

2011/2012
ANNUAL REPORT

G.E.A.

TOLL COLLECTION SYSTEMS



GRENOBLOISE D'ELECTRONIQUE ET D'AUTOMATISMES



SUPERVISORY BOARD

Mr. Serge ZASLAVOGLU, Chairman
Mrs. Jeannine ZASLAVOGLU, Vice-chairman
Mr. Henri CYNA
Mr. Louis-Michel ANGUE
Mr. Pierre GUILLERAND
Mr. Roland ROC

MANAGING BOARD

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Mr. Grigori ZASLAVOGLU

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FINANCIAL APPENDIX

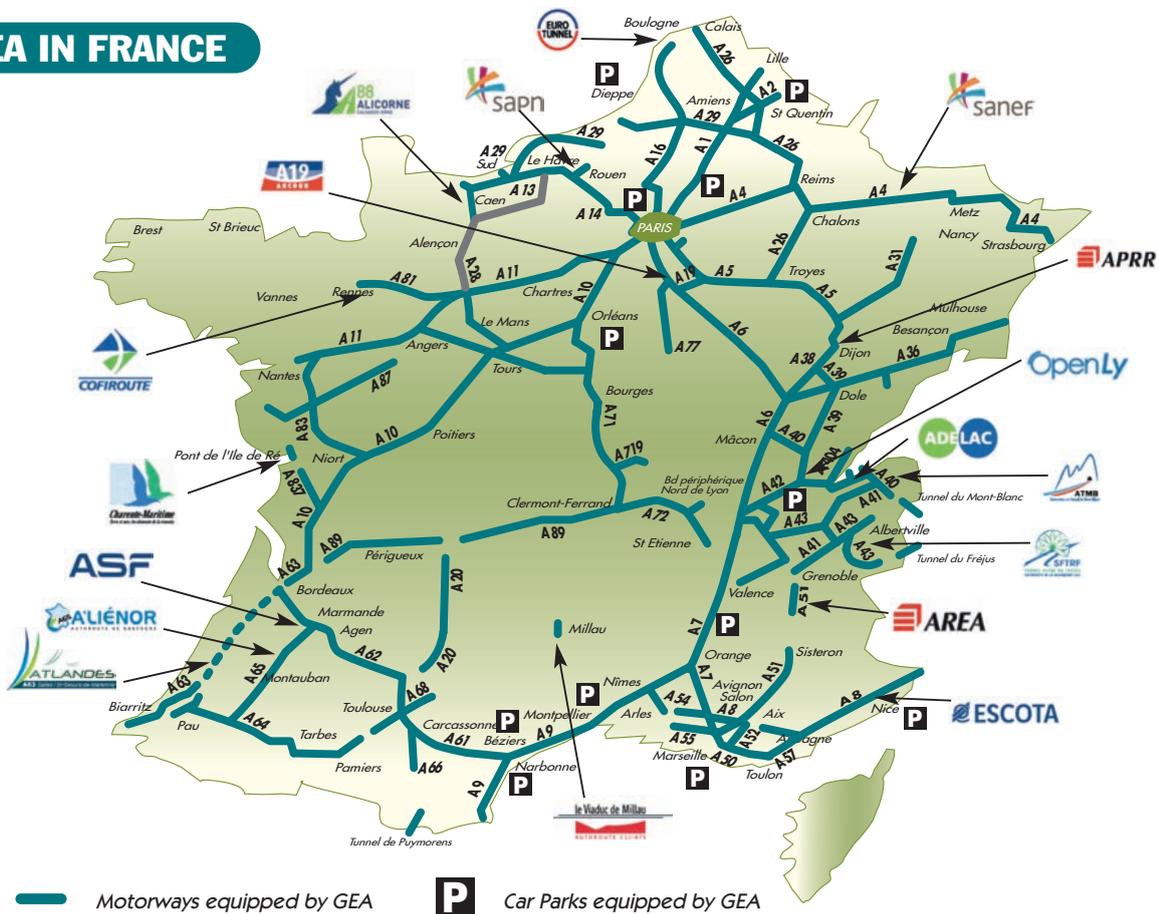
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GEA WORLDWIDE



More than 12,000 Toll Collection Terminals worldwide.

GEA IN FRANCE



MESSAGE FROM THE PRESIDENT OF THE SUPERVISORY BOARD



With a record production of more than €72 million, 2011/2012 was the fifth consecutive year of growth of our business activity.

Our strategic positioning on the automatic toll collection systems segment has continued to bear fruit.

Reflecting our clients' confidence in the capacity of GEA to constantly innovate and adapt to their quality requirements, the order book stood at €75 million on September 30, 2012.

A lot of operational and commercial achievements have marked this year.

In France, GEA has continued the deployment of 30 km/h non-stop systems for many of its customers and has been selected by Thales for

roadside antennas supply for the free flow Ecotaxe heavy goods vehicle project.

Atlantes and Egis Projects have entrusted our company for the supply of a new section of the A63 motorway.

For its part, EIFFAGE Group retained GEA for the provision of Prado South Tunnel in Marseille of its tolling equipment.

Finally, we would like to mention the signing of a contract with Lyon Airport to equip all of its car parks at the Lyon Saint Exupéry Airport.

On the export side, the year was marked by the bagging of several contracts, especially in Morocco, Brazil, China, the Philippines, Thailand, Croatia and Mexico.

A first success was also won in Kazakhstan.

Exports, however, represented only 30% of our business during this financial year.

It is therefore an important axis of potential development for the company and GEA intends to move forward its marketing efforts in this direction in order to find its necessary future sources of activity.

These future efforts are of several kinds: direct financial efforts to enter these new markets, technical and human investments, possible accrued deferment of payment, potential risks of non-payment.

Targeting larger and remote business implies higher costs and greater risks.

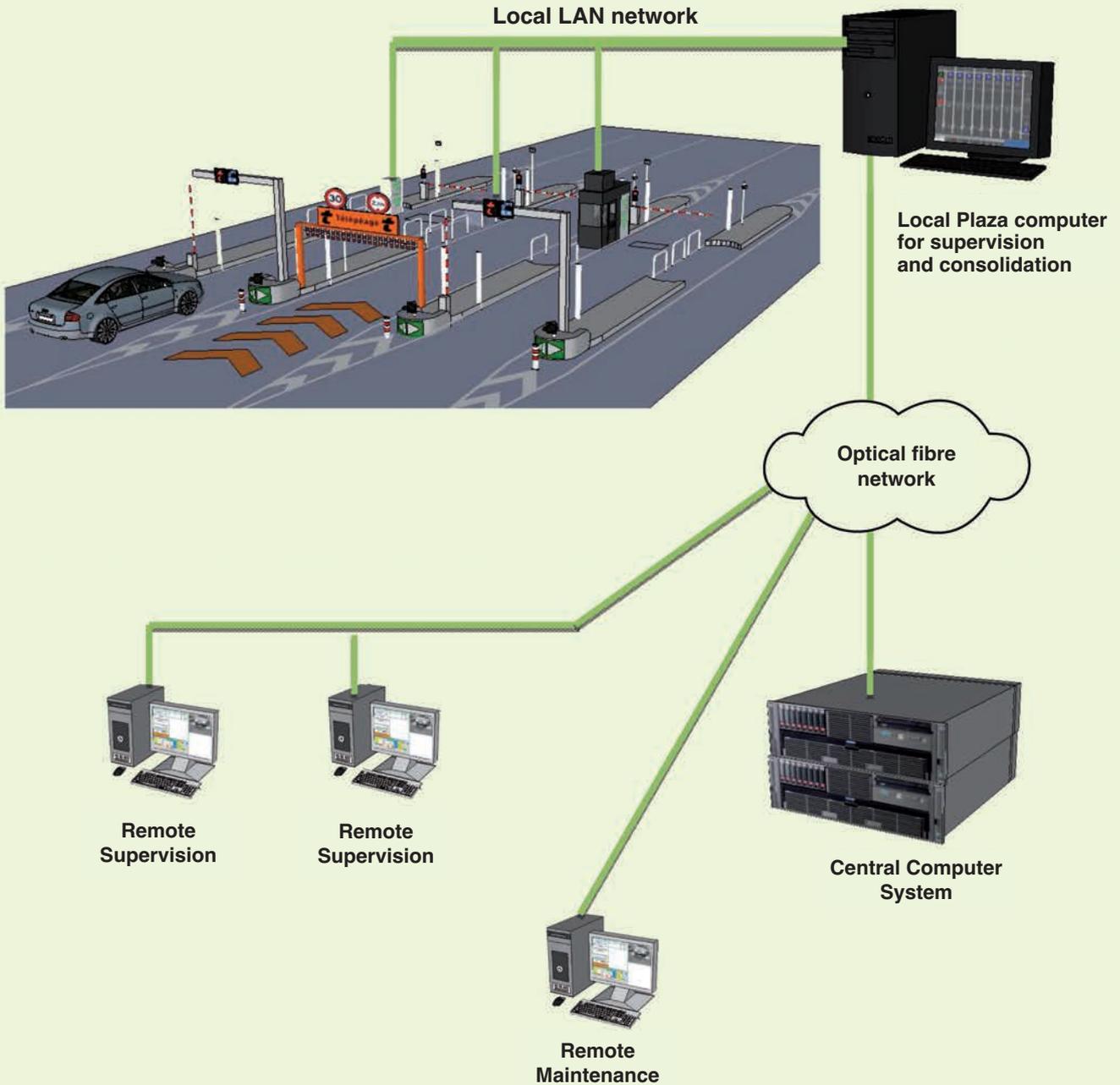
With a financial structure that is further enhanced with now €48 million fund equity, a net cash position of more than €39 million and no debt, GEA faces the future with confidence and audacity.

To meet this challenge I know I can count on all company employees whom I would like to thank for all their efforts and the quality of their work.

Serge Zaslavoglou

ORGANISATION OF DATA COLLECTION AND TRANSMISSION NETWORK

CHANNELED TOLL SYSTEM



Fitted with a central processing unit, toll terminals at user level manage various lane peripherals (automatic vehicle classification systems, traffic signals, barriers, electronic tolling antennas etc...)

Transaction data and traffic information are collected in real time and stored before being centralised and consolidated through local networks.

These local plaza computers communicate with a central computer via optical fibre networks.

