and Bourbon Supply Asia, these four companies representing 28% of the Group's net property, plant and equipment. The other property, plant and equipment are owned by 125 companies, shipowning being the sole activity (mainly tax vehicles) for 77 of them;
- for companies with a financing activity: Bourbon Offshore Surf, Bourbon Ships AS, Bourbon Supply Investissements, Bourbon Supply Asia and Bourbon Maritime, which account for nearly 57% of the Group's debt. The remaining financial debt is carried by 48 companies, shipowning being the sole activity (mainly tax vehicles) for 21 of them. In general, transactions between members of the Group are managed by our 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.

The BOURBON share was admitted to the SBF 120 index in September 2005. It has been included in the Dow Jones Euro Stoxx 600 index since December 19, 2005.

BOURBON was admitted for trading on Euronext Paris, as from January 2006, in capitalization compartment A of 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 Share capital

As of December 31, 2011, the number of shares (all of the same class) and theoretical voting rights amounted to 67,781,535. The amount of the capital stock on that date totaled €43,055,075.

During 2011, more than 46.2 million shares of BOURBON stock were traded on the NYSE Euronext Market.

As of December 31, 2011, the Company's market capitalization amounted to €1,444 million for a latest price listed of €21.30 compared with €2,136 million as of December 31, 2010.

According to the criteria "number of shares traded", "capital", "rotation rate" and "market capitalization", depending on the month, BOURBON ranked between number 50 and number 90 among the companies listed on Euronext Paris.

As of December 31, 2011, there were 1,060 employee shareholders holding stock through the FCPE "Bourbon Expansion" for 548,667 shares, or 0.81% of the capital.

In the Combined General Meeting of August 23, 2004, double voting rights were eliminated. Moreover, with the exception of treasury shares (2,710,946 shares as of December 31, 2011), no shares have limited voting rights.

2.2 Position with regard to stock option plans for new and/or existing shares

The table below shows all the information related to stock option plans for new and/or existing shares granted by the Company, in force as of December 31, 2011.

	05.25.2000		05.30.2008		06.01.2011	
Meeting date	**Plan No. 5 (1)**	**Plan No. 6 (1)**	**Plan No. 7 (1)**	**Plan No. 8 (1)**	**Plan No. 9**	**Total**
Date of Board Meeting	12.04.2006	12.10.2007	12.08.2008	08.24.2009	12.05.2011	
Start date for exercising options	12.04.2010	12.10.2011	12.08.2012	09.24.2013	12.05.2015	
Expiration date	12.03.2012	12.09.2013	12.07.2014	09.23.2015	12.04.2017	
Original number of beneficiaries	60	681	50	895	1,153	
Total number of stock subscription or purchase options:	57,499	1,561,626	43,076	2,126,850	2,535,500	
a) Corporate officers in this capacity at the time granted		96,800 (2)		99,000 (3)(2)	150,000 (3)(2)	
- Incl. Jacques de Chateauvieux						
- Incl. Christian Lefèvre		48,400		49,500	65,000	
- Incl. Gaël Bodénès					35,000	
- Incl. Laurent Renard		48,400		49,500	50,000	
b) Top ten employee beneficiaries	26,354	211,750	21,296	235,400	201,000	
Subscription or purchase price	€30.09	€36.35	€17.36	€28.73	€20.00	
Discounts granted	5%	no	No	no	no	
Options exercised as of 12.31.2011	532 (4)	-	-	-	-	
Options cancelled or voided as of 12.31.2011	12,245	268,015	8,954	131,780	-	
Options remaining to be exercised as of 12.31.2011	44,722	1,293,611	34,122	1,995,070	2,535,500	**5,903,025**

(1) Numbers of options and exercise prices are adjusted values, as required under applicable regulations, following operations on the BOURBON share.

(2) Exercise terms for corporate officers from the December 2007 allocations, by decision of the March 10, 2008 Board of Directors' meeting: mandatory retention of 20% of the options exercised for the duration of their position.

(3) Options related to performance conditions (see management report – section 3.3.3.2, page 34).

(4) In accordance with the terms of the plan.

2.3 Position with regard to granting of bonus shares

At its August 27, 2007 meeting, the Board of Directors decided to grant bonus shares to the employees of the Company or of any company in the Group on November 1, 2007. These shares were acquired (on the condition that at the expiry of the acquisition period, the beneficiary is an employee of the Company or of any company in the Group):

- by beneficiaries who were French residents on November 2, 2009, with a required retention period of two years;
- by beneficiaries who were not French residents on November 2, 2011.

The table below sets out a summary of this allocation of bonus shares by the Company as of December 31, 2011:

Meeting date	May 29, 2007
Allocation date	November 2, 2007
Number of shares originally granted (1)	201,054
Of which to corporate officers	-
Shares issued	130,790
Options canceled or voided as of 12.31.2011 (2)	70,264
Potential number of shares to be issued on 12.31.2011	-

(1) Numbers of shares are adjusted, as required under applicable regulations, following operations on the BOURBON share.
(2) In accordance with the terms of the plan.

As of December 31, 2011, there were no other bonus share plans.

2.4 Potential capital dilution as of December 31, 2011

The table below shows an assessment of the Company's potential capital dilution resulting from the conversion or exercise of shares giving access to any outstanding capital in the Company as of December 31, 2011 (stock subscription options).

	Allocation date	Maturity		Number of potential shares	Potential dilution	Capital stock *(in shares)*
		Start	End			
Number of shares as of December 31, 2011						**67,781,535**
Stock subscription options	12.04.2006	12.04.2010	12.03.2012	44,722	0.07%	
Stock subscription options	12.10.2007	12.10.2011	12.09.2013	1,293,611	1.91%	
Stock subscription options	12.08.2008	12.08.2012	12.07.2014	34,122	0.05%	
Stock subscription options	09.24.2009	09.24.2013	09.23.2015	1,995,070	2.94%	
Subscription or purchase options	12.05.2011	12.05.2015	12.04.2017	2,535,500	3.74%	
Total stock subscription options				**5,903,025**	**8.71%**	
POTENTIAL CAPITAL AS OF DECEMBER 31, 2011						**73,684,560**

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			Total amount of capital *(in €)*	Total number of shares
		Amount of capital increase *(in €)*	Number of shares	Issue and merger premium *(in €)*		
06.03.2009	Allotment of 1 new share for 10 old shares	3,522,922	5,546,130	(3,522,922)	38,752,143	61,007,432
06.03.2009	Exercise of stock options between January 1, 2009 and June 3, 2009	21,520	33,880	568,854	38,773,663	61,041,312
12.07.2009	Bonus shares granted to employees and stock options exercised between June 3, 2009 and December 7, 2009	84,998	133,814	908,109	38,858,661	61,175,126
12.31.2009	Stock options exercised between December 7, 2009 and December 31, 2009	7,687	12,100	203,169	38,866,348	61,187,226
03.15.2010	Bonus shares granted to employees and stock options exercised between January 1, 2010 and March 15, 2010	2,081	3,278	29,546	38,868,429	61,190,504
12.06.2010	Stock options exercised between March 15, 2010 and December 6, 2010	113,143	178,121	4,211,924	38,981,572	61,368,625
12.31.2010	Stock options exercised between December 6, 2010 and December 31, 2010	104,123	163,920	3,012,900	39,085,695	61,532,545
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 of 1 new share for 10 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 (1)	14,454	22,756	545,457	43,055,075	67,781,535

(1) The March 5, 2012 meeting of the Board of Directors took official note of this capital increase.

