

**Wendel: 2012 Combined Shareholders' Meeting**

- **A dividend of €1.30 per share, plus one Legrand share for every 50 Wendel shares held**
- **François de Wendel et François de Mitry, reappointed as members of the Supervisory Board**

Wendel's Combined Shareholders' Meeting was held on 4 June 2012 under the chairmanship of Ernest-Antoine Seillière, Chairman of the Supervisory Board.

Quorum was established at 65.78% of shares, i.e 31,703,293 shares and 53,205,805 voting shares

- 399 shareholders attended the General Meeting, representing 18,340,707 shares and 36,414,303 voting shares
- 40 were represented, representing 673,009 shares and 1,275,791 voting shares
- 783 voted by post, representing 9,086,923 shares and 9,529,280 voting shares
- 2,153 shareholders, representing 3,602,654 shares and 5,986,431 voting shares, gave their proxy to the Chairman.

The 19 draft resolutions subjected to a shareholders' vote were adopted.

This meeting notably approved a cash dividend of €1.30 per share, 4% more than on 2010 earnings, plus one Legrand share for every 50 Wendel shares held. Shareholders who do not hold a multiple of 50 shares will receive a supplementary cash payment.

The ex-dividend date has been set at June 7, 2012, and the dividend will be paid on June 12, 2012.

Number of shares representing the share capital: 50,502,019

Number of shares entitled to vote: 48,197,402

No	Resolutions pertaining to the Ordinary Meeting	Outcome	% « For »	% « Against »	% Abstention
1	Approval of the 2011 parent company financial statements	Adopted	99.53	0.08	0.39
2	Approval of the 2011 consolidated financial statements	Adopted	98.14	0.08	1.78
3	Net income allocation, dividend approval and payment	Adopted	99.59	0.03	0.38
4	Special distribution in kind of portfolio shares, subject to the condition precedent of an amendment to the by-laws	Adopted	99.21	0.37	0.42
5	Approval of agreements described in Articles L.225-38 et seq. and L.225-86 et seq. of the French Commercial Code	Adopted	86.93	10.97	2.10
6	Renewal of the appointment of François de Wendel as a member of the Supervisory Board	Adopted	91.78	7.83	0.39
7	Renewal of the appointment of François de Mitry as a member of the Supervisory Board	Adopted	90.79	8.62	0.59
8	Authorization granted to the Executive Board to trade in the Company's shares: maximum purchase price of €150	Adopted	97.81	1.80	0.39
19	Powers for legal formalities	Adopted	99.29	0.16	0.55

No	Resolutions pertaining to the Extraordinary Meeting	Outcome	% « For »	% « Against »	% Abstention
9	Amendment to Article 27 of the by-laws	Adopted	98.88	0.39	0.73
10	Delegation of power to the Executive Board to increase share capital, with preferential subscription rights maintained, for a maximum par value of €100 million	Adopted	96.82	2.44	0.74

11	Delegation of power to the Executive Board to increase share capital, with preferential subscription rights canceled but with the possibility of granting a priority period for shareholders, for a maximum par value of €75 million	Adopted	84.07	14.99	0.94
12	Delegation of power to the Executive Board to increase the number of shares to be issued in the event of excess demand; by up to 15% of the initial issue	Adopted	84.78	14.42	0.80
13	Delegation of power to the Executive Board to increase share capital in consideration for contributions of shares, by up to €100 million	Adopted	85.07	14.16	0.77
14	Delegation of power to the Executive Board to increase share capital through the capitalization of reserves, profits or premiums, by up to €100 million	Adopted	98.68	0.43	0.89
15	Maximum aggregate amount of capital increases	Adopted	87.30	11.71	0.99
16	Delegation of power to the Executive Board to increase share capital through the issue of shares reserved for members of the Group savings plan, up to a maximum par value of €250,000	Adopted	98.09	1.10	0.81
17	Authorization to the Executive Board to grant purchase-type and/or subscription-type stock options to corporate officers and employees, up to maximum of 0.9% of the share capital	Adopted	86.67	12.50	0.83
18	Authorization to the Executive Board to grant performance shares to corporate officers and employees, up to a limit of 0.3% of share capital, with this amount being included in the limit of 0.9% set in the seventeenth resolution	Adopted	86.73	12.44	0.83

Financial calendar

June 19 – Shareholders' meeting, Lyon

August 30 —H1 2012 net sales and results (pre-market release)
– Publication of Net Asset Value

November 13 – Third-quarter 2012 sales (post-market release)

December 6 - Investor Day
– Publication of Net Asset Value

Find the 2012 General Assembly in full on the Wendel website : wendelgroup.com

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in France and abroad, in companies that are leaders in their businesses: Bureau Veritas, Legrand, Saint-Gobain, Materis and Stahl. Wendel plays an active role as industry shareholder in these companies. It implements long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. Through Oranje-Nassau Développement, which brings together opportunities for investment in growth, diversification and innovation, Wendel also invests in Van Gansewinkel Groep in the Netherlands, except in Germany, and Mecatherm and Parcours in France.

Wendel is listed on Euronext Paris and is included in the Next 20 index.

Standard & Poor's rating: Long term: BB-, negative outlook - Short term: B since October 10, 2011.



Wendel is the founding sponsor of the Centre Pompidou-Metz, which on September 23, 2011, welcomed about 1.2 million visitors since opening its doors in May 2010.

As a result of its commitment for a long time in the field of Culture, Wendel received the title of Major Partner of the French Ministry of Culture on March, 23th 2012.



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