COMPUTER AND ELECTRONIC TOLLING CONTROL SYSTEM

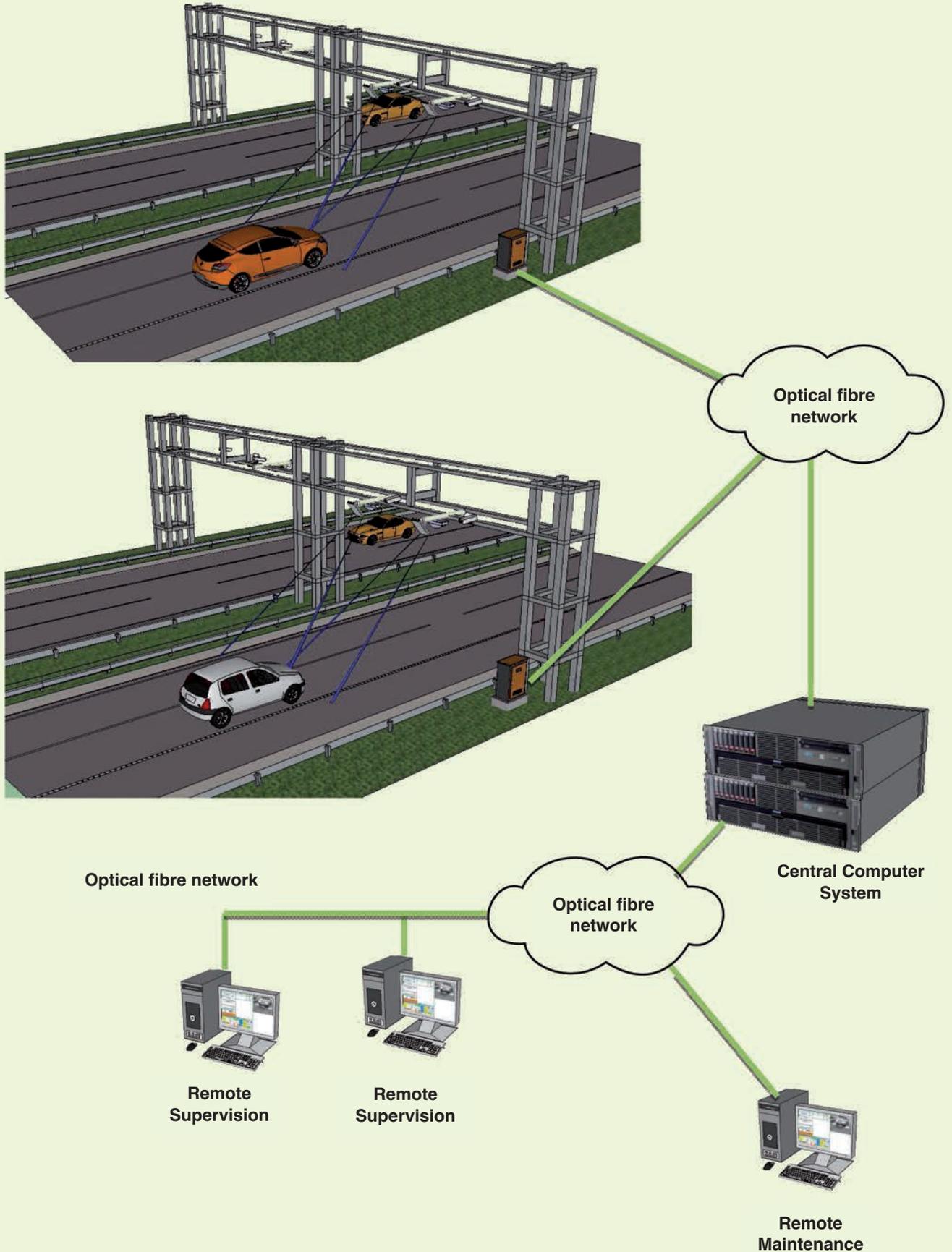
At the financial level :

- Prevents fraud
- Manages money flow (Revenue of more than 8.5 billion Euros in France in 2012).

At the technical level :

- Processes all means of payment
- Generates traffic statistics
- Automates toll collection
- 1.4 billion transactions in 2012 (nearly 607 million of which in Electronic Toll Collection)

FREE FLOW ELECTRONIC TOLL COLLECTION



AN EXPANDING BUSINESS: AUTOMATED TOLL PLAZAS

GEA offers a comprehensive range of equipment which allows its clients to automate their revenue collection either partially or entirely.

With more than 150 fully automated toll plazas in service in France, GEA is at the forefront of technology in this field.



- ✓ Automatic toll lanes accepting all means of payment (Multi-Payment Machines)
- ✓ Automatic vehicle classification systems
- ✓ Audio and video systems providing real-time remote assistance to patrons (data and digital image transmission over high-speed networks)
- ✓ Integration of contactless smart card payment systems
- ✓ Electronic Toll Collection (ETC) systems compliant with the European standard CEN TC 278:
 - Within the scope of the TIS (Télépéage Inter-Sociétés - Inter-Company ETC) tolling scheme for the French motorway operators, GEA has:
 - Supplied and implemented more than 700 DSRC antennas
 - Produced a rapid (50 km/h) Electronic Toll Collection System under TIS technology with automatic incident detection by video image analysis
 - Completed the TIS ETC software integration for nearly French motorway operators (light vehicles and HGVs)
 - GEA has developed and produced its own mobile microwave on-board units (OBU) and its own DSRC road-side antennas



GEA OBUs were chosen by the main OBU emitters (Sanef, ASF, AREA, ATMB, AXXES DKV, EURO-TOLL, ESCOTA, ACESA, AUTEMA, SERVIABERTIS)

- Thanks to its efforts in research and development, GEA has an ETC Free Flow system. The first 130 km / h Free Flow systems were commissioned during the year on the A65 (Langon-Pau)
- As part of the “Grenelle Environmental Forum”, GEA designed, together with its clients, and deployed, the non-stop Tolling System in order to reduce CO2 emissions
- In 2012 GEA has been selected to supply the roadside antennas for the Ecotaxe heavy vehicles free flow project

Internationally, numerous customers have also chosen GEA for all or a part of equipment for automation, in Denmark, Sweden, Spain, Brazil, Asia (Malaysia, Thailand, and China) and Northern Africa.

GEA have installed several electronic toll systems in Denmark, Sweden, Brazil, Croatia, Spain and in Asia.



Inauguration of the Tyne Tunnel of Newcastle by HRM Queen Elizabeth II.

CAR PARK ACCESS AND TOLL CONTROL SYSTEMS

GEA developed a complete line of equipment for car parks in the context of a first contract with the Vinci Group in 2001

- ✓ Entry lane terminals
- ✓ Intermediary lanes for access to private areas
- ✓ Exit lane terminals
- ✓ Pedestrian access control terminals
- ✓ Automatic payment machines
- ✓ Manual payment machines
- ✓ Car park supervision servers
- ✓ Central computer systems

Since then, the VINCI Group has entrusted GEA with the construction of all the equipment for its car parks at La Défense (Paris region).

Vinci Park , world leader in parking business , operates more than 2,600 car parks in 13 countries, including 637 in France i.e. 1.4 million car spaces.

- GEA has also obtained the confidence of other customers, notably:

- ✓ Marseille City Council
- ✓ Q-Park
- ✓ SAEMES (City of Paris)
- ✓ CHU (City of Grenoble)
- ✓ Aeronautic and Space Museum of Le Bourget
- ✓ City of Saint-Ouen
- ✓ City of Tremblay
- ✓ City of Saint-Jean-Cap-Ferrat
- ✓ Lyon Airport

- During the past few years GEA has also developed a parking maintenance activity at the request of its main customers.

- GEA has also developed and installed new systems for secured lorry parks for the Vinci, EIFFAGE and ABERTIS groups.



GEA SENIOR EXECUTIVES AND HUMAN RESSOURCES



Alexis ZASLAVOGLU
Chairman of the Managing Board,
Research and Development
Director



Grigori ZASLAVOGLU
Managing Director,
Company Secretary



Hassane TANOUKHI
Project Director



Olivier MANNECHEZ
Software Applications Director



François-Xavier OTT
Strategy, Marketing and Sales
Director



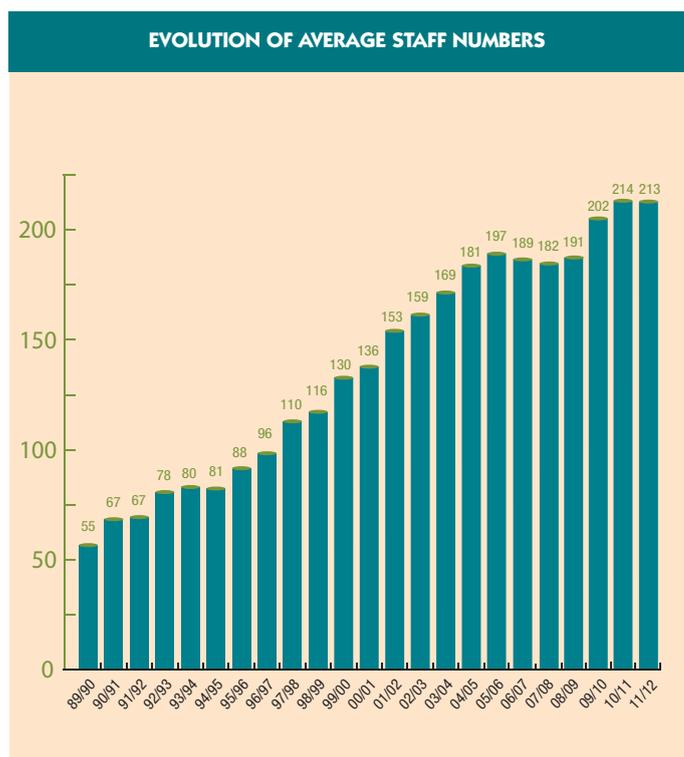
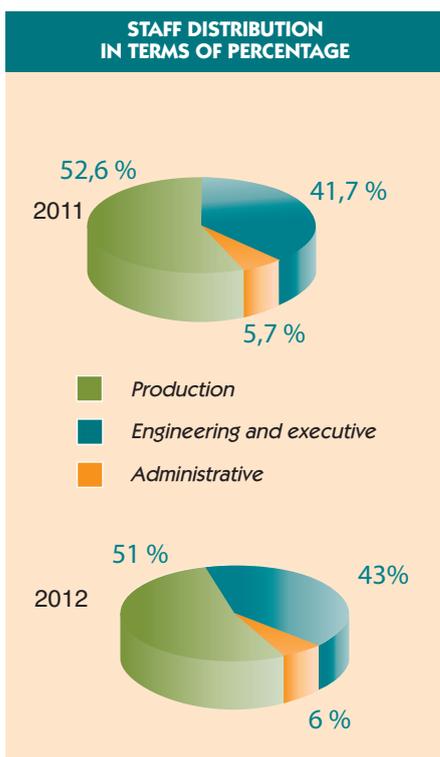
Philippe THOREAU
Commercial Director



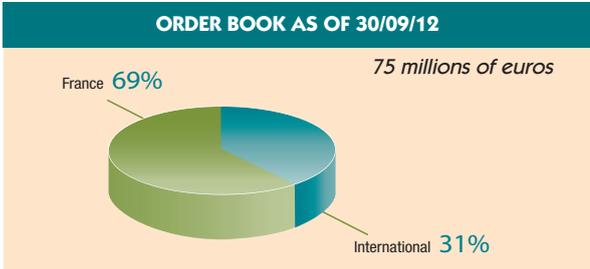
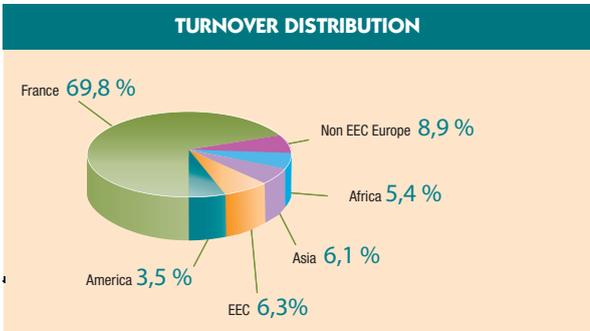
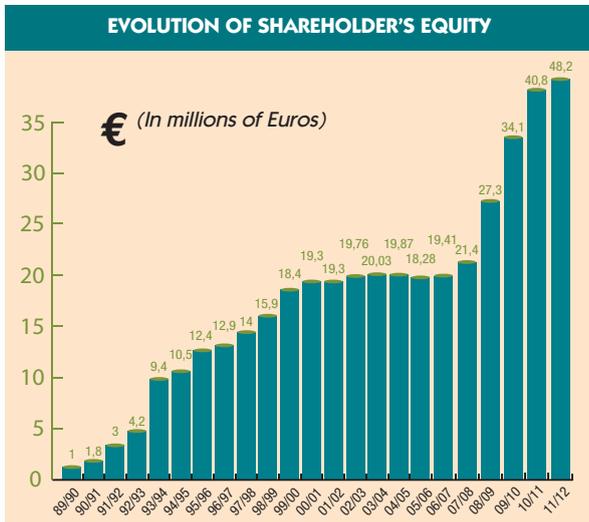
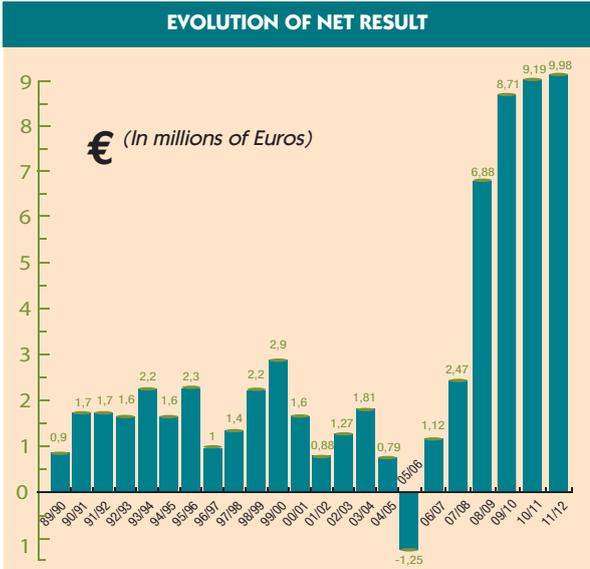
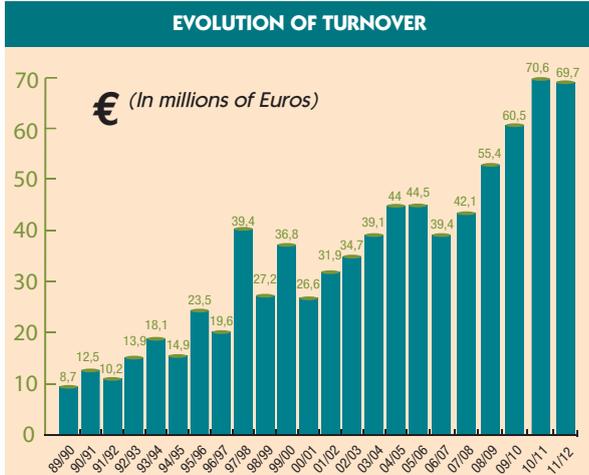
Jean LARRANG
Commercial Director
(American Region)

On 30th September 2012 GEA staff totalled 216 (211 the previous year) distributed as follows:

- Engineering and executive:	93
- Administrative:	12
- Production:	111
	<hr/>
	216



KEY FIGURES



THE STOCK MARKET

G.E.A. shares (code ISIN: FR0000053035) are quoted on the Euronext Paris Eurolist C.