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

Since the end of the last fiscal year

Following the transactions mentioned below, up to the registration date of the 2011 Registration Document and as far as the Company is aware, the companies Mach-Invest International and Monnoyeur SAS hold more than 5% of BOURBON's capital stock and the Jaccar Holdings company more than 25%.

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 voting rights. On that date, Jaccar Holdings held 17,647,033 BOURBON shares.

Jaccar Holdings also declared, on the same date:

- that it will continue acting 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 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 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 to Mach-Invest International.

Year 2010

On November 30, 2010, Mach-Invest International reported that it had acquired 1,650,000 shares.

On September 3, 2010, Cana Tera SAS, the parent company of Jaccar Holdings, reported that it had borrowed 38,500 BOURBON shares.

Year 2009

On March 24, 2009, following the acquisition of all of the BOURBON shares owned by the Jaccar Company (its 100% shareholder), Jaccar Holdings reported that it had risen above the 5%, 10%, 15% and 20% thresholds for capital stock and theoretical voting rights. It held 13,803,336 shares on that date.

2.7 Changes in the shareholder base

Shareholders	Position as of 12.31.2011			Position as of 12.31.2010			Position as of 12.31.2009		
	Number of shares	% of capital and theoretical voting rights	% of voting rights that may be exercised in the General Meeting	Number of shares	% of capital and theoretical voting rights	% of voting rights that may be exercised in the General Meeting	Number of shares	% of capital and theoretical voting rights	% of voting rights that may be exercised in the General Meeting
Jaccar *	16,816,707	24.81%	25.84%	15,222,168	24.74%	25.77%	15,183,668	24.82%	25.86%
Mach-Invest **	5,238,083	7.73%	8.05%	4,755,530	7.73%	8.05%	3,104,430	5.07%	5.29%
Monnoyeur SAS	3,623,789	5.35%	5.57%	3,294,354	5.35%	5.58%	3,294,354	5.38%	5.61%
Treasury shares	2,710,946	4.00%	-	2,456,430	3.99%	-	2,468,727	4.03%	-
Employees	548,667	0.81%	0.84%	514,423	0.84%	0.87%	534,132	0.87%	0.91%
Public	38,843,343	57.31%	59.69%	35,289,640	57.35%	59.74%	36,601,915	59.82%	62.33%
TOTAL	**67,781,535**	**100.00%**	**100.00%**	**61,532,545**	**100.00%**	**100.00%**	**61,187,226**	**100.00%**	**100.00%**

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

** *Mach-Invest: Mach-Invest SAS and Mach-Invest International, companies associated with Henri d'Armand de Chateauvieux.*

2.8 Distribution of capital and voting rights

Total number of shares (December 31, 2011)	67,781,535
Total number of theoretical voting rights (December 31, 2011)	67,781,535
Total number of voting rights exercisable in General Meetings (December 31, 2011)	65,070,589
Approximate number of shareholders (TPI shareholder identification procedure in January 2012)	45,000

Shareholders owning 5% or more of the capital and theoretical voting rights (December 31, 2011):

- more than 20%: Jaccar Holdings;
- more than 10%: None;
- more than 5%: Mach-Invest International and Monnoyeur SAS.

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: 41%.

As of December 31, 2011, the Company owned 2,710,946 shares (including 17,541 under the supervision and liquidity contract with the CIC), or 4% of the capital.

In addition, as of that same date, 1,060 employees owned 0.81% of the capital with 548,667 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)*
2010				
September	27.73	25.64	5,617,453	165.11
October	30.82	27.27	3,588,506	115.20
November	30.46	27.41	3,243,741	103.91
December	31.76	27.32	3,457,473	114.40
2011				
January	32.82	28.55	4,238,388	141.65
February	31.93	29.19	3,794,293	126.16
March	32.44	28.23	5,184,538	173.89
April	31.27	28.18	2,429,083	79.37
May	31.72	27.46	4,058,693	132.63
June	30.39	26.86	3,893,120	115.20
July	30.45	28.05	2,355,955	69.52
August	29.66	18.64	5,854,834	130.62
September	23.08	16.60	4,339,001	84.17
October	21.70	15.04	3,755,449	71.12
November	21.72	17.80	4,115,712	80.65
December	23.00	20.03	2,100,633	45.07
2012				
January	26.77	21.24	4,004,040	97.66
February	28.00	25.40	2,937,104	78.17

(1) For comparison purposes, the prices have been adjusted following the bonus share award of one new share for ten old shares held on June 1, 2011.
(2) High reached in intraday over the period.
(3) Low reached in intraday over the period.

TRADEMARKS, LICENSES, PATENTS, REAL PROPERTIES, 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 REAL PROPERTIES, PLANT AND EQUIPMENT

The fleet of vessels constitutes the major portion of the Group's property, plant and equipment. The vessels (including those under construction) account for nearly 99% of the net property, plant and equipment as of December 31, 2011. For 2011, the average utilization rate for the fleet in service was 84.2%. In 2011, the breakdown of the fleet was as follows:

	Marine Services						Subsea Services	
	Deepwater Offshore		Shallow water offshore		Crewboats			
	Per half year							
	H1 2011	H2 2011	H1 2011	H2 2011	H1 2011	H2 2011	H1 2011	H2 2011
Number of vessels (end of period)	70	70	85	91	251	257	17	18
Utilization rate [(1)]	87.50%	92.10%	87.50%	87.50%	80.80%	80.90%	94.20%	92.70%
Average daily rates (US dollar)	$18,994	$20,163	$12,821	$12,872	$4,319	$4,380	$32,117	$34,030
Availability rate	93.80%	93.90%	94.40%	95.70%	91.90%	90.30%	96.70%	96.70%

As of December 31, 2011, the fleet breaks down as follows:

Position as of December 31, 2011	Operating vessels	Average age	Average utilization rate *(%)* [(1)]
Marine Services			
Deepwater offshore vessels	70	7.5	89.8%
Shallow water offshore vessels	91	3.9	87.5%
Crewboats	257	5.8	80.9%
Total Marine Services	**418**	**5.7**	**83.8%**
Subsea Services			
IMR vessels	18	4.8	93.2%
TOTAL VESSELS	**436**	**5.6**	

(1) Utilization rate: over a period, number of days generating income divided by the number of calendar days.

BOURBON also has twelve ROVs with an average age of less than four years and a cement carrier delivered in 2009.

As of December 31, 2011, over 67% of offshore supply vessels were under long-term contracts, with the average residual duration of contracts for these vessels at 14.5 months.

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.

Based on the market values provided at December 31, 2011 and the net book value of offshore support vessels on this date, the unrealized capital gains stand at almost €1 billion.

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.

(1) In the industry, "long term" applies to commitments over six months. In practice, "long-term" contracts have terms of between two and three years, and sometimes include options to extend them for an additional one or two years.

