FINANCIAL REPORT
1st HALF 2011

Building together a sea of trust

I. ACTIVITY REPORT FOR THE FIRST HALF OF 2011

In millions of euros	**H1 2011**	H2 2010	**Change H1 2011 / H2 2010**	H1 2010 (*) Proforma	**Change H1 2011 / H1 2010**
Revenues	**482.7**	**443.6**	**+8.8%**	**406.4**	***+18.8 %***
Gross operating income excluding capital gains	141.7	118.2	+19.9%	121.9	*+16.3%*
Capital gains	0.4	0.9		-	
Gross operating income (EBITDA)	**142.1**	**119.1**	**+19.3%**	**121.9**	***+16.6%***
Operating income (EBIT)	**43.1**	**17.6**	**+144.8 %**	**35.9**	***+19.9%***
Net financial income/(loss)	(62.7)	(38.0)	+65.2%	5.5	
Income tax	(6.9)	(4.9)	+41.6%	(10.1)	*-32.0%*
Net income from discontinued operations	0.5	21.2		10.4	
Minority interests	4.5	2.1		(0.7)	
Net income/(loss), Group share	**(21.4)**	**(1.8)**		**41.0**	

(*) Financial items restated in accordance with the new BOURBON scope (cf additional information p12)

Revenues for the period amount to 482.7 million euros, up 18.8% over the first half of the previous year, owing mainly to the strong growth of shallow water offshore, as well as the good performance of the Subsea Services Activity.
Compared with the second half of 2010, revenues are up 8.8%. This growth comes mainly from the Shallow water offshore segment, which is seeing both an increase in utilization rates and a steadily increasing number of vessels.

Gross operating income (EBITDA) for the period amounts to 142.1 million euros, which is up 16.6% compared with the first half of the previous year, very close to the revenue growth rate.
Compared with the second half of 2010, EBITDA is up 19.3%.
After a fall in profitability to 26.8% in the second half of 2010, the Group is returning to first half 2010 levels with a ratio of EBITDA to Revenues again approaching 30%.

Operating income for the period stands at 43.1 million euros, up 19.9% compared to the first half of the previous year, despite the increase in depreciation related to the arrival of new vessels. The very sharp increase (+144.8%) over the second half of 2010 comes from the increase in EBITDA and the size of the provisions set up in the previous half year.

Financial income in the first half is negative at 62.7 million euros.
The cost of net debt amounts to 30.2 million euros owing to a slight increase in the average debt.
The change in currency exchange rates generated net financial expenses of 30.5 million euros, including a 14.9 million euros unrealized exchange loss. For the record, the change in foreign exchange rates in the first half of 2010 resulted in a reverse trend in the form of foreign exchange gains of 16.9 million euros.

The Group share shows a net loss of 21.4 million euros in the first half.

▪ MARINE SERVICES

	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Number of vessels (end of period)	**406**	390	+16	373	+33
Utilization rate	**83.4 %**	79.8 %	+3.6 pts	*79.3%*	+4.1 pts

In millions of euros	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Revenues	**376.1**	**345.1**	***+9.0%***	**315.2**	***+19.3%***
Direct costs	(233.4)	(219.0)	*+6.6%*	(187.5)	*+24.5%*
Operating margin	**142.8**	**126.1**	***+13.2%***	**127.7**	***+11.8%***
General and administrative costs	(42.9)	(39.5)	*+8.6%*	(32.2)	*+33.0%*
Gross operating income (EBITDA)	**100.0**	**87.5**	***+14.2%***	**95.4**	***+4.8%***
% of revenues	**26.6%**	**25.4%**		**30.3%**	

Compared with the first half of 2010, revenues for the period of the Marine Services Activity amount to 376.1 million euros, up 19.3% thanks to the continuous increase in utilization rates and the addition of 47 vessels to the fleet over the past twelve months.

Compared with the second half of 2010, revenues are up 9%, based on a significant increase in utilization rates.

Compared with the first half of the previous year, EBITDA for the period rose by 4.8% to 100 million euros.

Compared with the low point of the second half of 2010, EBITDA is up 14.2%, and profitability measured by the ratio of EBITDA to Revenues rose 1.2 points to 26.6%.

Results by segment

- **Deepwater Offshore vessels**

	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Number of vessels (end of period)	**70**	69	*+1*	69	*+1*
Utilization rate	**87.5 %**	89.5 %	*-2 pts*	90.7 %	*-3.2 pts*

In millions of euros	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Revenues	**149.2**	**155.0**	***-3.7%***	**153.7**	***-2.9%***
Direct costs	(83.4)	(86.0)	*-3.1%*	(80.5)	*+3.6%*
Operating margin	**65.8**	**69.0**	***-4.6%***	**73.2**	***-10.1%***
General and administrative costs	(17.0)	**(17.8)**	*-4.5%*	(15.7)	*+8.2%*
Gross operating income (EBITDA)	**48.8**	**50.9**	***-4.0%***	**57.5**	***-15.1%***
% of revenues	**32.7%**	**32.8%**		**37.4%**	

Compared with the first half of the previous year, revenues for the period earned by Deepwater Offshore vessels stand at 149.2 million euros, slightly down. Only two vessels were added to the fleet in the past twelve months, in accordance with the strategy of slowing down investments in a segment suffering from over-capacity, particularly for large AHTS. Concerning BOURBON, the utilization rate fell by 3.2 points, largely due to the a high numbers of Classification drydock periods and still an AHTS overcapacity in the Nord Sea that temporarily affect revenues and the margin.

Compared with the second half of 2010, revenues are slightly down owing to a lower utilization rate.

Compared with the first half of 2010, EBITDA stands at 48.8 million euros, down 15.1%.