Evolution of the stock-market price and number of shares traded.

— G.E.A. share price

■ Number of shares traded

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MANAGEMENT REPORT ON OPERATIONS FOR THE FINANCIAL YEAR ENDED 30th SEPTEMBER 2012

Ladies and Gentlemen,,

We have gathered you together for our Annual Ordinary Meeting to report to you on our Company's business during the fiscal year ended on 30th September 2012 and to submit for your approval the annual financial statements for the said fiscal year.

First of all, we would like to state that the financial statements that are being presented to you, were closed by the Managing Board on December 21, 2012 and submitted to the Supervisory Board on January 23, 2013, contain no changes, either in the presentation of the accounts or the valuation methods compared to those of the previous year.

Are appended to this report:

- In accordance with the provisions of Article R. 225-102 paragraph 2 of the Commercial Code, a table showing the financial results of the company over the last five years,
- In accordance with the provisions of Article L. 225-100 paragraph 7 of the Commercial Code, a summary table of current delegations granted by the general meeting of shareholders in the Managing Board in the field of capital increases, in application of Articles L. 225-129-1 and L. 225-129-2 of the Commercial Code.

We will now present the different items of information stipulated by the regulations.

I - ACTIVITY AND RESULTS

1) Situation and Activity during the Financial Year; progress; challenges

The sales revenue on 30th September 2012 totalled €69,691,424 compared to €70,604,925 for the previous financial year.

Total operating income, taking into account both the variation in the works in progress (+€2,990,038) and the write-backs of provisions and expense transfers (+€199,363) amounts to €72,880,825 compared to €68,213,841 on 30th September 2011.

In France, GEA continued provision and renewal of toll equipment to nearly all motorway companies.

Leader in toll collection automation, the company began deploying during the past financial year the new 30 km/h Non-Stop electronic toll system in AREA's network, (EIFFAGE Group), ASF, COFIROUTE, ESCOTA (VinciGroup), Sanef (ABERTIS Group).

After having commissioned its first 130 km/h Free-Flow systems in 2011 on the A65 Langon-Pau motorway, GEA has been selected by THALES for the supply of the roadside antennas for the Ecotaxe heavy goods vehicles free flow project.

The year was also marked by the signing of many contracts.

GEA was chosen by Sanef (Northern and Eastern France motorways) to provide its equipment for automatic systems of vehicles' classification.

A multi-year contract was also signed with ASF (Motorways of South of France) to provide and deploy payment modules for the adaptation of the toll system to the international EMV (Eurocard Mastercard Visa) standard chip card reading. AREA and COFIROUTE companies also entrusted this mission to GEA.

For their part, COFIROUTE and ESCOTA (Côte d'Azur motorways) renewed their trust in GEA through the signing of new contracts to provide automatic equipment.

Atlandes and Egis Projects have chosen GEA to provide the equipment to a new section Salles-Saint Geours de Maremne of the A63 motorway.

It should also be noted the signature of a contract with Aéroports de Lyon to equip all its car parks at the Airport Lyon Saint Exupéry (15,000 car spaces).

Finally, EIFFAGE Group retained GEA for the provision of tolling equipment for Prado South Tunnel in Marseille.

Internationally the company has successfully completed several projects, particularly in Morocco where Moroccan Motorways have chosen GEA to provide Berrechid-Beni Mellal Motorway and Casablanca bypass with tolling equipment.

GEA has also signed several contracts in China, Brazil, the Philippines, Thailand and Croatia during the year.

GEA has been awarded an important contract in Kazakhstan. This is the first GEA's contract in this country.

Finally, GEA was chosen in Mexico to supply the tolling system for Mexico-Toluca and Mexico-Acapulco motorways.

Operating costs amounted to €56,325,240 (compared to €53,028,474 for the preceding year) including:

- Depreciation allowance and provisions during the year of €965,809
- Payroll for €10,115,201 and the related social expenses amounting to €4,489,352 for an average staff number of 213 employees.

The provision corresponding to the company's engagements concerning employees' retirement contributions and accounted as of 30 September 2012 amounted to €1,434,184.

The rights acquired by employees under the Individual Right to Training at the closing date of the financial year were 21,300 hours and have not been requested by the employees.

The financial year shows an operating profit of €16,555,585 compared to €15,185,367 for the previous year.

This increase is the result of an optimal use of the company's integrated production structure.

Financial income and expenses totalled €584,185 and €159,061 respectively compared to €573,619 and €155,987 the previous financial year.

After taking into account an exceptional loss of €27,027, profit sharing with employees of €1,547,438, corporate income tax amounting to €5,273,051 together with the social contribution of €152,065, the net result came to €9,981,128 compared to €9,192,542 for the previous year.

2) Developments of stockholders' equity and overdraft

Stockholders' equity amounted to 48.22 million euros on 30th September 2012 compared to 40.87 million euros on 30th September 2011.

Bank debt is zero and the company has not signed any lease contracts.

3) Payment deadlines

Schedule of remaining debts to vendors at 30th September 2012:

	Un-matured debt						Outstanding debt	
	Less than 30 days		30 to 60 days		More than 60 days			
	At 30/09/12	At 30/09/11	At 30/09/12	At 30/09/11	At 30/09/12	At 30/09/11	At 30/09/12	At 30/09/11
Total debt to suppliers (in K €)	4,210	3,103	2,530	2 340	1	4	916	306

4) Foreseeable Developments and Prospects for the Future

Thanks to the large installed base and technological advance, GEA intends to pursue the development of its activity, particularly through the automation of tolling.

As at 30th September 2012, the order book was valued more than €75 million, 31% of which were international orders.

5) Events Occurring Since the End of the Fiscal Year

The company continued its activity normally since 30th September 2012.

6) Research and Development Activities

The company has continued its research and development programme over the past financial year; none of the expenses incurred in this context were converted into fixed assets.

7) Share Buy Back

On 27th March 2012, the Managing Board was authorised to purchase its own shares on the Stock Market in accordance with Article L.925-209 of the Commercial Code with the aim of stabilising the price of the company share through systematic counter tendency intervention, or otherwise the delivery of shares as payment or exchange in operations of external growth or share cancellation, and under the following conditions:

- Maximum buying price: €100 per share
- Maximum number of shares to be acquired: 10% of total shares

The purchase program was published through a press release sent to the Autorité des Marchés Financiers and made available on ActusNews dated 22th March 2012.

These operations were carried out under a liquidity contract in accordance with the AMAFI Charter of Ethics agreed with an investment service provider. (Liquidity contract concluded 11th July 2005 between the company and the brokerage firm EXANE BNP PARIBAS, renewed tacitly and which has continued to be implemented during the year).

Under the liquidity contract, 15,141 shares were acquired during the year at an average price of €62.96 and 15,935 shares were sold at an average price of €63.03.

The amount of commissions under the liquidity contract was 12,310 euros excluding VAT for the financial year, of which 2,500 euros excluding VAT were flat rate brokerage fees.

At the close of the last three financial years:

On 30th September 2012, the company held 1,294 shares (0.11% of its capital) for a value of €84,303.

On 30th September 2011, the company held 2,088 shares (0.17% of its capital) for a value of €124,800.

On 30th September 2010, the company held 6,767 shares (0.56% of its capital) for a value of €176,115.

8) Miscellaneous

The company is not under any obligation to produce its accounts to IFRS standards. However, it has introduced some of the preferential methods of CRC 99-03 regulation, which could apply to GEA's activity in order to come closer to international accounting standards. Each year since 2004, the company has thus accounted for a provision corresponding to the company's engagements concerning personnel retirement contributions.

Also, as of the financial year 2005/2006, the company has applied CRC 2004-06 regulations concerning the definition, accounting and evaluation of assets and CRC 2002-10 concerning the depreciation of assets.

II - SUBSIDIARIES, SHARE HOLDING

(Articles L.233-6, L.233-7 and L.247-1 of the Commercial Code)

1) Subsidiaries (+50% and +66.66% of the capital)

None

2) Share Holding (5%, 10%, 20%, 33.33% and 50 %)

None

III - RECIPROCAL SHARE HOLDING

No investment of this order was held by our Company during the past financial year, which would have required an alienation of shares described in Article R.233-19 of the Commercial Code.

IV - DEGREE OF EXPOSURE TO RISK FACTORS

A review of risks was conducted and no other significant risks have been identified other than those listed below:

1) Technological risk factors:

Prevention of technological risks

The company's activities do not come under the provisions of article L.225-102-2 of the Commercial Code relating to installations shown in the list set out in section IV of article L.515-8 of the Environmental Code.

New product launches

Proficiency in equipment design, manufacture and deployment phases ensures a high safety margin for GEA in terms of deadlines. Similarly, this proficiency in conjunction with the quality policy developed within the company reduces breakdown risks to a minimum.

Sub-contractor skills

For reasons of economic effectiveness, the company sub-contracts a fairly small and highly targeted proportion of its production and installation work. The company also strives to ensure at least two sub-contracting sources for the same type of service.

Staff skills

The company is continuing its expansion by concentrating on on-going product innovation, maintaining product quality and providing support services, all of which require a highly qualified and stable workforce. Workforce stability has been clearly asserted since the company was established.

Dependence on Key Personnel

The Company is well structured enough to not be significantly exposed to this risk.

Environmental Risks

Company production does not give rise to pollution risks, either during manufacture or storage.

2) Business risk factors:**Advent of new competitors**

To the best of our knowledge, there have been no new competitors in GEA's field of business this year.

Falling prices

La société GEA évolue sur un marché concurrentiel ce qui peut entraîner une pression sur les prix.

Par ailleurs, a société GEA peut être appelée à faire des efforts commerciaux stratégiques ponctuels, notamment pour pénétrer de nouveaux marchés à l'export.

Counterfeiting

There is a marginal risk of counterfeiting given the on-going technological developments and level of service associated with the sale of this type of product.

Customer risks (credit risk and / or matching)

The customer risk is low given the quality of contracting parties, in particular in France (public sector companies or private sector companies operating concessions).

Abroad, GEA strives to obtain payment by means of firm letters of credit confirmed by a French bank. Furthermore, when significant credit is granted to a customer, GEA usually requests a bank security to guarantee payment.

3) Financial risk factors:**Exchange rate risks**

As in previous years, wherever possible, coverage of exchange rate risk factors has been ensured through forward contracts.