3 VESSEL DELIVERIES AND FINANCING

BOURBON took delivery of 39 vessels in 2011:

- 1 deepwater offshore vessel;
- 15 shallow water offshore vessels;
- 22 crewboats;
- 1 IMR vessel.

The table below summarizes the number of vessel deliveries forecast for the period 2012 - 2015. It takes account of the fact that:

- BOURBON has still to take delivery of 18 vessels included in its "HORIZON 2012" investment plan;
- BOURBON has already taken delivery of 14 vessels included in the "BOURBON 2015 Leadership Strategy" plan.

The amounts given below are the estimated vessel values (excluding financing costs) expressed in millions of euro, and not the amounts disbursed on delivery (advance payments are made at different stages of construction).

		Deliveries expected in 2012	Deliveries expected in 2013	Deliveries planned for 2014-2015	TOTAL
Deepwater offshore vessels	Number	4	5	17	**26**
	Value (before financing costs)	€134 M	€94 M	€335 M	**€563 M**
Shallow water offshore vessels	Number	14	18	12	**44**
	Value (before financing costs)	€187 M	€201 M	€157 M	**€545 M**
Crewboats	Number	25	3	-	**28**
	Value (before financing costs)	€51 M	€21 M	-	**€72 M**
IMR vessels	Number	2	3	4	**9**
	Value (before financing costs)	€90 M	€135 M	€180 M	**€405 M**
TOTAL	**Number**	**45**	**29**	**33**	**107**
	Value (before financing costs)	**€462 M**	**€451 M**	**€672 M**	**€1,585 M**

"BOURBON 2015 Leadership Strategy" plan.

"BOURBON 2015 Leadership Strategy" program amount *	€1,538 billion / US$ 2 billion
Investments committed as of December 31, 2011	€1,012 billion
Amount paid as of December 31, 2011	€218 million
Rate of progress of the investment program	65%
Estimated maturity of the program in 2012	€230 million (excluding any additional orders)
Resources and financing	See paragraphs 2.4 and 4.4.2 of the management report. In order to diversify its financing sources, BOURBON has set a target of 25% market financing by 2015.

** Assuming a EUR/USD exchange rate of EUR 1 to USD 1.30*

4 REAL PROPERTY

As of December 31, 2011, the Group had access, either through a lease or through direct ownership, to the following real property:

Country	Location	Purpose	Legal status
France	**Paris**	**Head office**	**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
Nigeria	Lagos, Port Harcourt, Onne	Offices, logistics base, other	Ownership/Lease
Norway	Fosnavaag	Offices	Lease
Portugal	Funchal	Offices	Lease
Qatar	Doha	Offices	Lease
Singapore	Singapore	Offices	Lease
Switzerland	Nyon	Offices	Lease
Turkey	Ankara	Offices	Lease
Vietnam	Hô Chi Minh City	Offices	Lease

N.B.: real property 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. Simple 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. Simple leasing expenses related to administrative premises represent most of the Group's contractual obligations in this area.

NOTICE OF GENERAL MEETING

1 AGENDA OF THE ORDINARY GENERAL MEETING

- Directors' report and Group management report for the period closed on December 31, 2011;
- Chairman's report as required by Article L. 225-37 of the French Commercial Code;
- Special Directors' report on stock options, as required by Article L. 225-184 of the said Commercial Code;
- Statutory Auditors' report on the annual financial statements and consolidated financial statements;
- Statutory Auditors' special report on those agreements defined in Articles R. 225-38 *et seq.* of the said Commercial Code;
- Statutory Auditors' report on the internal control and risk management procedures relating to the compilation and processing of accounting and financial data;
- Approval of the annual financial statements for the period closed on December 31, 2011.
- Appropriation of net income for the year – decision concerning distribution of dividend;
- Approval of the consolidated financial statements for the period closed on December 31, 2011.
- Approval of regulated agreements and commitments mentioned in the related Statutory Auditors' special report;
- Setting of Directors' fees;
- Renewal of tenure for two Directors;
- Appointment of one Director;
- Authorization to be given to the Board of Directors to allow the Company to buy back its own shares as part of the share buyback program;
- Powers for filing and formalities.

2 AGENDA OF THE EXTRAORDINARY GENERAL MEETING

- Directors' report;
- Statutory Auditors' Reports;
- Authorization by the Board of Directors to reduce the authorized capital by cancellation of acquired shares;
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving access to company equity and/or conferring rights to the allocation of debt securities with retention of the shareholders' pre-emptive subscription right;
- Delegation of authority to be given to the Board of Directors to issue ordinary shares and/or securities giving access to company equity and/or conferring rights to the allocation of debt securities with elimination of the shareholders' pre-emptive subscription right;
- 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;
- Delegation of authority to the Board of Directors to increase the share capital in order to compensate contributions in kind of shares or securities giving access to company equity;
- Amendments to bylaws;
- Powers for filing and formalities.

PROPOSED RESOLUTIONS TO BE PUT TO THE COMBINED GENERAL MEETING

1 THOSE FOR THE ORDINARY GENERAL MEETING

First resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings and having heard the Directors' report, the Chairman's report and the Statutory Auditors' report, approves these reports in full, together with the balance sheet, profit and loss account (income statement) and notes thereto for the financial year closed on December 31, 2011, as presented, and all the transactions expressed in these accounts and summarized in the said reports.

Second resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings, adopts the Board's proposal and decides to appropriate the net income for the period as follows:

Profit for the year	98,315,087.14
Retained earnings	95,465,348.00
Total distributable	193,780,435.14
To be allocated to the legal reserve	3,969,380.77
Distribution of a dividend of €0.82 for each of the 67,781,535 shares comprising the capital stock	55,580,858.70
Balance to carry forward under Retained Earnings	134,230,195.67

The dividend thus set will be distributed as of June 8, 2012.

As regards the Company's purchase of its own stock, it may be noted that acquired shares do not yield dividend. The sum corresponding to this unpaid dividend will thus be carried forward as 'retained earnings'.

As provided for in Article 158-3-2° of the French General Tax Code, this dividend will entitle natural persons who are tax residents in France to a tax abatement of 40%, except in those cases where they have chosen the 21% levy at source option (*prélèvement libératoire*) rather than graduated income tax. Shareholders must indicate this choice to the financial institution holding their shares (or, failing this, to the Company) by the date of payment of the dividend at the latest.

Whatever the option decided on, shareholders are reminded that social contributions (CSG, CRDS, 3.4% social levy and supplementary contribution), currently representing 13.5% of the dividend, will be deducted at source upon payment of the dividend.

Legal persons are not entitled to this tax abatement.

No income is distributed under this meeting apart from the above-mentioned dividend, eligible or otherwise for the 40% rebate mentioned in Article 158, section 3, paragraph 2, of the French Tax Code.