Compared with the second half of 2010, the decrease is limited to 4.0% as costs fell over the period.

- **Shallow water Offshore vessels**

	H1 2011	H2 2010	**Change H1 2011 / H2 2010**	H1 2010	**Change H1 2011 / H1 2010**
Number of vessels (end of period)	**85**	78	*+7*	67	*+18*
Utilization rate	**87.5 %**	72.7 %	*+14.8 pts*	74.0 %	*+13.5 pts*

In millions of euros	**H1 2011**	H2 2010	**Change H1 2011 / H2 2010**	H1 2010	**Change H1 2011 / H1 2010**
Revenues	**113.3**	**85.1**	***+33.2%***	**66.7**	***+70.0%***
Direct costs	(72.0)	(62.9)	*+14.4%*	(44.8)	*+60.5%*
Operating margin	**41.4**	**22.2**	***+86.5%***	**21.8**	***+89.4%***
General and administrative costs	(12.9)	**(9.7)**	*+33.7%*	(6.8)	*+89.5%*
Gross operating income (EBITDA)	**28.4**	**13.5**	***+111.0%***	**15.0**	***+89.4%***
% of revenues	**25.1%**	**15.8%**		**22.5%**	

Compared with the first half of 2010, revenues for the period posted by the Shallow water Offshore vessels amount to 113.3 million euros, up 70%. They reaped the benefits of the addition to the fleet of 18 new Bourbon Liberty vessels and the sharp increase in utilization rates (up 13.5 points).

Compared with the second half of 2010, revenues are up more than 33% thanks to the increase in the fleet and the very significant improvement in utilization rates (+14.8 points) following, among other things, a return to normal of the business in Brazil (vessels blocked for administrative reasons) and the acceleration of the 25 year-old vessels substitution by modern tonnage.

The **EBITDA** in the first half posted by Shallow water Offshore vessels stands at 28.4 million euros and accounts for more than 28% of the total EBITDA from Marine Services.
Compared with the first half of 2010, the increase (+89.4%) is higher than the increase in revenues, and the ratio of EBITDA to Revenues improved by 2.6 points.

Compared with the second half of 2010, EBITDA more than doubled (+111%), and the ratio of EBITDA to Revenues rose 9.3 points.

- **Crewboats**

	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Number of vessels (end of period)	**251**	243	*+8*	237	*+14*
Utilization rate	**80.8%**	79.1 %	*+1.7 pt*	77.3%	*+3.5 pts*

In millions of euros	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Revenues	**113.6**	**105.1**	***+8.1%***	**94.8**	***+19.8%***
Direct costs	(78.0)	(70.1)	*+11.3%*	(62.2)	*+25.4%*
Operating margin	**35.6**	**35.0**	***+1.8%***	**32.6**	***+9.0%***
General and administrative costs	(12.9)	**(12.0)**	*+7.9%*	(9.7)	*+33.5%*
Gross operating income (EBITDA)	**22.7**	**23.2**	***-2.0%***	**22.9**	***-1.0%***
% of revenues	**20.0%**	**22.1%**		**24.2%**	

Compared with the first half of 2010, revenues for the period earned by Crewboats amount to 113.6 million euros compared with the first half of 2010, up 19.8% thanks to the commissioning of 27 new vessels over the past twelve months and a 3.5 point improvement in the utilization rate.

Compared with the second half of 2010, revenues rose by 8.1% and the utilization rate by 1.7 points.

Compared with the first half of 2010, EBITDA remains nearly stable at 22.7 million euros, as costs rose more than proportionately from one year to the next.

Compared with the second half of 2010, EBITDA is slightly down despite the growth in revenues, owing to an increase in costs due to an engine renewal campaign.

▪ SUBSEA SERVICES

	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Number of vessels (end of period)	**17**	17	-	15	+2
Utilization rate	**94.2%**	91.3 %	*+2.9 pts*	85.4%	*+8.8 pts*

In millions of euros	H1 2011	H2 2010	Change H1 2011 / H2 2010	H1 2010	Change H1 2011 / H1 2010
Revenues	**82.4**	**81.7**	***+0.8%***	**67.9**	***+21.3%***
Direct costs	(38.7)	(44.4)	*-12.9%*	(36.2)	*+6.9%*
Operating margin	**43.7**	**37.3**	***+17.1%***	**31.7**	***+37.7%***
General and administrative costs	(9.4)	**(9.3)**	*0.9%*	(6.9)	*+35.2%*
Gross operating income (EBITDA)	**34.6**	**28.0**	***+23.5%***	**24.8**	***+39.5%***
% of revenues	**42.0%**	**34.2%**		**36.5%**	

Compared to the first half of 2010, revenues for the period posted by the Subsea Services Activity stand at 82.4 million euros, showing an increase of 21.3%, resulting from the addition to the fleet of two new vessels and a substantial improvement in the utilization rate which, with an increase of 8.8 points, stands at 94.2%.

Compared to the second half of 2010, revenues are fairly stable despite the 2.9 points increase in the utilization rate.

Compared to the first half 2010, EBITDA for the period shows a sharp increase of 39.5% to 34.6 million euros, resulting from strong revenue growth combined with a gradual improvement in vessel availability. This brings the ratio of EBITDA to Revenues to 42%, up 5.5 points.

Compared to the second half of 2010, EBITDA is up 23.5%, and the ratio of EBITDA to Revenues is up 7.8 points.

BOURBON has continued for more than a year to position itself in the emerging wind farm markets in the North Sea, in Great Britain, then in Germany and recently in Portugal.