The company also occasionally uses COFACE's cover systems.

As of 30th September 2012 PLN cover (Polish Zloty): Forward sale of PLN 1,404,518 (K€314).

Interest rate risks

None

Commodity risk

None

Dilution and takeover risks

The founders and directors hold a clear majority of the voting rights inside the company, which provides protection against hostile public offers.

**Fluctuations in company shares
(Shares and other investments risks)**

Since it was listed on the stock market in 1994, GEA has used legal provisions to intervene on the market to regularise its share price against the trend without exception, such interventions being carefully measured.

These took the form of a liquidity contract signed with a specialist brokering company which acts according to the code of practice laid down by the AMF (Autorité des Marchés Financiers).

In the 2011/2012 financial year, the GEA share price varied between €50.50 at the lowest (on 23/11/2011) and €74.00 at the highest (on 27/03/2012).

4) Legal and tax risk factors:**Disputes**

Because of its activities in France and abroad, it may be subject to diverse litigation. GEA has taken out various insurance policies which are adapted to its business activity:

- Legal Liability insurance policies (premium: €55,019; cover: €8,000,000 before delivery and €4,000,000 afterwards, deductible: from 0 to €30,000 according to damage)
- Comprehensive and Business Interruption Loss Insurance (premiums: €83,238 cover: gross margin for the business interruption loss policy, new reinstatement value as well as the reimbursement of the BME after an expert's report, deductibles: none).
- Transported Goods (premiums: €6,659; cover: value of the equipment; deductibles: variable).
- Car Fleet (premiums: €28,426; cover: unlimited for legal liability and value after expert for comprehensive cover; deductibles: none in limited liability and variable according to vehicle type).
- Air Insurance (premiums: €15,218; cover: fuselage cover €850,000, legal liability for non-transported persons 12.5 million euros, legal liability for passengers €150,000 per seat).

Tax and company risk factors

The company fulfils its tax and social security obligations.

Intellectual property

Not applicable.

5) Liquidity risk:

Equity amounted to €48.22 million on 30th September 2012 compared with 40.87 million on 30th September 2011.

Bank debt is nil and the company has not entered into any lease contract.

On 30th September 2012 the Company had €39.3 millions of net cash. Cash is invested in money market funds or accounts without capital risk.

6) Operational Risks:

In terms of internal control, the company has endeavoured to establish the means it deems best suited to its company profile whose shares are listed on a regulated market, and its French and international activity.

Current business is supervised by members of the Managing Board with a management team consisting of 6 Directors and a Company Secretary:

Mr Tanoukhi, Project Director
Mr Alexis Zaslavoglou, Research and Development Director
Mr Mannechez, Software Applications Director
Mr Ott, Strategy, Marketing and Sales Director
Mr Thoreau, Commercial Director
Mr Larrang, Commercial Director (American Region)
Mr Grigori Zaslavoglou, Company Secretary

The Managing Board with its management team oversees operations to prevent and monitor any kind of risks to the company, whether or not linked to the activity; while risks of a more financial character are supervised by Mr Grigori Zaslavoglou, Company Secretary.

Significant commercial offers are validated by at least one member of the Managing Board before being sent to customers. Similarly all contracts are signed by a member of the Board, or with its written permission.

The accounting and financial functions, and management control during the year were assumed by the Company Secretary under the authority of the Managing Board and assisted by an Accounting and Treasury Department composed of 8 people. The Chief Accountant, acting under the authority of the Company Secretary and in accordance with company accounting procedures, ensured the correct and complete invoice record of customers and suppliers. Accounting function resources are reviewed annually and were found to still be adapted to the size and activity of the company.

Purchases are made for firm projects. Stocks and work in progress are subject to an annual comprehensive physical inventory and a six monthly review. Payments to suppliers are subject to validation by the Purchase Department and / or project managers concerned. A final review before payment is made by a member of the Managing Board.

The policy for the coverage of financial risks of any nature as well as the signing of commitments was monitored, under the supervision of the Managing Board, by the Company Secretary. Financial investments were made on instruction from the Company Secretary, who was also responsible for all company relations with the banks.

As part of the choice made by the company to use bank debt as little as possible, and given the importance and permanence of the treasury, internal financing and cash was controlled by the Company Secretary. He also oversaw periodic checks between cash and accounting and ensured the correction of any anomalies. On each financial closing the Board was informed of the company treasury situation.

The Company Secretary also oversaw the production of financial statements and finalised them with the Chartered Accountant after audit by the External Auditor.

Judicial and tax functions are generally outsourced to specialised firms.

The accounting and management system rests on an internal information system that is backed up by the regular assistance of a chartered accountant, to whom payroll processing is outsourced.

The Managing Board ensures that information conservation requirements, data and processing for the establishment of accounting and financial statements are met.

Accounts are reconciled twice a year.

Forecasts are made annually and revised at the end of each half-year.

The organisation in place thus facilitates comprehensive bookkeeping monitoring, correct evaluation of transactions and the production of accounting and financial data according to accounting standards in effect and accounting rules and methods implemented by the company. The Board has been informed of these principles, approved by the Managing Board and reviewed by the External Auditors. Any change in accounting principle is, where applicable, the subject of consultation with the External Auditor and of information to the Board.

Financial information is controlled by the Auditor in connection with audits and in accordance with current standards.

The establishment of the results, the balance sheet, financial position and annexes are explained to the Board at each published financial closing.

Financial and accounting information is subject to regular publication to shareholders and the financial community under the authority of the Company Secretary and according to a schedule established with the support of an outside legal counsel.

The company has also complied with information obligations resulting from implementation of the Transparency Directive in the Monetary and Financial Code and which have been imposed with effect from 20th January 2007. It will continue to do its best in the application of the regulations.

The internal control procedures are to:

- ensure that the acts of management or the execution of operations as well as the behaviour of individuals follow the guidelines given to company activities by its governing organs, by applicable laws and regulations, and by the internal rules and standards of the company
- verify that the accounting, financial and management information transmitted to the company's organs accurately reflects the company's situation
- prevent the risk of error and fraud within the company
- ensure the safeguarding and protection of assets

Internal control, like any system of control cannot provide absolute assurance that risks are completely eliminated and can only provide reasonable assurance regarding the achievement of objectives.

V - SOCIAL INFORMATION

On 30th September 2012 GEA's total staff was 216.

GEA had no particular difficulties in recruiting.

Overtime was worked on an occasional basis due to temporary activity peaks of installation or commissioning phases on different work sites.

GEA also employed temporary staff due to absent employees and temporary activity peaks for a total of 6,220 days for the financial year 2011/2012.

GEA switched to a 35-hour working week at the beginning of 2000.

Some employees chose to work part-time at their own request; part-time being mostly 4/5th time connected to parental leave or other part-time work.

Salaries represented €10,115,201 for the financial year compared to €9,870,194 for the previous financial year.

Social security charges amounted to €4,489,352 compared to €4,317,189 for 2010/2011.

There is no performance agreement in GEA .

Company's savings plan was established on 26/09/2012.

GEA accounted for a provision of €1,547,438 for legal participation for the financial year.

Equal opportunities between men and women appear to be respected within the company; no special measures were taken during the past year except working out with the social partners the aims to progress and act in the employment's field and in managing between work and family responsibilities.

The general policy of equal treatment will be continued.

Collective agreements at company level were concluded during the year.

GEA is subject to the agreements of the Metallurgy Industry.

The working environment and conditions are monitored periodically by GEA's Committee for Health and Safety at Work.

Training programmes were carried out in line with the training plan submitted to the Employees' Representative Council and in accordance with the needs which appeared during the financial year. They resulted in an assessment also submitted to the Employees' Representative Council, which made no comments. As part of its training procedures, the company has incorporated the guidelines of the Act N° 2004-391 of 4th May 2004 relating to continuous training and has in particular informed its employees of their individual training rights.

On 30th September 2012 the corresponding total obligation of the company represents 21,300 hours.

GEA endeavours to employ disabled people (4 workers on 30th September 2012).

In 2012, GEA paid €37,816 to the Fund for the professional integration of disabled people.

GEA subcontracts a relatively small and targeted part of its production and installation work for economic efficiency.

VI - SHARE HOLDING

1) Identity of the Shareholders owning more than a twentieth, a tenth, three twentieths, a fifth, a quarter, a third, half or two-thirds eighteen twentieths or nineteen twentieths of the Registered Capital or voting rights, and/or who have passed these levels during the financial year (article L.233-7.1 of the Commercial Code):

Shareholders	Number of shareholders		Voting rights thresholds	
	N	N-1	N	N-1
Mr Serge ZASLAVOGLU	+ 1/3	+ 1/3	+ 1/2	+ 1/2
CM-CIC Private Capital		- 1/20		

No shareholders agreement is known to the company.

The shares included in a registered account for more than four years have a double voting right.

2) Subscription, Purchase or Placing in Security by the Company of its own Shares for the Employee Profit Sharing Scheme

We hereby inform you that in compliance with the clauses in article L.225-211 of the Commercial Code, no purchase or sale of company shares was made as per articles L.225-208 of the Commercial Code in the past financial year.

The transactions carried out on the company's stock pursuant to Article L.225-209 of the said Code are recalled above in Chapter I §6, with the aim of stabilising the share price of the company share through systematic counter tendency intervention.

3) Options for Subscriptions or Purchase of Shares Granted to the Company Employees

No operations as described in the articles L.225-184 of the Commercial Code and 174-20 of the decree were made during the last financial year.

4) Proportion of capital held by the employees at the end of the financial year

In compliance with the provisions of Article L.225-102 of the Commercial Code, we would like to point out that the employees of the company do not possess any shares in the company that fall within the scope of a company savings plan provided for by Articles L.443-1 to L.443-9 of the Labour Code or a company open-end investment fund governed by Chapter III of Law No. 88-1201 of 23rd December 1988 concerning mutual asset funds investing in securities and bearing on the creation of receivable pools.

VII - STOCK MARKET VALUE

GEA shares were listed on the secondary market of the Paris Stock Exchange on 21st June 1994, at the offer price of 120 French Francs (€18.29).

It is currently listed on Eurolist Paris, Compartment C.

On 16th January 2013, the share price stood at €73.90 and, on this basis, the market capitalisation of "GEA" was €88.35 million.

VIII - PROPOSAL FOR PROFIT ALLOCATION

We propose to allocate the profits for the fiscal year amounting to 9,981,127.73 €
to which has been added the sum of 2,329.80 €
which figures in the "Retained earnings" and corresponds to unpaid dividends (shares detained by the company itself) i.e. a total of:..... 9,983,457.53 €
in the following manner:

- A sum of 2,869,267.20 €
is distributed to shareholders as a dividend, provided that, in the event that during of the payment the company owns some of its own shares, the profit corresponding to the unpaid dividends in respect of such shares will be allocated to "Retained earnings".

- The balance of 7,114,190.33 €
will be transferred to the ordinary reserve.

The dividend returned on each share shall thus be set at 2.40 €

This dividend, from which the social taxes of 15.5% will be deducted (CSG, CRDS, social charge and additional contribution to this charge) will be paid by the company CACEIS Corporate Trust - 14 rue Rouget de Lisle 92130 ISSY LES MOULINEAUX, as of the date of the annual general meeting.

This dividend is compulsory submitted for individual shareholders who are tax residents in France, at progressive rate of income tax after the application of 40 % abatement under 3-2° to 4° of Article 158 of the Tax Code in addition to social contributions at 15, 50% rate.

The dividend will be submitted to a compulsory withholding tax of 21% imputable on the due income tax.

The shareholders whose income tax reference of the tax household is less than €50,000 during the penultimate year (for single, divorced or widow taxpayers) or €75,000 (for taxpayers filing jointly) may request to be exempted from this withholding tax. (Article 242 of the Tax Code).

This option must be taken up with CACEIS Corporate Trust before 31 March 2013 at the latest on cashing the dividend.