Dividends distributed for the three preceding years were as follows:

	Number of shares at year end	Net dividend per share * *(in €)*	Total distributed *(in € thousand)* **
2008	55,461,302	0.90	47,904
2009	61,187,226	0.90	52,866
2010	61,532,545	0.90	53,170

* *Dividend entitling natural persons considered tax residents in France to 40% tax abatement under Article 158-3-2° of the French Tax Code.*
** *Treasury shares are not entitled to dividends.*

Third resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings and having heard the Directors' report on management of the Group and the Statutory Auditors' report on the consolidated accounts closed on December 31, 2011, approves these accounts as presented together with all the transactions expressed in these accounts and summarized in the said reports.

Fourth resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings and having heard the Statutory Auditors' special report, approves the report in full together with each of the new agreements mentioned therein.

Fifth resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings and having heard the Directors' report, decides to allow the Directors an overall sum of two hundred and forty thousand euros (€240,000) as fees for the financial year 2011 and subsequent periods.

Sixth resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings, notes that Ms. Agnès Pannier-Runacher's term of office as Director is coming to its end and decides to renew this tenure for a period of three years, *i.e.* until the close of the General Meeting held in 2015 to decide on the accounts for the financial year closed on December 31, 2014.

Seventh resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings, notes that Mr. Philippe Sautter's term of office as Director is coming to its end and decides to renew this tenure for a period of three years, *i.e.* until the close of the General Meeting held in 2015 to decide on the accounts for the financial year closed on December 31, 2014.

Eighth resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings, notes that Mr. Marc Francken's term of office as Director is coming to its end and decides to appoint Mr. Mahmud B. Tukur, residing at Flat 6A, Manuwa Court, Manuwa Street, Ikoyi, Lagos, Nigeria as replacement Director, for a period of three years, *i.e.* until the close of the General Meeting held in 2015 to decide on the accounts for the financial year closed on December 31, 2014.

Ninth resolution

The General Meeting, resolving under the conditions of majority and quorum required for Ordinary General Meetings and after having heard the Board's report and examined the description of the share buyback program, decides:

- to put an end to the current buyback program decided by the Combined General Meeting of June 1, 2011, under the terms of the fourteenth ordinary resolution;
- to adopt the following program and, for such purposes:

1) authorizes the Board of Directors, with powers of sub-delegation, in accordance with the stipulations of Articles R. 225-209 *et seq.* of the French Commercial Code, to purchase Company shares within the limit of 10% of the share capital, adjusted as the case may be to allow for possible increases or reductions of capital in the course of the program but never exceeding this ceiling of 10%, on condition that the maximum percentage of shares acquired by the Company as treasury stock and for later use as payment or exchange within the scope of a merger, corporate break-up or capital contribution plan be limited to 5% in compliance with applicable French legislation;

2) decides that shares may be purchased 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,
- canceling them, by way of equity reduction, as prescribed by law, subject to adoption of the eleventh ordinary resolution below;

3) decides that the maximum purchase price per share cannot exceed fifty euros (€50), excluding costs;

4) decides that the Board of Directors may nevertheless adjust the above-mentioned purchase price in the same proportions (coefficient of the ratio between the number of shares comprising the capital stock before the transaction and the number of shares after the transaction), in the event of any change in the par value of the shares, any increase of capital by capitalization of reserves and stock dividend, stock-split or consolidation of shares, any redemption of shares, reduction of capital, distribution of reserves or other assets or any other transactions affecting the shareholders' equity, in order to allow for the incidence of these operations on the share value;

5) decides that the maximum sum of funds set aside for this share purchase program cannot exceed three hundred and thirty-eight million, nine hundred and seven thousand, six hundred and fifty euros (€338,907,650);

6) decides that the shares can be purchased, on one or more occasions, by any means – and notably wholly or partially through transactions on the market or through purchase of blocks of stock and, as the case may be, through OTC transactions, public purchase offers or exchange offers, or by use of options or derivatives other than sale of put options in accordance with the AMF recommendation of November 19, 2009 – and at any times considered appropriate by the Board, including during public offers, within the bounds authorized by stock market regulations, and in the sole aim of respecting a commitment to deliver shares or of compensating an acquisition of assets by exchange and transfer of shares within the scope of an external growth operation already in progress upon launching of the public offer;

7) 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;

8) grants the Board of Directors full powers, with right of delegation, to, notably:

- implement the program, proceed with the transactions and set the terms and conditions thereof,
- place all orders on the stock exchange or between-dealer market,
- adjust the purchase price of shares to allow for the incidence of the above-mentioned operations on the share value,
- enter into any agreements, notably with a view to keeping registers of share purchases and sales,
- make any reports or declarations to the French Financial Market Authority (AMF) and any other organizations, including, in particular, the publication of details of the buyback program,
- proceed with all formalities;

9) decides that the present authorization shall be granted for a period expiring at the close of the Annual General Meeting called to vote on the accounts for the period ending on December 31, 2012 and, at all events, not exceeding eighteen (18) months as of the date of present meeting.

Tenth resolution

The General Meeting vests the bearer of an original or a copy of, or an extract from, the minutes of the present meeting with full powers to proceed with all legal or administrative formalities, to file all documents and to make all public announcements required by current legislation.

2 THOSE FOR THE EXTRAORDINARY GENERAL MEETING

Eleventh resolution

The General Meeting, resolving under the conditions of majority and quorum required for Extraordinary General Meetings, after having heard the Directors' report and the Statutory Auditors' special report:

1) authorizes the Board of Directors, as provided for under Article L. 225-209 of the French Commercial Code, on one or more occasions and in such proportions and at such times as it sees fit, to cancel all or some of the shares acquired by the Company under the various buyback authorizations granted by the General Meeting to the present or future Board of Directors, within the limit of 10% of the Company's share capital per period of twenty-four (24) months, and thereby to reduce the Company's capital accordingly;

2) authorizes the Board of Directors to charge the difference between the repurchase price of the shares canceled and their face value to all available accounts for premiums and reserves;

3) vests the Board of Directors with full powers, including that of sub-delegation, to proceed with this or these reduction(s) of capital, and notably to set the final amount of the reduction of capital, fix the terms and conditions thereof, note the final implementation of these reductions, order the corresponding accounting entries, proceed with the correlative amendment of the bylaws, accomplish all formalities, take any steps and file any declarations with respect to any institutions and, more generally, do whatever is necessary for these purposes;

4) sets the validity of the present authorization at eighteen (18) months as of the date of the present meeting.

Twelfth resolution

The General Meeting, resolving under the conditions of majority and quorum required for Extraordinary General Meetings, after having heard the Directors' report and the Statutory Auditors' special report, decides to delegate its authority to the Board of Directors to proceed with, in one or more operations and in such proportions and at such times as the Board considers appropriate, as provided for under Articles R. 225-129-2, L. 225-132 and L. 228-92 of the French Commercial Code, whether in France or elsewhere, for a period of twenty-six (26) months as of the date of the present meeting, with retention of shareholders' preferential subscription rights, the issuance of:

- ordinary shares, with or without Company share subscription warrants;
- any other securities giving immediate or subsequent entitlement, whether by subscription, conversion, exchange, repayment, presentation of a warrant, a combination of these methods or in any other way, to the allotment, at any time or at some fixed date, of ordinary Company shares which, for this purpose, have been or will be issued to represent a portion of the Company's capital;
- 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.