▪ OTHER

In millions of euros	**H1 2011**	H2 2010	**Change H1 2011 / H2 2010**	H1 2010	**Change H1 2011 / H1 2010**
Revenues	**24.2**	**16.7**	***+44.7%***	**23.3**	***+3.8%***
Direct costs	(15.9)	(12.4)	*28.5%*	(20.9)	*-23.8%*
Operating margin	**8.2**	**4.3**	***+91.4%***	**2.4**	
General and administrative costs	(0.7)	**(0.8)**	*-13.1%*	(0.7)	*-5.5%*
Gross operating income (EBITDA)	**7.6**	**3.5**	***+113.5%***	**1.7**	
% of revenues	**31.3%**	**21.2%**		**7.2%**	

"Other" mainly includes the activity of the cement carrier Endeavor, offshore vessels chartered externally as well as items not allocated to the other two Activities.

▪ OUTLOOK

The market continues to show signs of recovery despite the recent financial crisis.

Investments in the offshore oil and gas sector are being driven by steady per-barrel prices for several months (price of Brent still around USD 100 at the end of August) and are also proving necessary to replace the reserves.
BOURBON activity should take full advantage of the 15% increase in investments by the oil companies, recently announced for 2011, a revision of the 12% initially forecast on the market compared with 2010.

Orders for drilling rigs confirm the market's optimistic outlook, with 61 orders in the first half of 2011 compared with only two over the same period in 2010. With these new drilling rigs, priority will undoubtedly be given to modern, multipurpose vessels operating in complete safety.

The order books of the offshore construction companies are also filling up much faster.

While the average utilization rate of the modern vessels on the market is rising, the utilization rate for vessels over 25 years old is continuing to decline, confirming the already proven trend of a preference among oil clients for chartering vessels that are modern, safer, more efficient and more reliable.

The policy of efficient management of fuel consumption of vessels operating for clients, implemented as part of the cost-reduction operating strategy, will also be a considerable advantage in a context of high oil prices.

At the same time as the gradual increase in utilization rates for modern vessels and in line with the increase in the rates of deepwater offshore supply vessels, which is already noticeable today, the market is expecting daily rates to rise as of end of 2011 and in 2012. It is logical to expect BOURBON to be one of the first companies to benefit from this.

BOURBON's strategy, which is based on a very modern and high-performance fleet, positions the Group very favorably to reap the benefit of the upcoming increase in charter rates.

Finally, BOURBON's 2011 results will continue to be affected by the euro/dollar exchange rate.

▪ RELATED PARTY TRANSACTIONS

Transactions with related parties at June 30, 2011 are described in Note 5 of the Notes to the Condensed Consolidated Financial Statements.

▪ RISK FACTORS AND UNCERTAINTIES

The principal risks and uncertainties to which the Company is exposed for the remaining six months of the year are the risks and uncertainties described in BOURBON's 2010 Annual Report (the full French *Document de Référence* was filed with the *Autorité des Marchés Financiers* on April 27, 2011).

II. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE FIRST HALF OF 2011

Restatement of the June 30 2010 financial statements
In 2010, the Group completed the process of shifting its focus to offshore oil and gas marine services by selling bulk carriers, the Bulk transport operator activity and its sugar activity in Vietnam. The financial statements at June 30, 2010 have been restated in accordance with IFRS 5 (see Note 2).

A. STATEMENT OF FINANCIAL POSITION

In € millions	**June 30, 2011**	**December 31, 2010**
Goodwill	34.0	33.5
Intangible assets	9.3	9.9
Property, plant and equipment	3,138.9	3,077.4
Investments in associates	0.5	0.4
Non-current financial assets	19.7	14.3
Deferred tax assets	20.4	22.3
Total non-current assets	**3,222.8**	**3,157.8**
Inventories and work in progress	13.5	12.7
Trade and other receivables	424.3	358.2
Current financial assets	8.9	32.5
Other current assets	30.7	19.5
Cash and cash equivalents	161.0	209.8
Total current assets	**638.4**	**632.7**
Non-current assets classified as held for sale	**-**	**14.9**
Total Assets	**3,861.2**	**3,805.5**
Capital	43.0	39.1
Share premiums	52.5	55.5
Consolidated reserves, Group share (including profit for the year)	1,220.1	1,308.0
Total shareholders' equity, Group share	**1,315.6**	**1,402.6**
Minority interests	**52.3**	**65.3**
Total shareholders' equity	**1,367.9**	**1,467.8**
Borrowings and financial liabilities	1,433.6	1,503.9
Employee benefit obligations	8.1	7.6
Other provisions	17.3	16.2
Deferred tax liabilities	19.1	16.6
Other non-current liabilities	40.0	55.2
Total non-current liabilities	**1,518.1**	**1,599.6**
Borrowings and bank loans (< one year)	628.1	471.6
Provisions (< one year)	1.2	0.8
Trade and other payables	320.3	261.6
Tax liabilities	1.9	2.0
Other current liabilities	23.8	1.7
Total current liabilities	**975.3**	**737.7**
Liabilities directly associated with non-current assets classified as held for sale	**-**	**0.4**
Total liabilities	**2,493.3**	**2,337.6**
Total Liabilities and shareholders' equity	**3,861.2**	**3,805.5**