Furthermore we inform you of the sums distributed as dividends for the last three financial years:

Financial	Income eligible for the deduction		Income not eligible for the deduction
	Dividends	Other distributed incomes	
2008/2009	1,920,000 €	/	/
2009/2010	2,400,000 €	/	/
2010/2011	2,630,162 €	/	/

IX - NON TAX-DEDUCTIBLE EXPENSES

In accordance with the provisions of articles 223 quarter et quinquies of the General Tax Code, we advise you that the accounts for the financial year include the sum of €15,690 , which corresponds to non-tax deductible expenditure (article 39-4 of the General Tax Code).

X - ASSESSMENT OF THE DIRECTORS' FEES TO BE ALLOCATED TO THE SUPERVISORY BOARD MEMBERS

We hereby propose that you set the Directors' Fees for members of the Supervisory Board to an overall sum of €40,000 for the current financial year.

XI - AUTHORISATION TO THE MANAGING BOARD TO PURCHASE COMPANY SHARES ON THE STOCK MARKET

In accordance with the provisions of article L.225-209 of the Commercial Code, we request that you decide whether to grant the Managing Board the authority to purchase its own company shares.

For this purpose you are presented with a detailed purchasing programme such as has been drawn up by the Managing Board which you can read and which will be part of a special resolution and subject to your vote.

XII - INFORMATION ON COMPANY PARTNERS AND EXECUTIVES

List of company mandates:

We remind you that following the adoption by the company of a mode of management by a Managing Board and Supervisory Board, the members of the Supervisory Board appointed by the Extraordinary General Meeting of 15th November 2007 are the following:

- Mr Serge ZASLAVOGLOU
- Mr Louis-Michel ANGUE
- Mr Henri CYNA
- Mr Pierre GUILLERAND
- Mr Roland ROC
- Mrs Jeannine ZASLAVOGLOU

Members of the Supervisory Board are appointed for a term of six years and may be re-elected.

Nobody may be appointed as a member of the Supervisory Board, if over the age of seventy-five. The appointment has the effect to hold one third of Supervisory Board members above that age. If this proportion is exceeded, the oldest member of the council shall be deemed to resign after the General Assembly approve the accounts of the year in which the exceeding will occur.

At the date hereof, one member of the Supervisory Board is more than 75 years old.

The Supervisory Board meeting of 15 November 2007 appointed Mr Serge ZASLAVOGLU, President of the Supervisory Board and Mrs Jeannine ZASLAVOGLU, Vice Chairman of the Supervisory Board.

The mandates of the Supervisory Board members are about to expire; they should be renewed, as will be explained below.

The mandates of Mr Serge Alexis ZASLAVOGLU, Chairman of the Managing Board, and Mr Grigori ZASLAVOGLU, Managing Director, were renewed on 25th March 2011 by the Supervisory Board.

Members of the Managing Board are appointed for the duration of four years and can be re-elected. They can be dismissed by the Supervisory Board.

The age limit for the exercise of duties for a member of the Managing Board is 75 years.

The Managing Board is invested with extensive powers to act on behalf of the company in all circumstances within the limit of the objectives and subject to those attributed by law to the Supervisory Board and Shareholder's Meeting

The Managing Board cannot determine or authorise the issuing of bonds.

In accordance with the provisions of Article L.925-102-1 of the Commercial Code, listed hereafter are the Offices and positions held in all companies by each of the Members of the Boards:

1/ Mr Serge ZASLAVOGLU, President of the Supervisory Board

Number of GEA shares held: 405,938 corresponding to 811,784 voting rights.

Other positions

- Manager of the real estate company "SCI DE CANASTEL"
- Manager of the real estate company "KALISTE"
- Manager of the real estate company "EPSILON"
- Manager of the real estate company "SCI SANTA CRUZ"
- Manager of the limited liability company (SARL) DEA

2/ Mr Louis-Michel ANGUE, Member of the Supervisory Board

Number of GEA shares held: one corresponding to 2 voting rights

Other positions: None

3/ Mr Henri CYNA, Member of the Supervisory Board

Number of GEA shares held: 450 corresponding to 500 voting rights.

Other positions: None

4/ Pierre GUILLERAND, Member of the Supervisory Board

Number of GEA shares held: 10 shares corresponding to 20 voting rights

Other positions: - Member of the supervisory board of the company PGO
- Permanent Representative of the EEM company at the board of SAIP (company listed on the Paris open market).

5/ Roland ROC, Member of the Supervisory Board

Number of GEA shares held: 51 shares corresponding to 52 voting rights

Other positions: None

6/ Jeannine ZASLAVOGLU, Vice-Chairman of the Supervisory Board

Number of GEA shares held: 1,600 shares corresponding to 1,600 voting rights

Other positions: None

7/ Mr Serge Alexis ZASLAVOGLU, President of the Managing Board

Number of GEA shares held: 21,800 shares corresponding to 29,900 voting rights

Other positions: None

8/ Monsieur Grigori ZASLAVOGLU, Directeur Général

Number of GEA shares held: 26,700 shares corresponding to 34,700 voting rights

Others positions : - Manager of the GEA branch in the Ivory Coast ;
- Manager of the GEA branch in Greece ;
- Manager of the GEA branch in Tunisia.

Compensation of company executives

Pursuant to the provisions of Article L.225-102-1, sub-paragraph 3 of the Commercial Code, we will render account hereafter of the total compensation and benefits of any kind paid during the past fiscal year to each company representative and will also indicate the commitments of any kind made by the Company for the benefit of its company executives, corresponding to compensation items, allowances, or benefits likely to be owed for their responsibilities, as well as the methods of determining these commitments, namely

- Mr Serge ZASLAVOGLU: € 200,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Total amount during financial year
Expenses reimbursement	None	None	€8,041.28	€8,041.28
Benefit in kind (in a personal use of the company aircraft)	None	None	None	None
Remuneration as Chairman of the Supervisory Board	€100,000	€75,000	€100,000	€75,000
Attendance fees	€10,000	€10,000	€10,000	€10,000
Income for specific missions	€90,000	€90,000	€90,000	€90,000
TOTAL	€200,000	€175,000	€208,041.28	€183,041.28

- Mr Serge Alexis ZASLAVOGLU: € 317,697.87 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€94,549.63	€94,549.63	€103,666.31	€103,666.31
Variable salary under the employment contract according to the level of business of the company	€133,829.61	€133,829.61	€147,853.38	€147,853.38
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€40,000	€24,000	€40,000	€24,000
Expenses reimbursement	€30,381.63	€30,381.63	€23,753.24	€23,753.24
Benefit in kind (in a personal use of the company aircraft)	€18,937	€0	€19,427 €	€0
Specific Advantages for termination or change of function deferred pay, severance and pension obligations, termination/ without cause real and serious, or loss of employment due to a public offer)	None	None	None	None
TOTAL	€ 317,697.87	€282,760.87	€334,699.93	€299,272.93

- Mr Henri CYNA: € 6,017.56 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
Benefit in kind (in a personal use of an ETC Badge)	€17.56	€17.56	€78.09	€78.09
Reimbursement of expenses	None	None	€3,824.64	€3,824.64
TOTAL	€6,017.56	€6,017.56	€9,902.73	€9,902.73

- Mr Louis-Michel ANGUE: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Monsieur Pierre GUILLERAND: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mr Roland ROC: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mrs Jeannine ZASLAVOGLOU: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mr Grigori ZASLAVOGLOU: €183,982.64 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€82,890.34	€82,890.34	€79,051.71	€79,051.71
Variable salary under the employment contract according to the level of business of the company	€33,457.34	€33,457.34	€36,963.28 €	€36,963.28
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€40,000	24,000	40,000	24,000
Expenses reimbursement	None	None	€670,32	0
Benefit in kind (in a personal use of the company aircraft)	€27,634.96	€0	€25,438	0
Specific Advantages for termination or change of function (deferred pay, severance and pension obligations, termination without cause real and serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€183,982.64	€140,347.68	€182,123.31	€140,685.31

XIII - SUMMARY OF OPERATIONS PERFORMED ON THE SHARES OF THE COMPANY BY EXECUTIVES DURING THE YEAR

None

XIV - RENEWAL OF THE DIRECTORS' AND AUDITORS' MANDATES

1/ The mandates of the members of the Supervisory Board shall end in the year 2013, after the Annual Ordinary Shareholders' Meeting.

In this regard, we propose to renew all the mandates for a period of six years which will be expired by the annual general meeting called to vote on the financial statements at 30 September 2018.

2/ The mandates of the members of the Managing Board ended in the year 2011, after the Annual Ordinary Shareholders' Meeting.

The Supervisory Board at its meeting held after the Ordinary General Meeting of 25th March 2011, has renewed the mandates of Members of the Managing Board Serge ZASLAVOGLU Alexis and Mr Grigori ZASLAVOGLU for a further period of four years.

3/ The mandates of the company "GRANT THORNTON» as a statutory auditor, and that of society" INSTITUTE MANAGEMENT AND ACCOUNTING - IGEC " as deputy Statutory Auditor, were renewed for a period of six years during the Ordinary General Meeting of 27th March 2012.

XV - OBSERVATIONS FROM THE EMPLOYEES REPRESENTATIVE COUNCIL

We hereby state that the employees' representative council convened on 25h January 2013 had no observations to make regarding the accounts of the past financial year, as authorised by the provisions of article L.432-4 of the French Labour Code.

XVI - CONVENTIONS STIPULATED BY ARTICLES L.225-79-1, L.225-86 and L.225-90-1 OF THE COMMERCIAL CODE

We hereby request that you approve the agreements and commitments stipulated by above mentioned articles, duly authorised by the Company Supervisory Board during the financial year.

Your Statutory Auditor has been informed of these agreements and commitments that it will cover in its special report, it being specified that we have informed it, on the other hand, in accordance with Article R.225-59 of the Commercial Code, of the agreements described in Article L.225-87 of the said Code bearing on current operations and signed under normal conditions.

XVII - DECISIONS OF THE COMPETITION AUTHORITY FOR ANTICOMPETITIVE PRACTICE (ARTICLE L.464-2, I- paragraph 5 OF THE COMMERCIAL CODE

GEA is not the subject to injunction or penalty imposed by the Competition Authority for anticompetitive practices.

XVIII - INFORMATION ABOUT PREMIUM OF PROFIT SHARING

We inform you that in case of any increase in the dividend per share compared to the average dividend per share of the previous two years, a premium must be granted to employees of the company for the year closed under the provisions of the law N° 2011-894 of 28 July 2011 (Amended Law of financing social security for 2011).

XIX - AUDIT BY THE STATUTORY AUDITOR

In compliance with legal and regulatory provisions, the Statutory Auditor's reports are available for consultation.



We hope that the preceding propositions will receive your approval and that you will be willing to approve the resolutions being submitted to you.

The Managing Board

RESULTS (AND OTHER TYPICAL ELEMENTS) OF THE COMPANY DURING THE LAST FIVE FINANCIAL YEARS

(Currency: Euros)

NATURE OF THE ITEMS	Financial year 2007-2008	Financial year 2008-2009	Financial year 2009-2010	Financial year 2010-2011	Financial year 2011-2012
CAPITAL AT THE END OF THE FINANCIAL YEARS					
Registered capital	2,400,000	2,400,000	2,400,000	2,400,000	2,400,000
N° of ordinary shares	1,200,000	1,200,000	1,200,000	1,195,528	1,195,528
N° of shares with priority dividend (with voting right)	0	0	0	0	0
Max. Number of shares to be created in the future	0	0	0	0	0

OPERATIONS AND RESULTS OF THE FINANCIAL YEARS					
Turnover	42,091,245	55,439,150	60,516,653	70,604,925	69,691,424
The result before tax, employee profit sharing and depreciation allowances and provisions	4,779,293	11,961,805	15,258,007	16,284,707	17,879,979
Tax on profits	1,544,301	3,601,778	4,598,045	4,899,157	5,425,116
Result after taxes, profit sharing and depreciation allowances and provisions	538,035	1,014,850	1,225,742	1,367,456	1,547,438
Sum due for the profit sharing scheme for the financial year	2,471,136	6,889,362	8,719,366	9,192,542	9,981,128
Profit distributed	960,000	1,920,000	2,400,000	2,630,162	2,869,267

PROFITS PER SHARE					
Result after taxes, profit sharing but before depreciation allowances and provisions	2.25	6.12	7.86	8.38	9.12
Result after taxes, profit sharing and depreciation allowances and provisions	2.06	5.74	7.27	7.69	8.35
Dividend allocated per share	0.80	1.60	2.00	2.20	2.40

PERSONNEL					
Average workforce employed during the financial year	182	191	202	214	213
Total amount of salaries paid	7,862,371	8,665,607	8,983,518	9,870,194	10,115,201
Amount of sums paid for fringe benefits during the financial year (social security, social works, etc.)	3,410,168	3,690,986	3,988,352	4,317,189	4,489,352

TABLE OF VALID DELEGATIONS GRANTED BY THE GENERAL MEETING OF SHAREHOLDERS TO THE MANAGING BOARD IN THE FIELD OF CAPITAL INCREASES PURSUANT TO ARTICLE L.225-129-1 AND L.225-129-2 OF THE COMMERCIAL CODE

Date of the General Assembly	Purpose of the delegation	Duration of validity of the delegation	Date of use of the delegation, if any	Terms of use of delegation
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NONE

REPORT OF THE SUPERVISORY BOARD To the Annual General Shareholders' Meeting of 27th March 2013

Ladies and Gentlemen,

We would like to remind you that in application of Article L.225-68 of the Commercial Code, the Supervisory Board must present its comments on the annual financial statements approved by the Managing Board to the Annual Shareholders' General Meeting, as well as on the Management Report submitted to the meeting.