The General Meeting decides that the total nominal value of the shares which may be issued pursuant to this delegation may not exceed eight million euros (€8,000,000), excluding the nominal value of equity securities to be issued, as the case may be, by way of adjustment, as required by law, to preserve the rights of security holders.

Securities giving access to Company equity securities issued pursuant to this delegation may comprise debt securities or may be linked with the issuance of such securities or may allow their issuance as intermediary securities. They may be issued either in euros or in other currencies or in any monetary units created with reference to several currencies.

The nominal value of debt securities in the Company which may be issued may not exceed three hundred and fifty million euros (€350,000,000), or the equivalent of this sum in the case of issue in other currency or units set with reference to several currencies, at the date of the issuance decision.

The ceilings mentioned above are independent of all other ceilings set forth by the other resolutions of the present meeting.

The General Meeting authorizes the Board of Directors, in the event of excess demand, to increase the maximum ceiling of the capital increase(s) within a limit of 15% of the initial issue and the ceiling set forth by this resolution, as provided for under Articles R. 225-135-1 and R. 225-118 of the French Commercial Code.

In the case where the Board of Directors were to avail itself of this delegation of authority with regard to the issue of ordinary shares or securities giving access to company equity:

a/ decides that the issue or issues of ordinary shares or securities giving access to Company equity will be reserved in priority for shareholders able to subscribe on an irreducible basis;

b/ decides thatif the subscriptions on an irreducible and, as the case may be, reducible basis have not absorbed all of the issue mentioned in a/, the Board of Directors may use the following options:

- limit the amount of the issue to the amount of the subscriptions, provided that it reaches ¾ of the issue decided upon,
- freely allot all or part of the unsubscribed securities,
- offer all or part of the unsubscribed securities to the public.

The General Meeting takes due note of these provisions and decides, in case of need:

- that the present delegation includes authority for the Board of Directors to set the subscription price for shares and securities to be issued, within the bounds of legislation;
- that the present delegation of authority includes, by right and by operation of law, a waiver, in favor of holders of securities liable to be issued and giving access, immediately or subsequently, to the Company's equity securities, of the shareholders' preferential right of subscription to those equity securities to which the said securities may give entitlement.

The General Meeting decides, in accordance with law, that the Board of Directors will have full powers, with right of sub-delegation in favor of its Chief Executive Officer, under the terms and conditions set by law, to implement the present delegation of authority and determine the terms of issue, to safeguard the rights of holders of securities, to record the completion of the issues and to proceed with the correlative amendments to the bylaws, to charge, as it 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 stated capital after each increase and, more generally, to do whatever is necessary for these purposes.

For the case of issuance of securities entitling holders to apply for securities representing a portion of the Company's capital, within the scope of this present delegation, the General Meeting explicitly delegates authority to the Board of Directors to increase the share capital in accordance with the exercise of these rights.

This delegation, which replaces and cancels any previous delegation with the same purpose, is granted for a term of twenty-six (26) months.

Thirteenth resolution

The General Meeting, after having heard the Directors' report and the Statutory Auditors' special report and in accordance with the provisions of the French Commercial Code, specifically Article L. 225-136:

1. delegates its authority to the Board of Directors to proceed with, in one or more operations and in such proportions and at such times as the Board considers appropriate, on the French and/or international market, with reference to an offer referred to in part II of Article L. 411-2 of the French Monetary and Financial Code, either in euros or another currency or any other unit set with reference to several currencies, the issuance of:
   - ordinary shares,
   - and/or securities giving immediate or subsequent entitlement, at any time or at some fixed date, to ordinary Company shares, whether by subscription, conversion, exchange, repayment, 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 the present meeting;
3. the total nominal value of the ordinary shares which may be issued pursuant to this delegation may not exceed four million euros (€4,000,000), with the additional provision that it will be limited to 20% of the share 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 ceiling is independent of all ceilings set forth by the other resolutions of the present meeting.

   The nominal value of debt securities in the Company which may be issued pursuant to this delegation may not exceed two hundred million euros (€200,000,000).

This ceiling is independent of all ceilings set forth by the other resolutions of the present meeting;

4. decides to cancel shareholders' preferential right of subscription to ordinary shares and securities giving access to Company equity and/or debt securities referred to under 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. authorizes the Board of Directors, in the event of excess demand, to increase the maximum ceiling of the capital increase(s) within a limit of 15% of the initial issue and the ceiling set forth by this resolution, as provided for under Articles R. 225-135-1 and R. 225-118 of the French Commercial Code;
7. decides that if the subscriptions have not absorbed the entire capital increase, the Board of Directors may use any or all of the following options, in the order which it sees fit:
   - limit the amount of the capital increase to the amount of the subscriptions, provided that it reaches ¾ of the issue decided upon,
   - freely allot all or part of the unsubscribed securities;
8. decides that the Board of Directors will have all necessary powers, within the limits set out above, to set the terms of the issue or issues, as the case may be, to record the completion of the resulting capital increases, to proceed with the correlative amendments to the bylaws, to charge, as it 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 stated capital after each increase and, more generally, to do whatever is necessary for these purposes;
9. notes that the present delegation nullifies any previous delegation with the same purpose.

Fourteenth resolution

The General Meeting, after having heard the Directors' report and the Statutory Auditors' special report and in accordance with the provisions of Article L. 225-136-1°, paragraph 2 of the French Commercial Code, authorizes the Board of Directors, which decides on the issue of ordinary shares or securities giving access to Company equity pursuant to the thirteenth resolution of the present meeting and the twentieth resolution of the General Meeting of June 1, 2011, to waive, within the limit of 10% of share capital per year, the pricing conditions set out in the aforementioned resolutions and to set the issue price of equivalent equity securities to be issued according to the following terms:

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:

- the weighted average price of the Company share on the day before that on which the issue price is 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%.

Fifteenth resolution

The General Meeting, after having heard the Directors' and Statutory Auditors' reports and in accordance with Article L. 225-147 of the French Commercial Code:

1. authorizes the Board of Directors, based on the report of the capital contributions auditor (*Commissaire aux apports*), to proceed with the issuance of ordinary shares or securities giving access to ordinary shares in order to remunerate contributions in kind granted to the Company and consisting of equity securities or securities giving access to Company equity, where 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 the present meeting;
3. decides that the total nominal value of the ordinary shares which may be issued pursuant to this delegation may not exceed 10% of the share capital on the day of the present meeting, this amount being independent of all ceilings set forth by the other resolutions of the present meeting.

   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;
4. delegates full powers to the Board of Directors for the purpose of approving the appraisal of the contributions, to determine the resulting capital increase, to record its completion, to charge to the contribution premium, where applicable, all costs and duties incurred in connection with the capital increase, to deduct from the contribution premium the amounts necessary to bring the legal reserve to one tenth of the stated capital following each increase, to proceed with the correlative amendments to the bylaws, and to do whatever is necessary for these purposes;
5. dotes that the present delegation nullifies any previous delegation with the same purpose.