B. COMPREHENSIVE INCOME STATEMENT

In € millions	1st half 2011	1st half 2010
Revenues	482.7	406.4
Direct costs	(287.7)	(244.6)
General and administrative costs	(52.9)	(39.9)
Increases and reversals of amortization, depreciation and provisions	(99.0)	(86.0)
Operating income	**43.1**	**35.9**
Cost of net debt	(30.2)	(26.1)
Other financial expenses and income	(32.6)	31.6
Income from current operations before income tax	**(19.7)**	**41.5**
Income tax	(6.9)	(10.1)
Share in income (loss) of associates	0.2	0.0
Net income before net income from discontinued operations	**(26.4)**	**31.3**
Net income from discontinued operations / operations held for sale	0.5	10.4
Net income	**(25.9)**	**41.8**
Group share	(21.4)	41.0
Minority interests	(4.5)	0.7
In euros:		
Net earnings per share	(0.33)	0.64
Diluted net earnings per share	(0.33)	0.63
Net earnings per share – excluding income from discontinued operations / operations held for sale	(0.34)	0.48
Diluted net earnings per share – excluding income from discontinued operations / operations held for sale	(0.34)	0.48
Net earnings per share – income from discontinued operations / operations held for sale	0.01	0.15
Diluted net earnings per share – income from discontinued operations / operations held for sale	0.01	0.15

BOURBON – Comprehensive income statement

In € millions	**1st half 2011**	**1st half 2010**
Income for the period	(25.9)	41.8
Other comprehensive income	(20.9)	51.6
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	*(8.1)*	*60.4*
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	*(11.9)*	*(17.1)*
Tax effect	*(0.8)*	*8.3*
Share of other comprehensive income of associates	-	-
Total profits / losses	**(46.8)**	**93.3**

C. CONSOLIDATED CASH FLOWS STATEMENT

In € millions	First half 2011	First half 2010
Consolidated net income	**(25.9)**	**41.8**
Share in income/loss of associates	(0.2)	(0.0)
Tax expenses/income	6.9	10.5
Net amortization, depreciation and provisions	93.5	130.6
Gains and losses from changes in fair value	15.1	(22.1)
Calculated income and expenses related to stock options and similar benefits	2.4	3.7
Gains and losses on disposals	(0.6)	(22.2)
Income tax paid	(4.6)	(11.8)
Other	(0.5)	4.3
Cash flows	**86.1**	**134.8**
Effects of changes in working capital	(52.2)	(59.9)
Dividends received	(0.1)	(0.1)
Cost of net debt	30.2	27.4
Cash flows from operating activities (A) (**)	**64.0**	**102.2**
Acquisition of consolidated companies, net of cash acquired	(0.5)	(13.6)
Sale of consolidated companies, including cash transferred	0.8	1.3
Effect of other changes in the consolidation scope	-	-
Payments for property, plant and equipment and intangible assets	(166.9)	(318.7)
Proceeds from disposals of property, plant and equipment and intangible assets	31.0	71.0
Payments for acquisitions of long-term financial assets	-	(0.1)
Proceeds from disposal of long-term financial assets	17.6	2.6
Dividends received	0.1	0.1
Change in loans and advances granted	(3.6)	(5.8)
Cash flows from investing activities (B) (**)	**(121.5)**	**(263.2)**
Capital increase	7.6	1.1
Capital repayment	-	-
Net sales (acquisition) of treasury shares	(0.0)	(0.5)
Proceeds from borrowings	76.8	247.0
Repayments of borrowings	(91.9)	(109.9)
Dividends paid to parent Company shareholders	(53.2)	(52.9)
Dividends paid to minority interests	(7.8)	(7.1)
Net interest paid	(30.2)	(27.4)
Cash flows from financing activities (C) (**)	**(98.6)**	**50.2**
Effect of changes in exchange rates (**)	(2.5)	10.9
Effect of changes in accounting principles (**)	-	-
Change in net cash (A) + (B) + (C)	**(158.7)**	**(100.0)**
Cash at beginning of period	(61.1)	(68.9)
Cash at end of period (*)	(219.7)	(168.8)
Change in cash	**(158.7)**	**(100.0)**

(*) Including:		
- Marketable and other securities	0.0	0.0
- Cash and cash equivalents	161.0	168.4
- Bank overdrafts	(380.7)	(337.3)

(**) Including discontinued operations:

Cash flows from operating activities	-	46.8
Cash flows from investing activities	14.3	(40.2)
Cash flows from financing activities	-	38.9
Effect of changes in exchange rates	-	(2.1)
Effect of changes in accounting principles	-	-

D. CHANGES IN EQUITY STATEMENT

(In € millions)	Capital and related reserves			Unrealized or deferred gains / losses			Other reserves and income	Total shareholders' equity, Group share	Minority interests	Consolidated shareholders' equity
	Share Capital	Share premium and reserves related to share capital	Reclassification of treasury shares	Currency translation adjustments	Change in fair value of available-for-sale investments	Change in fair value of hedging derivatives				
Shareholders' equity as of January 1, 2011	**39.1**	**53.2**	**(77.9)**	**(45.1)**	**-**	**(6.6)**	**1,439.8**	**1,402.6**	**65.3**	**1,467.8**
Net income for the period	**-**	**-**	**-**	**-**	**-**	**-**	(21.4)	**(21.4)**	**(4.5)**	**(25.9)**
Other component of comprehensive income (net of taxes):	**-**	**-**	**-**	**(7.7)**	**-**	**(12.4)**	-	**(20.1)**	**(0.8)**	**(20.9)**
Cash flow hedge (IAS 39)	-	-	-	-	-	*(12.4)*	-	***(12.4)***	*(0.3)*	***(12.7)***
Profits and losses from the currency translation of the statements of foreign subsidiaries	-	-	-	*(7.7)*	-	-	-	***(7.7)***	*(0.5)*	***(8.1)***
Comprehensive income for the period	**-**	**-**	**-**	**(7.7)**	**-**	**(12.4)**	**(21.4)**	**(41.5)**	**(5.3)**	**(46.8)**
Capital increase	3.9	(3.0)	-	-	-	-	-	**0.9**	-	**0.9**
Dividends paid by the parent company in 2011	-	-	-	-	-	-	(53.2)	**(53.2)**	(7.8)	**(61.0)**
Capital repayment	-	-	-	-	-	-	-	**-**	-	**-**
Recognition of share-based payments	-	-	-	-	-	-	2.4	**2.4**	-	**2.4**
Reclassification of treasury shares	-	-	(0.0)	-	-	-	-	**(0.0)**	-	**(0.0)**
Other changes	-	-	-	-	-	-	4.4	4.4	0.1	**4.5**
Total transactions with shareholders	**3.9**	**(3.0)**	**(0.0)**	**-**	**-**	**-**	**(46.3)**	**(45.4)**	**(7.7)**	**(53.1)**
Shareholders' equity as of June 30, 2011	**43.0**	**50.2**	**(77.9)**	**(52.7)**	**-**	**(19.0)**	**1,372.1**	**1,315.6**	**52.3**	**1,367.9**