We specify that the annual financial statements for the fiscal year ending on 30th September 2012 and the Management Report were provided to the Supervisory Board within the deadlines set out in the legal and regulatory provisions.

The financial statements for the said fiscal year reveal the following main items:

- Balance sheet total: €84,072,710
- Revenues: €69,691,424
- Result of the financial year: €9,981,128 profit

We have no specific comments to make, neither concerning the Management Board Report nor the financial statements for the fiscal year ending on 30th September 2012.

Completed in PARIS
23th January 2013
The Supervisory Board

STATUTORY AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

For the financial year closed as at 30th September 2012

To the shareholders,

In compliance with the assignment entrusted to us by your Annual General Meeting, we hereby report to you, for the year ended September 30th, 2012 on:

- the audit of the accompanying financial statements of the company GEA,
- the justification of our assessments,
- the specific verifications and information required by law.

These financial statements have been approved by the Management Board. Our role is to express an opinion on these financial statements based on our audit.

1 Opinion on the financial statements

We conducted our audit in accordance with the 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 September 30th, 2012 and of the results of its operations for the year then ended, in accordance with French accounting principles.

2 Justification of assessments

In accordance with the requirements of article L.823-9 of the French Commercial Code, relating to the justification of our assessments, we bring to your attention the following matter:

- The method of revenue recognition is described in the note 2 i) of the notes on the financial statements.

Based in our assessment of the rules and accounting principles applicable by your company, we checked the accounting method and its correct application.

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.

3 Specific verifications and information

We have also performed in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no comments on:

- the fair presentation and conformity with the financial statements of the information given in the Management Board's report, and in the documents addressed to the shareholders concerning the financial position and the financial statements ;
- the fair information given in the Management Board's report relating to the salaries and benefits paid to Corporate Officers concerned and the engagement granted to them on the occasion of the arrival, suspension or change of duties or subsequently to it.

In accordance with the law, we verified that the Management Board's report contained the appropriate disclosures as to the identity of the shareholders and votes.

Lyon, January 25th 2013

The statutory auditor

Grant Thornton

French member of Grant Thornton International

François Cayron

Partner

BALANCE SHEET

For the years ended 30th September 2012 and 2011

(Currency: Euros)

ASSETS	30/09/2012	30/09/2011	Note
CURRENT ASSETS			
Liquid assets	39,340,184	39,414,722	10
Accounts receivable	26,506,194	14,921,807	9
Advances to suppliers	0	0	
Inventory	16,551,398	12,116,184	8
Prepaid expenses	189,226	404,799	9
TOTAL CURRENT ASSETS	82,587,002	66,857,512	
FIXED ASSETS			
Long term investments	121,142	161,698	5
Property, plant and equipment	1,340,234	1,271,391	4
Intangible assets	24,332	28,562	3
TOTAL FIXED ASSETS	1,485,708	1,461,651	
TOTAL ASSETS	84,072,710	68,319,163	
CURRENT LIABILITIES			
Accounts payable	11,723,233	7,955,434	13
Advances from customers	93,073	222,608	
Taxes and social security payable	6,783,268	5,540,508	13
Short-term loans	4,270	4,408	
Deferred revenue	14,727,737	11,593,680	13
TOTAL CURRENT LIABILITIES	33,331,581	25,316,638	
LONG-TERM LIABILITIES			
Long-term loans	0	0	
Estimated liabilities	2,515,819	2,130,512	12
TOTAL LONG-TERM LIABILITIES	2,515,819	2,130,512	
SHAREHOLDERS' EQUITY			
Share capital	2,400,000	2,400,000	11
Share premium	2,927,021	2,927,021	11
Legal reserve	240,000	240,000	11
Other reserve	0	0	11
Retained earning	32,674,831	26,101,716	11
Amount carried forward	2,330	10,734	11
Net income	9,981,128	9,192,542	11
TOTAL SHAREHOLDERS' EQUITY	48,225,310	40,872,013	
TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY	84,072,710	68,319,163	

INCOME STATEMENT

For the years ended 30th September 2012 and 2011

(Currency: Euros)

	09/2011	09/2010	Note
Sales and other operating revenue	72,880,825	68,213,841	16
Operating expenses	-55,359,431	-52,363,419	19
Depreciation, provisions	-965,809	-665,055	20
Operating income	16,555,585	15,185,367	
Net Financial Items	425,124	417,632	
Net Extraordinary items	-27,027	-143,844	21
Profit sharing	-1,547,438	-1,367,456	
Taxation	-5,425,116	-4,899,157	18
NET INCOME	9,981,128	9,192,542	

The accompanying notes are an integral part of these balance sheets and statements of income.

CASH FLOW STATEMENT

For the years ended 30th September 2012 and 2011

(In thousand Euros)

	sept-12	sept-11
OPERATING ACTIVITIES		
Net income	9,981	9,193
Depreciation, amortization and provision	842	882
Profit or loss on disposal of assets	-4	-162
CASH FLOW FROM OPERATING ACTIVITIES	10,819	9,912
Change in accounts receivable	-11,369	2,372
Change in inventories and work in progress	-4,435	2,097
Change in account payable	8,015	-3,898
NET CASH PROVIDED BY OPERATING ACTIVITIES	3,030	10,482
INVESTING ACTIVITIES		
Acquisitions of fixed assets	-525	-360
Disposal of fixed assets	4	168
Net investments	-521	-192
Net financial investments	45	-36
NET CASH FLOW USED BY INVESTING ACTIVITIES	-476	-228
FINANCING ACTIVITIES		
Capital increase	0	0
Dividends paid	-2,628	-2,389
New short-term loans	0	0
Reduction in long term debts	0	0
Change in current account	0	0
NET CASH FLOW PROVIDED BY FINANCING ACTIVITIES	-2,628	-2,389
NET CHANGE IN BANK DEPOSITS	.74	-7,865
Bank deposits at 1 st october	39,412	31,546
BANK DEPOSITS AT 30TH SEPTEMBER	39,337	39,412

NOTES ON THE FINANCIAL STATEMENTS SEPTEMBER, 30th 2012

(Amounts given in Euros)

GEA is a French manufacturer of toll collection equipment.

Note n° 1: Significant Events of the Year

No significant event occurred during the year.

Note n° 2: Accounting Principles

The financial statements have been prepared in accordance with the following principles generally accepted in France:

Les conventions générales comptables ont été appliquées dans le respect du principe de prudence, conformément aux hypothèses de base:

- Going concern,
- Consistency principle,
- Accrual basis of accounting

All accounting values have been assessed according to the historical cost principle.

No exception to generally accepted accounting principles has been made.

a) Intangible Assets

Depreciation is provided on the straight-line method for the estimated useful life:

- Software: 12 months

Research and development expenditures are charged to profit and loss account.

b) Tangible Assets

Tangible assets are valued at their historical cost.

Depreciation is provided on the straight-line and declining balance methods for financial accounting purposes over the following estimated useful lives:

- Machinery and equipment: 3 to 10 years
- Fixtures: 5 to 15 years
- Transportation equipment: 1 to 15 years
- Office equipment: 1 to 10 years

c) Investments

Investments are valued at acquisition cost. Depreciation is provided for the difference between acquisition cost and the fair value.

The fair value is assessed on the owner's equity, the expected profitability and business prospects.

d) Payable and Receivable Trade Accounts

They are valued at historical cost. If necessary, depreciation is provided for doubtful accounts.

e) Inventories and Goods in Progress

Raw materials are valued on a FIFO basis. Goods in progress are valued at the lower cost between production cost and liquidation price. It includes raw materials and direct labour costs together with general expenses related to production, except for financial expenses

f) Short Term Investment

Financial investments concern mutual funds as well as quoted shares. Mutual funds are valued on a FIFO basis. If necessary, depreciation is provided for the difference between acquisition and the fair value. Quoted shares are valued at the financial year-end price.

g) Foreign currency operations

Payable and receivable accounts are valued according to the corresponding foreign currency value on closing day. The difference generated by this conversion is seen on the balance sheet as unrealised exchange gains and losses. Depreciation is provided for possible loss. Covered accounts are valued at coverage cost.

h) Turnover

The turnover is constituted with the amounts invoiceable to clients according to contractual agreements (specifications).

The invoicing is completed according to the work in progress, via succeeding situations.

Other works are recognised as goods in progress

i) Profit Margin

The profit margin on long-term contracts is recognised when works are completed.

j) Pension Commitments

Pension commitments are accounted based on the retirement allowances defined by the collective agreement including social charges. The provision corresponds to the updated allowances that would be allocated to the 67-year-old staff considering the expectation of life and the turnover rate estimated for each employee.

Commitments are calculated according to the INSEE table of 2003-2005

Note n° 3: Intangible Assets

	Sept 12	Sept 11
Intangible assets	24,332	28,562

Intangible assets include software.

Note n° 4: Tangible Assets

The company owns the following property and equipment:

	Sept 12	Sept 11
Machinery and equipment	158,263	106,535
Fixtures	334,990	267,711
Transportation equipment	698,383	718,428
Other assets	148,598	178,717
Assets in progress	0	0
TOTAL	1,340,234	1,271,391

Note n° 5: Shares and Investments

	Sept 12	Sept 11
Shares	0	0
GEA shares	84,303	128,786
Other investments	36,839	36,898
TOTAL	121,142	165,684
Depreciation	0	-3986
TOTAL	121,142	161,698

Note n° 6: Investment companies' shares

Investment companies' shares are composed of 1,294 G.E.A. shares. The selling value as at 30th September 2012 is €85,092 for an accounting value of €84,303.

Note n° 7: Related company disclosures

No share in a related company appears in the assets.

Note n° 8: Inventory and Goods in Progress

	Sept 12	Sept 11
Raw materials and spare parts	6,112,599	4,582,749
Raw materials depreciation provision	-80,573	-65,453
Goods in progress	10,588,926	7,598,888
Goods in progress depreciation provision	-69,554	
TOTAL	16,551,398	12,116,184

Note n° 9: Trade and Other Debtors

	Sept 12	Sept 11
Trade debtors	25,620,510	14,209,567
Other debtors	885,684	712,240
	26,506,194	14,921,807
Less: allowance for doubtful accounts	0	0
	26,506,194	14,921,807
Prepaid expenses	189,226	404,799
TOTAL	26,695,420	15,326,606

Note n° 10: Liquid Assets

Liquid assets are composed of securities as well as cash and bank deposits:

	Sept 12	Sept 11
Securities	1,950,854	1,904,803
Cash and bank deposits	37,389,330	37,509,919
TOTAL	39,340,184	39,414,722

Note n° 11: Shareholder's Equity

The share capital is divided into 1,195,528 shares, worth €2.0075 each
 Shares held for over 4 years become double-voting.