Sixteenth resolution

The General Meeting, after having heard the Directors' report, decides to update the bylaws, specifically:

- to bring Article 9 *bis* of the bylaws, "IDENTIFICATION OF HOLDERS OF SECURITIES", into alignment with the provisions of Article L. 228-2 of the French Commercial Code and to amend it as follows, the rest of the article remaining unchanged:

  "The Company is entitled, at any time and at its own expense, in accordance with current law and regulations, to ask the central depository to supply the name or, if the holder is a legal entity, the corporate name, nationality, year of birth or, if the holder is a legal entity, the year of incorporation and address of holders of securities that immediately or subsequently grant the right to vote at its meetings, together with the quantity of securities held by each of them and, where applicable, the restrictions that may apply to such securities.";

- to bring paragraph 7 of Article 17 of the bylaws, "AGREEMENTS BETWEEN THE COMPANY AND ANY OF ITS DIRECTORS OR GENERAL MANAGERS", concerning ordinary agreements, into alignment with the provisions of Article L. 225-39 of the French Commercial Code, as amended by law no. 2011-525 of May 17, 2011, and to amend it as follows, the rest of the article remaining unchanged:

  "Agreements relating to current operations and concluded under normal conditions are not subject to legal authorization and approval procedures."

Seventeenth resolution

The General Meeting vests the bearer of an original or a copy of, or an extract from, the minutes of the present meeting with full powers to proceed with all legal or administrative formalities, to file all documents and to make all public announcements required by current legislation.

STATUTORY AUDITORS' REPORT ON THE PROPOSED DECREASE IN SHARE CAPITAL

Extraordinary Shareholders' Meeting of June 1, 2012 (eleventh resolution)

To the Shareholders,

In our capacity as Statutory Auditors of your company and in accordance with the procedures provided for in Article L. 225-209 of the French Commercial Code (*Code de Commerce*) in the event of a decrease in share capital by cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed decrease in share capital.

Shareholders are requested to confer all necessary powers on the Board of Directors, during a period of eighteen months starting from the day of this meeting, to cancel, for up to a maximum of 10% of share capital by 24-month periods, the shares purchased by the Company pursuant to the buyback authorization, under the provisions of the above-mentioned Article.

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. Our procedures consisted in verifying the fairness of the reasons for and the terms and conditions of the proposed decrease in share capital, which does not interfere with the equal treatment of shareholders.

We have no comments on the reasons for and the terms and conditions of the proposed decrease in share capital.

Lyon and Marseille, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C
Cabinet Rousseau Consultants
Alexandre BRISSIER

Deloitte & Associés

Hugues DESGRANGES

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES WITH RETENTION OF PREFERENTIAL SUBSCRIPTION RIGHT

Extraordinary Shareholders' Meeting of June 1, 2012 (twelfth resolution)

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with the procedures provided for in Article L. 228-92 of the French Commercial Code (*Code de Commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide on the issue of ordinary shares in the Company, with or without share subscription warrants, any other marketable securities conferring entitlement, immediately or in the future, by subscription, conversion, exchange, redemption, presentation of a warrant, a combination of these means or in any other way, to the allocation, at any time or on a fixed date, of securities representing a share in the Company's capital and issued or to be issued for this purpose, and/or marketable securities conferring entitlement to the allocation of debt securities, a transaction on which you are asked to vote.

The maximum share capital increase likely to result from this issue amounts to €8,000,000. The nominal amount of debt securities likely to be issued under this delegation may not exceed €350,000,000.

This amount may be increased by up to a limit of 15% of the initial issue amount and the maximum amount under the terms and conditions set forth in the twelfth resolution.

Your Board of Directors proposes that, based on its report, you grant it, for a period of 26 months, the authority to decide on the issue of marketable securities with retention of your preferential subscription rights. Where necessary, the Board of Directors will determine the final terms and conditions of this transaction.

It is the Board of Directors' responsibility to prepare 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 quantified data extracted from the financial statements and on certain other information pertaining to these transaction provided 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. Such procedures consisted in verifying the contents of the Board of Directors' report relating to this transaction and the conditions in which the issue price of the equity securities to be issued shall be determinated.

Subject to the subsequent review of the terms and conditions of the issue that will be decided, we have no comments to make on the procedures for determining the issue price of the equity securities to be issued, as given in the Board of Directors' report.

As the final issue terms and conditions have not yet been determined, we do not express an opinion on the latter.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue an additional report, if necessary, when your Board of Directors uses this authorization.

Lyon and Marseille, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants	
Alexandre BRISSIER	Hugues DESGRANGES

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES WITH CANCELLATION OF PREFERENTIAL SUBSCRIPTION RIGHTS

Extraordinary Shareholders' Meeting of June 1, 2012 (thirteenth and fourteenth resolutions)

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with the procedures provided for in 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 proposed delegation of authority to the Board of Directors to decide on the issue, with cancellation of your preferential subscription rights, on one or more occasions, in the proportions and at the times it deems appropriate, on the French and/or international market, through an offer as defined in point II of Article L. 411-2 of the French Monetary and Financial Code, either in euros or in a foreign currency or in any other currency unit established with reference to several currencies, of:

- 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 conferring entitlement to the allocation of debt securities,

transactions on which you are asked to vote. The maximum share capital increase likely to result from this issue amounts to €4,000,000, it being specified that it will be limited to 20% of share capital *per annum*. The nominal amount of debt securities likely to be issued under this delegation may not exceed €200,000,000.

This amount may be increased by up to a limit of 15% of the initial issue amount and the maximum amount under the terms and conditions set forth in the thirteenth resolution.

Your Board of Directors proposes that, based on its report, you grant it, for a period of 26 months, the authority to decide on the issue of marketable securities with cancellation of your preferential subscription rights. Where necessary, the Board of Directors will determine the final terms and conditions of this transaction.

It is the Board of Directors' responsibility to prepare 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 quantified data extracted from the financial statements and on certain other information pertaining to these transaction provided 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. Such procedures consisted in verifying the contents of the Board of Directors' report relating to this transaction and the conditions in which the issue price of the equity securities to be issued shall be determinated.

Subject to the subsequent review of the terms and conditions of the issue that will be decided, we have no comments to make on the procedures for determining the issue price of the equity securities to be issued, as given in the Board of Directors' report.

As the final issue terms and conditions have not yet been determined, we do not express an opinion on the latter 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 issue an additional report, if necessary, when your Board of Directors uses this authorization.

Lyon and Marseille, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants	
Alexandre BRISSIER	Hugues DESGRANGES

STATUTORY AUDITORS' REPORT ON THE ISSUE OF SHARES OR MARKETABLE SECURITIES WITH RETENTION OF PREFERENTIAL SUBSCRIPTION

Extraordinary Shareholders' Meeting of June 1, 2012 (fifteenth resolution)

To the Shareholders,

In our capacity as Statutory Auditors of your Company and in accordance with the procedures provided for in Article L. 228-92 of the French Commercial Code (*Code de Commerce*), we hereby report to you on the proposed delegation of authority to the Board of Directors to decide on the issue of ordinary shares or marketable securities conferring entitlement to ordinary shares in order to pay for the benefits-in-kind granted to the Company and comprising equity securities or marketable securities conferring entitlement to capital when the provisions of Article L. 225-148 of the French Commercial Code are not applicable, a transaction on which you are asked to vote.