(In € millions)	Capital and related reserves			Unrealized or deferred gains / losses			Other reserves and income	Total shareholders' equity, Group share	Minority interests	Consolidated shareholders' equity
	Share Capital	Share premium and reserves related to share capital	Reclassification of treasury shares	Currency translation adjustments	Change in fair value of available-for-sale investments	Change in fair value of hedging derivatives				
Shareholders' equity as of January 1, 2010	**38.9**	**45.9**	**(78.2)**	**(72.8)**	**-**	**3.2**	**1,448.9**	**1,385.9**	**100.6**	**1,486.5**
Net income for the period	**-**	**-**	**-**	**-**	**-**	**-**	41.0	**41.0**	**0.7**	**41.8**
Other component of comprehensive income (net of taxes):	**-**	**-**	**-**	**53.4**	**-**	**(7.7)**	-	**45.7**	**5.9**	**51.6**
Cash flow hedge (IAS 39)	-	-	-	-	-	*(7.7)*	-	***(7.7)***	*(1.0)*	***(8.8)***
Profits and losses from the currency translation of the statements of foreign subsidiaries	-	-	-	*53.4*	-	-	-	***53.4***	*6.9*	***60.4***
Comprehensive income for the period	**-**	**-**	**-**	**53.4**	**-**	**(7.7)**	**41.0**	**86.7**	**6.6**	**93.3**
Capital increase	0.0	1.0	-	-	-	-	-	**1.1**	-	**1.1**
Dividends paid by the parent company in 2010	-	-	-	-	-	-	(52.9)	**(52.9)**	(11.9)	**(64.8)**
Capital repayment	-	-	-	-	-	-	-	**-**	-	**-**
Recognition of share-based payments	-	-	-	-	-	-	3.7	**3.7**	-	**3.7**
Reclassification of treasury shares	-	-	(0.5)	-	-	-	-	**(0.5)**	-	**(0.5)**
Other changes	-	-	-	-	-	-	(0.2)	(0.2)	(2.3)	**(2.5)**
Total transactions with shareholders	**0.0**	**1.0**	**(0.5)**	**-**	**-**	**-**	**(49.3)**	**(48.8)**	**(14.3)**	**(63.1)**
Shareholders' equity as of June 30, 2010	**38.9**	**47.0**	**(78.7)**	**(19.4)**	**-**	**(4.6)**	**1,440.6**	**1,423.9**	**92.9**	**1,516.8**

E. EXPLANATORY NOTES

The following explanatory notes should be read in conjunction with the presentation of the condensed consolidated financial statements and they form an integral part thereof..

BOURBON is an incorporated company registered in France, the shares of which are listed for trading on Compartment A of Euronext Paris

The consolidated interim financial statements as of June 30, 2011 were closed by BOURBON's Board of Directors on August 29, 2011.

1. Accounting principles and valuation methods

BOURBON's consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. The condensed consolidated interim financial statements for the period ended June 30, 2011, are presented and have been prepared according to the provisions of IAS 34 "Interim Financial Reporting". As these are interim financial statements, they do not include all the information required by IFRS for the preparation of consolidated financial statements. To offset the seasonality effect, supplementary information to these Notes may be found in the Annual Report for the year ended December 31, 2010

BOURBON's condensed consolidated interim financial statements as of June 30, 2011 have been prepared according to the same accounting principles and valuation and presentation methods as those applied for the Group's consolidated financial statements as of December 31, 2010.

The standards and interpretations that are mandatory from January 1, 2011 did not result in any significant change in the valuation methods or the presentation of the statements. The Group has not opted for the early application of the standards and interpretations that are not mandatory as of January 1, 2011

Consolidation principles

BOURBON's condensed consolidated interim financial statements as of June 30, 2011 fully consolidate the financial statements of companies exclusively controlled, directly or indirectly by the Group. Jointly-controlled companies are proportionally consolidated. The companies in which BOURBON exercises a significant influence are consolidated by the equity method.

Use of estimates

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.
In view of the current global economic situation and the historically high level of volatility and consequent lack of clarity, certain factors or circumstances could lead to changes in these estimates, assumptions or assessments, and future earnings could therefore differ from the estimates used.

2. Significant events in the period

In 2010, the Group completed the job of shifting its focus to offshore oil and gas marine services by selling bulk carriers, the Bulk transport operator activity and its sugar activity in Vietnam.

The last remaining bulk carrier was sold in the first half of 2011. The result of this sale is shown on the line “Net income from discontinued operations / operations held for sale”.

In accordance with IFRS 5, BOURBON’s condensed consolidated financial statements as of June 30, 2011 take the following into account:

- income (net of tax) is presented in aggregated form on a separate line from the income statement for the current period as well as for prior periods;
- all the assets and liabilities for the activities concerned are totaled on specific lines of the balance sheet for the current period but not for prior periods.

Other information presented in the condensed consolidated interim financial statements is restated for consistency with the treatment described above.