Note n° 12: Estimated Liability

	Sept 12	Sept 11
Provision for guarantee on domestic and export works	773,671	728,899
Provision for foreign exchange risk	307,964	278,038
Provision for pension commitment	1,434,184	1,123,575
TOTAL	2,515,819	2,130,512

Note n° 13: Trade and Other Creditors due within One Year

	Sept 12	Sept 11
Trade creditors	11,366,274	7,589,186
Other liabilities	356,959	366,248
Other creditors including taxation and social security	6,783,268	5,540,508
TOTAL	18,506,501	13,495,942
Prepaid receivables	14,727,737	11,593,680

Note n° 14: Accrued Liabilities

	Sept 12	Sept 11
Trade creditors	3,710,178	1,836,336
Tax and payroll	4,492,164	4,200,999
Other creditors	356,959	355,886
TOTAL	8,559,301	6,393,221

Note n° 15: Commitments

Forward exchange coverage
KPLN 1,405 K€ : 314

Off - balance sheet assets:
Bank guarantee: 14,275 K€

Note n° 16: Information by Business Activity and Area

	France	Export	Turnover
Production	47,733,509	19,115,029	66,848,538
Services	913,880	1,929,006	2,842,886
TOTAL	48,647,389	21,044,035	69,691,424

Note n° 17: Information on Staff

	Sept 12	Sept 11
Wages and salaries	10,115,201	9,870,194
Social security	4,489,351	4,317,189
TOTAL	14,604,552	14,187,383

Number of employees:

	Sept 12	Sept 11
Management	93	91
Employees	120	120
TOTAL	213	211

Note n° 18: Income Tax

	Sept 12	Sept 11
Operating income	16,980,709	-5,424,117
Profit sharing	-1,547,438	-
Extraordinary items	-27,027	-999
TOTAL	15,406,244	-5,425,116

Note n° 19: Operating expenses

Operating expenses include the following

	Sept 12	Sept 11
Cost of sales	32,171,143	29,649,106
Payroll	14,604,552	14,187,383
Tax expenses	1,142,556	1,148,040
Other operating expenses	7,441,180	7,378,890
TOTAL	55,349,431	52,363,419

Note n° 20: Depreciation and Provision Expenses

	Sept 12	Sept 11
Depreciation on intangible assets	118,382	84,058
Depreciation on tangible assets	341,919	328,259
Allocation to provision for raw materials depreciation	150,127	65,453
Allocation to provision for doubtful accounts	0	0
Allocation to provision for guarantee on domestic and export works	44,772	108,152
Allocation to provision for pension commitment	310,609	79,133
TOTAL	965,809	665,055

Note n° 21: Extraordinary items

Extraordinary items (profit)	0
Extraordinary items (loss)	-1000
Net profit on tangible assets sale	3,900
Depreciation other contingency provision	-29,927
TOTAL	-27,027

Note n° 22: Subsidiaries and Investments

Subsidiaries	Capital	Interest percentage	Shares gross value	Loans and advances	Turnovers	Cashed in dividends
	Reserves and carry forward in local currency		Shares net value in €	Guaranties and backings in €	Net income in €	
TOTAL SUBSIDIARIES =			0			
GEA shares =			84,303			
TOTAL securities (Gross value)			84,303			

Note n° 23: Cash Flow Charts

Cash is defined by the company as the total of:

- Inflows values,
- Demand deposits in the banks
- Cash accounts
- Short term securities, net with valuation allowance if necessary.

Short term securities are very liquid investments, the value of which is not supposed to change in a significant manner.

The cash flow chart is shown according to the indirect method, from the net benefit.

CORPORATE GOVERNANCE

Supervisory Board Chairman's report regarding the rules governing the preparation and organisation of the Board of Directors' work, and the internal control procedures established by the company

Ladies and Gentlemen,

This report, which supplements that of the Managing Board, sets forth the rules and administrative modalities governing the preparation and organisation of the Supervisory Board's work during the financial year, as well as the internal control procedures established by the company, pursuant to the provisions of article L. 225-68 of the Commercial Code.

To write this report, we referred to AFEP-MEDEF amended by the recommendations of 6th October 2008 and we relied on the AMF Reference Guide on internal control for small and mid-caps available on the AMF website www.amf-france.org.

I- RULES GOVERNING THE PREPARATION AND ORGANISATION OF THE SUPERVISORY BOARD'S WORK

- Composition of the Board and application of the principle of balanced representation of men and women within it.

As a result of adopting a method of management of the company with a Managing Board and a Supervisory Board, the Supervisory Board members appointed by the Extraordinary General Meeting on 15th November 2007 are as follows:

- Mr Serge ZASLAVOGLU
- Mr Louis-Michel ANGUE
- Mr Henri CYNA
- Mr Pierre GUILLERAND
- Mr Roland ROC
- Mrs Jeannine ZASLAVOGLU

All Board members are French nationals.

In accordance with the provisions of Article L. 226-9-1 of the Commercial Code, resulting from Act No. 2011-103 of January 27th 2011 and effective thereafter, on 19th January 2012 the Supervisory Board deliberated about the steps envisaged to feminize its composition for a more balanced representation. The aim is to achieve 20% women in the Council no later than 1 January 2014.

- Organisation and working of the Supervisory Board

The term of office is 6 years.

The number of members aged over 75 may not exceed one third of the total members. Only one member is more than 75 years old.

All current members of the Council have already made more than two terms and thus have the necessary good knowledge of the company and its technical and economic environment.

It is proposed to the General Shareholders Assembly on March 27, 2013 to renew the mandates for a further period of six years.

Each member must own at least one GEA share.

The number of Board members associated with the company by an employment contract cannot exceed one third of the members in office. No member of the Supervisory Board is bound to the Company by a contract of employment.

The Supervisory Board meeting of 15 November 2007 appointed Mr Serge ZASLAVOGLU, President of the Supervisory Board and Mrs Jeannine ZASLAVOGLU, Vice Chairman of the Supervisory Board.

During the 2011/2012 financial year the Supervisory Board met five times:

- On 28th November 2011 it examined the Managing Board report for the fourth quarter of fiscal year 2010/2011.
- On 19th January 2012 it examined the accounts of the previous year and the annual report of the Managing Board, the activity of the first quarter of fiscal year based on the report of the Managing Board, the agreements referred to in Article L.225-86 of the Commercial Code and the Chairman's report on the conditions of preparation and organisation of work of the Supervisory Board and internal control. The Supervisory Board considered the various risks that the company could be facing and heard and appreciated the protective measures used by the Managing Board. It has developed its report based on the report of the Managing Board and on the accounts for the year 2010/2011. The Council also discussed the new provisions of article L.226-9-1 of the Commercial Code relating to the company's policy regarding equal employment and pay. After examining the Council also confirmed the amount of the remuneration allocated to each of the Board member.
- On 27th March 2012 it decided on the distribution of attendance fees among Board members, authorised an agreement referred to in Article L.225-86 of the Commercial Code, examined and confirmed the remuneration of the members of the Managing Board.
- On 31st May 2012 it considered the second quarter report of the Managing Board, the forecast documents prepared by the Managing Board, the half-yearly financial report of the Managing Board.
- On 8th August 2012 it considered the activity report of the Managing Board of the third quarter and authorised a convention referred to in Article L.225-86 of the Commercial Code.

The attendance of members of the Supervisory Board at these meetings was on average 73.33%.

- Evaluation of work of the Supervisory Board

During the past fiscal year, the members of the Supervisory Board examined their practices regarding corporate governance, especially procedures for work preparation and organisation, and assessed the adequacy of the organisation in relation to the assignment.

The aim was to apply the recommendations set forth by the new economic regulations laws as well as by the VIENOT and BOUTON reports, found to be compatible with the company's size and business volume.

The Supervisory Board judged that it was not necessary to put in place self-assessment rules, given the existing relations among the members of the Board (6 members, including 4 independent members who were not part of the Chairman's immediate family); it nevertheless regularly discussed, informally, the quality of the work and how to improve it.

The Council did not consider it necessary to set up committees, work within it can be done in a collegial manner without difficulty given the size, level of activity and organization of the company.

- Limitations to the Managing Board's powers set by the Supervisory Board

Members of the Managing Board are appointed for four years and can be re-elected. They may be removed, by the Supervisory Board if necessary.

Mandates of Serge Alexis ZASLAVOGLU, President of the Managing Board, and Grigori ZASLAVOGLU, Managing Director, were renewed on 25 March 2011 by the Supervisory Board.

The Supervisory Board has decided to maintain the employment contracts of Executive Board members upon renewal of their mandates. The Council estimated that it was in the society's interest, from operational and financial point of view, not to deprive the company of the skills exercised by the members of the Managing Board under their employment contracts.

The age limit for performing duties of Board member is 75 years. None of the present members has reached this age limit.

The Managing Board is vested with powers to act in all circumstances on behalf of the company within the limits of the company purpose and subject to powers granted by law to the Supervisory Board and at shareholders meetings. The Managing Board is not entitled to decide or authorise the issuing of bonds.

II- INTERNAL CONTROL PROCEDURE

- Objectives of Internal Control

The purposes of internal control procedures are:

- To ensure that the acts of management or the execution of operations, as well as the behaviour of individuals, fall within the scope of the orientations of the company's activities determined by its governing organs, by the law and regulations applicable and by the values, standards and internal rules established in the company
- To verify that the accounting, financial and managerial information transmitted to the company's social organs gives a truthful picture of the company's situation
- To avoid risks of error and fraud within the company
- To preserve and protect the assets

An internal control, as is the case with any control system, does not provide an absolute guarantee of total elimination of risks, but gives only a reasonable assurance that the objectives are met.

The main risks (including factors which may impact in the case of a public offer) to which the company is exposed are described in Title IV of the management report on operations for the year ended 30/09/12, published within the annual financial report on 31st January 2013 and available on the company website. The management of these risks is also described at title IV of the report.

Information on the capital structure is covered at title VI of the management report

- Summary Description of the General Organisation of the Internal Control Procedures

Regarding internal control procedure itself, the company has endeavoured to establish the means that are most appropriate to the company profile whose shares are listed on a regulated market, and to its French and international business.

Current business is supervised by members of the Managing Board with a management team consisting of 6 Directors and a Company Secretary:

Mr Tanoukhi, Project Director
Mr Alexis Zaslavoglou, Research and Development Director
Mr Mannechez, Software Applications Director
Mr Ott, Strategy, Marketing and Sales Director
Mr Thoreau, Commercial Director
Mr Larrang, Commercial Director (American Region)
Mr Grigori Zaslavoglou, Company Secretary

The Managing Board with its management team oversees operations to prevent and monitor any kind of risks to the company, whether or not linked to the activity; while risks of a more financial character are supervised by Mr Grigori Zaslavoglou, Company Secretary. Significant commercial offers are validated by at least one member of the Managing Board before being sent to customers. Similarly all contracts are signed by a member of the Board, or with its written permission.

The accounting and financial functions, and management control during the year were assumed by the Company Secretary under the authority of the Managing Board and assisted by an Accounting and Treasury Department composed of 8 people. The Chief Accountant, acting under the authority of the Company Secretary and in accordance with company accounting procedures, ensured the correct and complete invoice record of customers and suppliers. Accounting function resources are reviewed annually and were found to still be adapted to the size and activity of the company. Purchases are made for firm projects. Stocks and work in progress are subject to an annual comprehensive physical inventory and a six-monthly revue. Supplier Payments are subject to validation by the Purchase Department and / or project managers concerned. A final inspection before payment is made by a member of the Managing Board.

The policy for the coverage of financial risks of any nature as well as the signing of commitments was monitored by the Company Secretary under the supervision of the Managing Board. Financial investments were made on instruction from the Company Secretary, who also assumed the whole of the company relations with the banks. As part of the choice made by the company to use bank debt as little as possible, and given the importance and permanence of the treasury, internal financing and cash was controlled by the Company Secretary. He also oversaw periodic checks between cash and accounting and ensured the correction of any anomalies. On each financial closing the Board was informed of the company treasury situation. The Company Secretary also oversaw the production of financial statements and finalised them with the Chartered Accountant after audit by the External Auditor.