The maximum share capital increase likely to result from this issue may not exceed 10% of the share capital on June 1, 2012, the date of this Shareholders' Meeting.

Your Board of Directors proposes that, based on its report, you grant it, for a period of 26 months, the authority to decide on the issue of marketable securities with retention of your preferential subscription rights. Where necessary, the Board of Directors will determine the final terms and conditions of this transaction.

It is the Board of Directors' responsibility to prepare 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 quantified data extracted from the financial statements and on certain other information pertaining to these transaction provided 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. Such procedures consisted in verifying the contents of the Board of Directors' report relating to this transaction and the conditions in which the issue price of the equity securities to be issued shall be determinated.

Subject to the subsequent review of the terms and conditions of the issue that will be decided, we have no comments to make on the procedures for determining the issue price of the equity securities to be issued, as given in the Board of Directors' report.

As the final issue terms and conditions have not yet been determined, we do not express an opinion on the latter.

In accordance with Article R. 225-116 of the French Commercial Code, we will issue an additional report, if necessary, when your Board of Directors uses this authorization.

Lyon and Marseille, March 22, 2012

The Statutory Auditors

EurAAudit C.R.C	Deloitte & Associés
Cabinet Rousseau Consultants	
Alexandre BRISSIER	Hugues DESGRANGES

ANNUAL INFORMATION DOCUMENT

BOURBON PRESS RELEASES FROM JANUARY 1, 2011 THROUGH DECEMBER 31, 2011

The press releases or publications below are available on the website www.bourbon-online.com (under the heading "Medias – Press Releases" and "Investors") and/or on www.euronext.com.

Date	Description
January 4, 2011	2010 annual assessment of the liquidity contract.
January 6, 2011	Change in BOURBON's governance: Christian Lefèvre becomes Chief Executive Officer as of January 1, 2011. Jacques de Chateauvieux remains Chairman of the Board of Directors.
February 9, 2011	Annual revenues 2010. Confirmation of gradual recovery of BOURBON activity at the end of 2010 in an oil and gas sector experiencing a downturn. Group annual revenues up by 4.6% to €849.9 million. BOURBON revenues: Q4 2010 vs Q4 2009: +12.9%.
March 16, 2011	Annual Results 2010. Despite challenging conditions, the resilience shown by a 2010 EBITDA of €240.9 million, validates the pertinence of BOURBON's strategy. Net income, Group share of €39.2 million.
April 18, 2011	How to participate in the General Meeting.
May 11, 2011	Q1 2011 financial results. The recovery expected in the fourth quarter of 2010 was confirmed in the first quarter of 2011. Q1 2011 revenues: up 23.8% year-on-year, up 6.4% over the previous quarter.
June 1, 2011	Combined General Meeting and Decision of the Board of Directors of June 1, 2011.
June 28, 2011	CGGVeritas signs a fixed five-year marine charter agreement with BOURBON for six new seismic survey support vessels.
July 6, 2011	Semi-annual assessment of the liquidity contract.
August 10, 2011	First half 2011 revenues. An increase of utilization rate up to 84.7% in a recovering offshore market. +18.8% growth in half-year revenues to €482.7 million at current exchange rates.
August 31, 2011	First half 2011 financial report.
August 31, 2011	First half 2011 results. Sharp increase in EBITDA (+19.3% sequentially) to €142.1 million. Net loss, Group share of €21.4 million owing to the change in the dollar exchange rates, generating €30.5 million in net financial expenses.
November 10, 2011	Quarterly Financial Results. Revenue up +17% over nine months in line with the objectives of the BOURBON 2015 Leadership Strategy. Significant increase in daily rates in the third quarter follows previous quarter's upturn in utilization rates.

STRATEGIC AND FINANCIAL PRESENTATIONS

Documents available on the website www.bourbon-online.com (under the heading "Investors – Financial conferences – Strategic conferences – Market conferences").

Date	Description
March 16, 2011	Annual Results 2010.
April 24, 2011	Deepwater offshore activities require new, efficient and highly specified Offshore Supply Vessels. Presentation by Christian Lefèvre, CEO of BOURBON, during the *Deepwater Asia Congress* 2011 in Shanghai.
August 31, 2011	First half 2011 results.

REGISTRATION DOCUMENT

The Registration Document is available on the AMF website www.amf-france.org and on the website www.bourbon-online.com (under the heading "Investors – Publications – Annual Reports").

Date	Description
April 27, 2011	Registration Document 2010.

DECLARATIONS

Information available on the AMF website www.amf-france.org.

- Declaration of operations by management and related persons on the Company shares

Date	Description
January 27, 2011	Declaration of operations on the Company shares.
January 27, 2011	Declaration of operations on the Company shares.
May 24, 2011	Declaration of operations on the Company shares.
May 24, 2011	Declaration of operations on the Company shares.
August 17, 2011	Declaration of operations on the Company shares.
September 27, 2011	Declaration of operations on the Company shares.
October 6, 2011	Declaration of operations on the Company shares.
October 12, 2011	Declaration of operations on the Company shares.
October 12, 2011	Declaration of operations on the Company shares.

OWNERSHIP THRESHOLDS

Date	Description
May 17, 2011	Ownership thresholds.

INFORMATION PUBLISHED IN THE LEGAL GAZETTE (BALO)

The information published in the *Bulletin des annonces légales obligatoires* (BALO) is available on the official website: http://www.journal-officiel.gouv.fr/balo/.

Date	Description
April 27, 2011	Advance notice of the Combined General Meeting of June 1, 2011.
May 11, 2011	Notice of invitation to the Combined General Meeting of June 1, 2011.
June 22, 2011	Notice of no change to the annual and consolidated financial statements as of December 31, 2010. Statutory Auditors' statement on the annual financial statements as of December 31, 2010. Statutory Auditors' statement on the consolidated annual financial statements as of December 31, 2010.

PERSONS RESPONSIBLE FOR THE REGISTRATION DOCUMENT AND THE AUDITING OF THE FINANCIAL STATEMENTS

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 27, 2012

Chief Executive Officer

2 STATUTORY AUDITORS

Statutory Auditors

	Date first appointed	End of tenure
Deloitte & Associés Represented by Mr. Hughes 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 “Le CAT SUD” Building 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 9 villa Houssay 92200 Neuilly-sur-Seine	Appointedby the combined general meting 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 363 chemin de Leysotte 33140 Villenave-d’Ornon	Appointed by the Combined General Meeting of June 1, 2011	After the Ordinary General Meeting ruling in 2017 on the financial statements for the year ending December 31, 2016

CONCORDANCE TABLES

This Registration Document contains all components of the annual financial report (*Rapport Financier Annuel*) referred to in Articles R. 451-1-2 of the French Monetary and Financial Code and 222-3 of the Regulations of the *Autorité des marchés financiers*. You will find below the references to the extracts of the Registration Document corresponding to the various parts of the annual financial report.