The impact on consolidated income as of June 30, 2011 corresponds solely to the sale of the last bulk carrier. The impact as of June 30, 2010 was as follow:

In € millions	**1st half 2010**
Revenues	99.6
Operating costs	(48.1)
Increases and reversals of amortization, depreciation and provisions	(10.3)
Cost of net debt	(1.3)
Other financial income and expenses	10.0
Net income from discontinued operations / operations held for sale before taxes	**49.8**
Income tax	(0.4)
Net income from discontinued operations / operations held for sale after taxes	**49.4**
Impairment	(39.0)
Net income from discontinued operations / operations held for sale	**10.4**

Of which	
Impairment on Sugar	*(4.7)*
Impairment on Genco	*(34.3)*

As of June 30, 2011, all the assets or liabilities of companies intended to be sold had been sold.

The statement of consolidated cash flow includes the flows related to “activities held for sale”. These are detailed below:

In € millions	1st half 2011	1st half 2010
Cash flows from operating activities	-	46.8
Cash flows from investing activities	14.3	(40.2)
Cash flows from financing activities	-	38.9
Effect of changes in exchange rates	-	(2.1)
Effect of changes in accounting principles	-	-

3. Change in consolidation scope in the first half of 2011

In the first half of 2011, BOURBON acquired two new companies in Asia. The impact of these acquisitions is detailed below:

(in millions of euros)

Acquisition price of the shares	0.6
Restated portion acquired	0.0
Goodwill	0.5

In the first half of 2011, BOURBON also acquired certain non-controlling interests, without any change of control. The impact of these acquisitions is not significant.

4. Notes to the income statement and balance sheet

4.1 Cost of net debt – Other financial expenses and income

(in millions of euros)	1st half 2011	1st half 2010
Cost of net debt	**(30.2)**	**(26.1)**
Cost of gross debt	(30.8)	(26.5)
Income from cash and cash equivalents	0.6	0.4
Other financial income and expenses	**(32.6)**	**31.6**
Net foreign exchange income/(loss)	(30.5)	16.9
Other financial expenses	(5.4)	(7.1)
Other financial income	3.4	21.9

Financial income and expenses in the period reflect contrasting impacts:

- An increase in the cost of net debt due mainly to the change in the Group's debt and interest rates
- A significant foreign exchange loss due to the unfavorable impact of the dollar
- A decrease in financial income due mainly to the change in the fair value of financial instruments.

4.2 Goodwill

The increase in goodwill in the first half of 2011 is due to the acquisition of two companies in Asia (see Note 3).

In € millions	Gross	Valuation allowance	Net
Dec. 31, 2009	**33.5**	**-**	**33.5**
Acquisitions	-	-	-
Disposals	-	-	-
Valuation allowance	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes	-	-	-
Dec. 31, 2010	**33.5**	**-**	**33.5**
Acquisitions	0.5	-	0.5
Disposals	-	-	-
Impairment	-	-	-
Currency translation adjustment	-	-	-
Change in consolidation scope	-	-	-
Reclassification and other changes	-	-	-
June 30, 2011	**34.0**	**-**	**34.0**

4.3 Property, plant and equipment

The increase in property, plant and equipment reflects the continuing rollout of BOURBON's investment plan.

4.4 Non-current financial assets / Current financial assets

Changes in current and non-current financial assets principally reflect changes in the fair value of certain financial instruments (especially futures hedges).

4.5 Shareholders' equity

As of June 30, 2011, the capital stock was composed of 67,728,999 fully paid-up shares representing a value of 43,021,704 euros.

The treasury shares held by the Group on the closing date were deducted from consolidated shareholders' equity. In the first half of 2011, the impact on consolidated reserves was not significant. As of June 30, 2011, BOURBON held 2,701,405 treasury shares.

4.6 Financial debts

The increase in debts reflected the Group's investment strategy.

4.7 Other non-current and current liabilities

Changes in current and non-current financial liabilities principally reflect changes in the fair value of certain financial instruments (especially futures hedges).

5. Other information

Operating segments

The segment information as of June 30, 2011 is as follows:

In € millions	Total Marine Services	*Of which*			Total Subsea Services	Other	TOTAL
		Deep	*Shallow*	*Crew*			
Revenues (non Group sales)	376.1	*149.2*	*113.3*	*113.6*	82.4	24.2	**482.7**
Direct costs	(233.3)	*(83.4)*	*(72.0)*	*(77.9)*	(38.4)	(15.9)	**(287.7)**
General and administrative costs	(42.9)	*(17.0)*	*(12.9)*	*(12.9)*	(9.4)	(0.7)	**(52.9)**
EBITDA	**100.0**	***48.8***	***28.4***	***22.7***	**34.6**	**7.6**	**142.1**
Goodwill	14.3	*8.2*	*6.1*	-	19.2	0.5	**34.0**
Vessels	1,985.0	*n/a*	*n/a*	*n/a*	361.5	26.9	**2,373.4**
Installments on vessels under construction	424.0	*n/a*	*n/a*	*n/a*	302.2	-	**726.1**
Other non-current assets and liabilities	5.2	*n/a*	*n/a*	*n/a*	10.7	12.6	**28.6**
		n/a	*n/a*	*n/a*			
Working capital	102.8	*n/a*	*n/a*	*n/a*	22.5	6.4	**131.7**
Capital employed	**2,531.3**	***n/a***	***n/a***	***n/a***	**716.0**	**46.5**	**3,293.8**
Capital employed not including installments on vessels under construction	**2,107.4**	***n/a***	***n/a***	***n/a***	**413.9**	**46.5**	**2,567.7**
Capital employed related to non-current assets held for sale and liabilities directly associated with non-current assets held for sale	-	*n/a*	*n/a*	*n/a*	-	-	**-**

The segment information as of June 30, 2010 is as follows:

In € millions	**Total Marine Services**	***Of which***			**Total Subsea Services**	**Other**	**TOTAL**
		Deep	***Shallow***	***Crew***			
Revenues (non Group sales)	315.2	*153.7*	*66.7*	*94.8*	67.9	23.3	**406.4**
Direct costs	(187.5)	*(80.5)*	*(44.8)*	*(62.2)*	(36.2)	(20.9)	**(244.6)**
General and administrative costs	(32.2)	*(15.7)*	*(6.8)*	*(9.7)*	(6.9)	(0.7)	**(39.9)**
EBITDA	**95.4**	***57.5***	***15.0***	***22.9***	**24.8**	**1.7**	**121.9**
Goodwill	14.3	*8.2*	*6.1*	-	19.2	-	**33.5**
Vessels	1,809.6	*n/a*	*n/a*	*n/a*	314.9	28.3	**2,152.8**
Installments on vessels under construction	444.9	*n/a*	*n/a*	*n/a*	245.0	19.2	**709.0**
Other non-current assets and liabilities	(27.9)	*n/a*	*n/a*	*n/a*	6.0	11.1	**(10.8)**
		n/a	*n/a*	*n/a*			
Working capital	*144.2*	*n/a*	*n/a*	*n/a*	*31.1*	*10.3*	**185.5**
Capital employed	**2,385.1**	***n/a***	***n/a***	***n/a***	**616.1**	**68.8**	**3,070.0**
Capital employed not including installments on vessels under construction	**1,940.2**	***n/a***	***n/a***	***n/a***	**371.2**	**49.6**	**2,361.0**
Capital employed related to non-current assets held for sale and liabilities directly associated with non-current assets held for sale	-	*n/a*	*n/a*	*n/a*	-	490.3	**490.3**

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

(in millions of euros)	1st half 2011	1st half 2010
Africa	298,7	260,3
Europe & Mediterranean/Middle-East	88,3	61,4
American Continent	59,4	44,5
Asia	36,2	40,1

Related party transactions

Apart from the items presented below, there was no significant change to related party transactions in the first half of 2011 compared with those described in the Annual Report as of December 31, 2010.

Relations with SINOPACIFIC and its subsidiaries

The Chairman of BOURBON's Board of Directors, Jacques d'Armand de Chateauvieux, is a partner in the naval construction company Sinopacific, through Jaccar Holdings, a wholly-owned subsidiary of Cana Tera SAS (previously Jaccar SAS). He is also a Director of Sinopacific. Ms Lan Vo, a Director of BOURBON, is also a Director of Sinopacific.

Horizon 2012 Plan

Through its subsidiaries, BOURBON acquired nine vessels from the Sinopacific group in 2011 for a total of €110.9m, including a bulk carrier from Crownship which was immediately sold to GENCO. As of June 30, 2011, 24 vessels were on order for a total of €547.0m, on which installments totaling €393.9m had been paid.

In addition, Cana Tera SAS (formerly Jaccar SAS) gave a guarantee to certain BOURBON subsidiaries for the return of any installments made by them to the shipyards of the Sinopacific Group, for a total outstanding amount of €177.7m as of June 30, 2011. These guarantees were given jointly and severally with the company Evergreen.

BOURBON 2015 Plan

Through its subsidiaries, in 2010 BOURBON signed a framework agreement with Crownship Ltd. and Zhejiang Shipbuilding Co. Ltd for an order for 62 vessels, reduced to 55 vessels in the first half of 2011, to be delivered between 2012 and 2014 for a total amount of around USD1 billion.

As of June 30, 2011, 55 vessels were on order for a total of €772.3m, on which installments totaling €123.5m had been paid.

Sinopacific gave a guarantee to certain BOURBON subsidiaries for the return of any installments made by them to the shipyards, which applies to the first two installments made. The outstanding amount guaranteed as of June 30, 2011 was €33.0m.

Relations with PIRIOU, WEST ATLANTIC SHIPYARD and SEAS

The Chairman of BOURBON's Board of Directors, Jacques d'Armand de Chateauvieux, 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 (previously Jaccar SAS). Jacques d'Armand de Chateauvieux is also a Director of Piriou. Christian Munier, a Director of BOURBON, is Chairman of the Supervisory Board of Piriou.

In 2011, through its subsidiaries, BOURBON acquired 6 vessels from these three companies for a total of €13.1m. As of June 30, 2011, 23 vessels were on order for a total of €42.6m, on which installments totaling €14.6m had been paid.

PIRIOU gave a guarantee to certain BOURBON subsidiaries for the return of any installments made by them to the shipyards, which applies to the first two installments made. The outstanding amount guaranteed as of June 30, 2011 was €4m.

Relations with CROWNSHIP, affiliated with JACCAR HOLDINGS S.A.

Jacques d'Armand de Chateauvieux, Chairman of our Company's Board of Directors, is also Chairman of JACCAR HOLDING S.A.

Through its subsidiaries, BOURBON acquired 5 bulk carriers from Crownship; these were held for resale. During 2010, 3 vessels were delivered; the first vessel was resold in early 2010. The two other vessels, as well as the Molitor delivered in 2009, were sold as part of the overall sale of the fleet of bulk carriers to GENCO during the second half of 2010. In the first half of 2011, delivery was taken of the last bulk carrier and it was sold on to GENCO.

6. Net earnings per share

Net basic earnings per share

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

	June 30, 2011	June 30, 2010
Weighted average number of shares over the period	67,706,174	67,333,586
Weighted average number of treasury shares held over the period	(2,706,385)	(2,720,813)
Weighted average number of shares outstanding during the period	**64,999,789**	**64,612,773**

The weighted average number of shares outstanding in the first half of 2011 and of 2010 takes into account the weighted average number of stock options exercised during each period.