	ANNUAL FINANCIAL REPORT	Registration Document
1.	Statement made by the persons responsible for the annual financial report	177
2.	Management report	16 to 59
3.	Financial statements	126 to 137
4.	Statutory Auditors' report on the financial statements	138 to 139
5.	Consolidated financial statements	62 to 121
6.	Statutory Auditors' report on the consolidated financial statements	122 to 123
7.	Fees paid to the Statutory Auditors and members of their networks	36
8.	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	144 to 151
9.	Statutory Auditors' report on the 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	152

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.

	Headings	Registration Document
1.	**Persons responsible**	
1.1	Person responsible for the Registration Document	177
1.2	Attestation by the person responsible for the Registration Document	177
2.	**Statutory Auditors**	177
3.	**Selected financial information**	4-6; 16-20
4.	**Risk factors**	37-47
5.	**Information about the issuer**	
5.1	History and development of the Company	
5.1.1	Corporate name and trade name	154
5.1.2	Place of registration and registration number	154
5.1.3	Date of incorporation and term	154
5.1.4	Corporate office, legal structure, applicable legislation	154
5.1.5	Events important for conducting activities	10; 16
5.2	Investments	
5.2.1	Main investments made over the last three years	4; 20; 65; 82-84
5.2.2	Main investments ongoing	20; 163
5.2.3	Main investments planned	13; 20; 163
6.	**Business overview**	
6.1	Main activities	12-13
6.2	Main markets	12-13; 14
6.3	Exceptional events	N/A
6.4	Extent to which the issuer is dependent on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes.	39; 162
6.5	Competitive position	16; 41; 50
7.	**Organizational structure**	
7.1	Description of the Group	11
7.2	List of major subsidiaries	116-121; 156

Headings		Registration Document
8.	**Real properties, plant and equipment**	
8.1	Major property, plant and equipment	82-84; 162-163
8.2	Environmental issue liable to affect the use of property, plant and equipment	42-42; 50
9.	**Examination of the financial position and earnings**	
9.1	Financial position	62-67; 126-128
9.2	Operating result	
9.2.1	Important factors with a significant impact on operating income	16-20
9.2.2	Explanation of changes in net revenues or net income	16-20
9.2.3	External factors that have had (or may have) a significant impact on activities	37-42
10.	**Capital resources**	
10.1	Information on the issuer's capital	66-67; 88; 129-130; 157-161
10.2	Source and amount of the issuer's cash flows	65
10.3	Borrowing terms and financial structure of the issuer	43-46; 95-100; 108-109
10.4	Restrictions on the use of capital that may have a significant impact on operations	44
10.5	Anticipated sources of funds needed to fulfill commitments related to investments	20
11.	**Research and development, patents and licenses**	13; 162
12.	**Trend information**	
12.1	Most significant trends affecting production, sales, inventory, costs and selling prices since the end of the last financial year	21
12.2	Known trends, uncertainties, requests, commitments or events likely to have a significant impact on the outlook for the current year	14; 21; 37-47
13.	**Income forecasts or estimates**	N/A
14.	**Administrative and management bodies**	
14.1	Information on the members of administrative and management bodies	7; 22-29; 144-148
14.2	Interests of Directors	145
14.3	Internal control procedures	148-151
15.	**Compensation and benefits**	
15.1	Amount of compensation paid and benefits in kind	30-35; 113-116; 134
15.2	Total amount set aside or recorded by the issuer to provide pension, retirement or similar benefits	30-32; 113-116
16.	**Operation of administrative and management bodies**	
16.1	Date current term expires	22-29
16.2	Service contracts binding members of administrative and management bodies	31; 32; 112; 114-115; 140-142; 145
16.3	Information on the Audit Committee and the Compensation Committee	7; 146-148
16.4	Declaration of compliance with corporate governance rules	144; 145; 148
17.	**Employees**	
17.1	Number of employees	112
17.2	Equity interests and stock options	33-35; 49; 53; 89; 157-158
17.3	Arrangements for involving the employees in the capital of the issuer	49; 54; 89; 157-158
18.	**Major shareholders**	
18.1	Allocation of capital	51; 157; 159-160
18.2	Existence of different voting rights	157
18.3	Control of the issuer	159-160
18.4	Arrangements that may result in a change of control	54; 160
19.	**Related party transactions**	112; 140-142

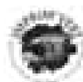
Headings		Registration Document
20.	**Financial information concerning the issuer's assets, financial position and results**	
20.1	Historical financial information	62-121; 126-137
20.2	Pro forma financial information	N/A
20.3	Financial statements	62-121; 126-137
20.4	Audit of annual historical financial information	
20.4.1	Audit of historical financial information	122-123; 138-139
20.4.2	Other information included in the Registration Document and audited by the Statutory Auditors	140-142; 152; 171-174
20.4.3	Financial information included in the Registration Document and not taken from the issuer's certified financial statements	N/A
20.5	Date of latest financial information	December 31, 2011
20.6	Interim financial information	
20.6.1	Quarterly and half-yearly financial information published since the date of the last audited financial statements	N/A
20.6.2	Interim financial information for the first six months of the year following the end of the last audited financial year	N/A
20.7	Dividend policy	6; 21; 21; 51; 55; 155-156; 165
20.8	Legal and arbitration procedures	42; 90; 131
20.9	Significant change in the financial or trading position	16; 78-79
21.	**Additional information**	
21.1	Share capital	
21.1.1	Subscribed and authorized capital	51; 88
21.1.2	Shares not representing capital	N/A
21.1.3	Shares held by the issuer or its subsidiaries	52-53; 132; 160
21.1.4	Marketable securities giving future access to the issuer's share capital	33-35; 53; 89; 157-159
21.1.5	Terms of any acquisition rights and/or obligations attached to capital subscribed but not paid-up, or any capital increase	N/A
21.1.6	Capital of any part of the Group subject to an option	N/A
21.1.7	History of the issuer's share capital over the last three years	159
21.2	Memorandum and bylaws	
21.2.1	Corporate purpose of the issuer	154
21.2.2	Statutory provisions and charters concerning members of administrative and management bodies	144-145; 154-155
21.2.3	Rights, preferences and restrictions attached to each class of existing shares	54-55; 157; 165
21.2.4	Actions required to change shareholders' rights	54
21.2.5	Notices to attend General Shareholders' Meetings and conditions for admission	155
21.2.6	Issuer's statutory provisions, charter or regulations that may delay, defer or prevent a change in control of the issuer	N/A
21.2.7	Disclosures of statutory thresholds crossed	155; 159-160; 176
21.2.8	Conditions more stringent than the law for modifying the share capital	N/A
22.	**Significant contracts (other than contracts entered into in the normal course of business)**	N/A
23.	**Information from third parties, statements by experts and declarations of interest**	N/A
24.	**Publicly-available documents**	175-176
25.	**Information on equity interests**	116-121; 136-137

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 55 to 140 of the 2010 Registration Document filed with the *Autorité des marchés financiers* (AMF) on April 27, 2011, under number D.11-0372;
- the consolidated and annual financial statements, together with the corresponding Statutory Auditors' reports, are found on pages 51 to 129 of the 2009 Registration Document filed with the *Autorité des marchés financiers* (AMF) on May 18, 2010, under number D.10-0452.

Parts not included in these documents are either irrelevant to the investor or included elsewhere in the present Registration Document.



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