The weighted average number of shares outstanding in the first half of 2010 was adjusted to take into account the allotment of one bonus share for 10 shares held, approved by the Combined General Meeting of June 1, 2011.

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

	June 30, 2011	June 30, 2010
Weighted average number of shares used in the calculation of basis earnings per share	64,999,789	64,612,773
Net income (in € million)		
Consolidated, Group share	(21.4)	41.0
Consolidated, Group share – excluding income from discontinued operations / operations held for sale	(21.9)	31.3
Net income from discontinued operations / operations held for sale – Group share	0.5	9.7
Basis earnings per share (in euros)		
Consolidated, Group share	(0.33)	0.64
Consolidated, Group share – excluding income from discontinued operations / operations held for sale	(0.34)	0.48
Net income from discontinued operations / operations held for sale – Group share	0.01	0.15

Diluted net earnings per share

Pursuant to IAS 33, the number of shares used to calculate diluted earnings per share takes into account the diluting effect of the exercise of stock options (stock subscription and stock purchase options), determined on the basis of the “share buyback” method. It also includes the shares whose issue is conditional. The weighted average number of shares used to calculate net earnings per share is therefore increased by dilutive potential ordinary shares.

Diluted earnings per share are calculated as follows:

Number of potential shares:

	June 30, 2011	**June 30, 2010**
Weighted average number of shares outstanding during the period	64,999,789	64,612,773
Weighted average number of shares, the issue of which is conditional during the period	50,965	57,221
Weighted average number of dilutive stock purchase and stock subscription options during the period	98,017	231,678
Weighted average number of potential shares	**65,148,771**	**64,901,672**

The weighted average number of potential shares in the first half of 2011 and of 2010 takes into account the allotment of one bonus share for 10 shares held, approved by the Combined General Meeting of June 1, 2011.

Pursuant to IAS 33, the calculation of diluted earnings per share for the first half of 2010 does not take into account the stock option plan approved by the Board of Directors on December 10, 2007 or the stock option plans approved by the Board of Directors on December 5, 2005 and December 4, 2006 as these options had an anti-dilutive effect.
Similarly, the calculation of diluted earnings per share for the first half of 2011 excludes the stock option (subscription) plan approved by the Board of Directors on December 4, 2006 and the stock option (purchase) plans approved by the Board of Directors on December 10, 2007 and August 24, 2009.

Diluted earnings per share:

	June 30, 2011	June 30, 2010
Weighted average number of shares used in the calculation of diluted earnings per share	65,148,771	64,901,672
Net income (in € million)		
Consolidated, Group share	(21.4)	41.0
Consolidated, Group share – excluding income from discontinued operations / operations held for sale	(21.9)	31.3
Net income from discontinued operations / operations held for sale – Group share	0.5	9.7
Diluted earnings per share (in euros)		
Consolidated, Group share	(0.33)	0.63
Consolidated, Group share – excluding income from discontinued operations / operations held for sale	(0.34)	0.48
Net income from discontinued operations / operations held for sale – Group share	0.01	0.15

7. Events after the closing date

On July 29, 2011 the social security budget amendment for 2011 was published in the French Official Journal, which institutes a profit sharing allowance (Article 1). In terms of accounting, this law does not create any obligation as of June 30, 2011, since it had not been published at that date. The Group is currently studying the potential consequences of this law.

III. STATEMENT OF THE PERSON RESPONSIBLE FOR THE FIRST HALF FINANCIAL REPORT

Christian Lefèvre
Chief Executive Officer

I hereby declare that to my knowledge, the interim financial statements have been drawn up according to the applicable accounting standards and provide a true and faithful representation of the assets, financial situation and results of the company and the companies included in its consolidated group, and that the associated half-year activity report presents a fair and accurate picture of the key events that have occurred in the six-month period, their impact on the interim financial statements, the principal transactions between related parties and a description of the principal risks and uncertainties for the remaining six months of the year.

IV. STATUTORY AUDITORS' REPORT ON FINANCIAL INFORMATION FOR THE FIRST HALF OF 2011

EurAAudit C.R.C
Cabinet Rousseau Consultants
Immeuble Le Cat Sud - Bat B
68, cours Albert Thomas
69008 Lyon

Deloitte & Associés
Les Docks - Atrium 10.4
10 place de la Joliette
13002 Marseille

Statutory Auditors' Review Report on the First Half-year Financial Information for 2011

(Period January 1 to June, 30, 2011)

This is a free translation into English of the statutory auditors' review report issued in French and is provided solely for the convenience of English speaking readers. This report includes information relating to the specific verification of information presented in the Group's interim management report. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting and in accordance with Article L.451-1-2 of the French Monetary and Financial Code ("*Code Monétaire et Financier"*), we hereby report to you on:

- the review of the accompanying condensed half-year consolidated financial statements of Bourbon SA, for the period from January 1, 2011 to June 30, 2011,
- the verification of the information contained in the interim management report.

These condensed half-year consolidated financial statements are the responsibility of the Board of Directors, in a context described in the explanatory notes and characterised by uncertain outlooks which already existed at the closing of the previous year's accounts. Our role is to express a conclusion on these financial statements based on our review.

1. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed half-year consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34 - standard of the IFRSs as adopted by the European Union applicable to interim financial information.

2. Specific verification

We have also verified the information given in the interim management report commenting the condensed half-year consolidated financial statements subject to our review. We have no matters to report as to its fair presentation and consistency with the condensed half-year consolidated financial statements.

Lyon and Marseille, August 30, 2011

The Statutory Auditors

French original signed by

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