- Judicial and Tax Functions

Judicial and tax functions are generally outsourced to specialised firms.

- Internal control procedures related to accounting and financial information

The accounting and management system rests on an internal information system that is backed up by the regular assistance of a chartered accountant, payroll processing being outsourced to the latter.

The Managing Board ensures that information conservation requirements, data and processing for the establishment of accounting and financial statements are met. Accounts are reconciled twice a year.

Forecasts are made annually and revised at the end of each half-year.

The organisation in place thus facilitates comprehensive monitoring of the bookkeeping, correct evaluation of transactions and the production of accounting and financial data according to accounting standards in effect and accounting rules and methods implemented by the company.

The Supervisory Board has validated these principles which have been approved by the Managing Board and reviewed by the External Auditors. Any change in accounting principle is, where applicable, the subject of consultation with the External Auditor and of information to the Board.

Financial information is controlled by the Auditor during audits in accordance with current standards.

The establishment of the results, the balance sheet, financial position and annexes are explained to the Supervisory Board at each published financial closing.

Financial and accounting information is subject to regular publication to shareholders and the financial community under the authority of the Company Secretary and according to a schedule established with the support of an outside legal counsel.

The company has also complied with information obligations resulting from implementation of the Transparency Directive in the Monetary and Financial Code and which have been imposed with effect from 20th January 2007. It will continue to strive on the application of these regulations.

III- RULES RELATING TO THE PARTICIPATION OF SHAREHOLDERS TO THE GENERAL ASSEMBLY

There are no special conditions regarding the participation of shareholders in the general meeting. The modalities of participation are those defined by law and provisions in articles of association of the company relating thereto (Article 33).

IV- PRINCIPLES AND RULES ADOPTED BY THE SUPERVISORY BOARD TO DETERMINE THE REMUNERATION AND BENEFITS OF ANY KIND GRANTED TO BOARD MEMBERS

At the 21st December 2007 meeting, the Supervisory Board gave Mr Cyna, one of its members, the mission of studying and proposing remuneration for company Board Members, based on opinion and expertise of firms in this field, where needed.

Mr Cyna therefore contacted Boyden and Hewitt for this mission, and they have submitted their findings.

Based on these independent outside recommendations, Mr Cyna submitted proposals to the Supervisory Board, which adopted them at its meeting on 24th January 2008.

Remuneration of company Board Members was the following during the financial year:

- Mr Serge ZASLAVOGLU: €200,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Expenses reimbursement	none	none	€8,041.28	€8,041.28
Benefit in kind (in a personal use of the company aircraft)	none	none	none	none
Remuneration as Chairman of the Supervisory Board	€100,000	€75,000	€100,000	€75,000
Attendance fees	€10,000	€10,000	€€0,000	€10,000
Income for specific missions	€90,000	€90,000	€90,000	€90,000
TOTAL	€200,000	€175,000	€208,041.28	€183,041.28

- Mr Serge Alexis ZASLAVOGLU: €317,697.87 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and prime d'ancienneté au titre du contrat de travail	€94,549.63	€94,549.63	€103,666.31	€103,666.31
Variable salary under the employment contract according to the level of business of the company	€133,829.61	€133,829.61	€147,853.38	€147,853.38
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€40,000	€24,000	€40,000	€24,000
Expenses reimbursement	€30,381.63	€30,381.63	€23,753.24	€23,753.24
Benefit in kind (in a personal use of the company aircraft)	€18,937	€0	€19,427	€0
Specific Advantages for termination or change of function (deferred pay, severance and pension obligations, termination without cause real and serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€317,697.87	€282,760.87	€334,699.93	€299,272.93

- Mr Henri CYNA: 6,017.56 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
Benefit in kind (in a personal use of the company aircraft)	€17.56	€17.56	€78.09	€78.09
Expenses reimbursement	none	none	€3,824.64	€3,824.64
TOTAL	€6,017.56	€6,017.56	€9,902.73	€9,902.73

- Mr Louis-Michel ANGUE: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mr Pierre GUILLERAND: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mr Roland ROC: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mrs Jeannine ZASLAVOGLU: €6,000 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Attendance fees	€6,000	€6,000	€6,000	€6,000
TOTAL	€6,000	€6,000	€6,000	€6,000

- Mr Grigori ZASLAVOGLU: €183,982.64 as follows:

Type of remuneration	Financial Year 2011/2012		Financial Year 2010/2011	
	Total amount due	Amount paid during financial year	Total amount due	Amount paid during financial year
Gross fixed annual salary, paid holidays and seniority premium under the employment contract	€82,890.34	€82,890.34	€79,051.71	€79,051.71
Variable salary under the employment contract according to the level of business of the company	€33,457.34	€33,457.34	€36,963.28	€36,963.28
Variable pay according to the operating result of the company under the Board mandate (President of the Managing Board)	€40,000	€24,000	€40,000	€24,000
Expenses reimbursement	None	None	€670.32	€0
Benefit in kind (in a personal use the company aircraft)	€27,634.96	€0	€25,438	€0
Specific Advantages for termination or change of function (deferred pay, severance and pension obligations, termination without cause real and serious or loss of employment due to a public offer)	None	None	None	None
TOTAL	€183,982.64	€140,347.68	€182,123.31	€140,685.31

V- CONDITIONS OF PREPARATION OF THIS REPORT AND ASSESSMENT OF PROCEDURES

This report was prepared with the support of the Company Secretary and based on comments from members of the Supervisory Board.

This report was submitted to the Supervisory Board on 23th January 2013 by the President of the Supervisory Board, and the Board, after discussion, approved the terms.

The means and procedures used for internal control by the company have been considered as adapted for the moment.

Meylan,
23th January 2013

AUDITOR'S REPORT

Issued in accordance with the last paragraph of article L.225-235 of the French Commercial Code on the report of the President of the Supervisory Board of the company GEA, as regards the procedures of internal control relating to the issue and the process of the accounting and financial information.

Financial year closing on 30th September 2012

Shareholders,

As statutory auditor of the company GEA, and in accordance with the article L. 225-235 of the French Commercial Code, we hereby report to you on the report issued by the President of the Supervisory Board of your company, in compliance with the article L. 225-68 of the French Commercial Code, for the financial year ended 30th September 2012.

It is the President's responsibility to prepare and submit for approval by the Supervisory Board, a report reflecting the internal control and risk management procedures implemented within the company and giving other information required by the article L. 225-68 of the French Commercial Code regarding, in particular, provision for corporate governance.

Our assignment consists in:

- communicating our observations on the information contained in the President's report on internal control procedures relating to the preparation and processing of accounting and financial information, and
- certifying that the report includes the other information required under article L. 225-68 of the French Commercial Code, given that it is not for us to verify the sincerity of these information.

We performed our work in accordance with professional standards applicable in France.

Information concerning internal control procedures relating to the issue and the process of accounting and financial information.

Professional standards require the implementation of diligences in order to assess the fairness of the information concerning internal control procedures relating to the issue and processing of the accounting and financial information contained in the President's report.

These diligences consist mainly in:

- Getting to know the procedures of internal control relating to the issue and the process of the accounting and financial information underlying the information presented in the President's report as well as the existing documentation

- Getting to know the works which enabled the generation of this information and the existing documentation
- Determining whether the major deficiencies of the internal control relating to the issue and the process of accounting and financial information that we noticed during our engagement are subject to appropriate information in the President's report

Based on our work, we do not have any comment on the information concerning the procedures of the company's internal control relating to the issue and the process of accounting and financial information in the President of the Supervisory Board report, issued in accordance with the article L. 225-68 of the French Commercial Code.

Other Information

We certify that the report of the President of the Supervisory Board includes the other information required under the article L. 225-68 of the French Commercial Code.

Lyon, 25th January 2013

The Statutory Auditor

Grant Thornton

French member of Grant Thornton International

Francois Cayron
Partner

INTERMEDIARY MANAGEMENT BALANCE

For the years ended 30th September 2012 and 2011

(In thousands Euros)

	30/09/12	% PROD	30/09/11	% PROD
Production sold, and sales of equipment	69,691		70,605	
Production stored	2,990		-2,661	
Immobilised production	0		0	
PRODUCTION DURING THE FINANCIAL YEAR	72,681	100.00 %	67,944	100.00 %
Purchase of raw material	-33,701		-30,068	
Variation in stocks	1,530		419	
Other purchases and external expenses	-7,273		-7,235	
ADDED VALUE	33,237	45.73%	31,060	45.71 %
Operating subsidies	0		0	
Taxes and VAT	-1,143		-1,148	
Salaries and wages	-10,115		-9,870	
Social expenses	-4,489		-4,317	
GROSS OPERATING SURPLUS	17,490	24.06 %	15,725	23.14 %
Recovery of pay-off and provisions	65		122	
Transfer of expenses	132		147	
Others products	2		0	
Pay-off endowments	-460		-412	
Operating provisions endowment	-506		-253	
Other expenses	-168		-144	
OPERATING RESULTS	16,556	22.78 %	15,185	22.35 %
Financial products	584		574	
Financial expenses	-159		-156	
CURRENT RESULT BEFORE TAX	16,981	23.36 %	15,603	22.96 %
EXCEPTIONAL RESULT	-27		-144	
Workers participation	-1,547		-1,367	
Corporate tax	-5,425		-4,899	
NET RESULT	9,981	13.73 %	9,193	13.53 %

AUDITOR'S SPECIAL REPORT ON THE AUTHORISED TRANSACTIONS

For the financial year closed as at 30th September 2012

Shareholders,

As Auditor of your company, we hereby report to you on the authorised transactions.

It is our responsibility to communicate to you, on the basis of the information given to us, on the characteristics and terms of the transactions and obligations we were informed with or we discovered during our mission, without having to comment on their use and validity, nor to seek the existence of others transactions and obligations.

It is your responsibility, in accordance with the article R 225-58 of the French Commercial Code, to assess the relevance related to the conclusion of such transactions in order to approve them.

Pursuant to article L.225-8 of the Commercial Code it is also our responsibility to communicate to you information regarding the transactions formerly approved by the General Assembly of the shareholders.

We conducted our work in accordance with the professional standards applicable in France. Those standards require that we plan the audit to control the consistency of the information which was given to us with the basic documents from which it comes.

1 Transactions and obligations submitted for approval by the general meeting

Pursuant to the article L. 225-88, of the French Commercial Code, we were informed of the transactions which were formerly approved by your supervisory board.

These transactions and obligations are presented in the Tables 2 of this report.

The persons concerned by these transactions are listed in the table 3 of this report.

2 Transactions and obligations already approved by the general meeting

Moreover, pursuant to the article L. 225-57 of the French Commercial Code, we were informed that the following transactions and obligations, already approved by the general meeting during the previous financial years, continued during this financial year.

These transactions and obligations are presented in the Tables 1 and 2 of this report.

The persons concerned by these transactions are listed in the table 3 of this report.

Lyon, 25th January 2013

The statutory auditor

Grant Thornton

French member of Grant Thornton International

François Cayron
Partner

TABLE I : ADVANCES AND LOANS
Transactions previously approved

Advances or Loans		Amount on 30/09/2012 in €	Conditions	Revenue or (charge) in €
Consentis par	Received by			
Mr Serge ZASLAVOGLOU	GEA	1,550	Current account paid at the maximum tax deductible rate Amount recognised:	<55>

TABLEAU II : TRANSACTIONS OTHER THAN ADVANCES AND LOANS
Transactions approved during the year

Name of the company	Nature, matter, forms of the transactions	Revenue or (charge) in €
Mr Serge ZASLAVOGLOU EURL SZ CONSULTING	Service of Mr Serge Zaslavoglou for special assignments entrusted in the interest of the company. Payment by invoicing limited to a maximum annual budget of 90 000 euros exclusive of VAT. Amount recognised: (Supervisory Board meeting of 27th March 2012)	<90,000>
SCI EPSILON	Renewal of Commercial lease agreement concerning the premises located in Meylan: - annual rent of 41,298 euros duty free and excluding the property tax on the built properties - security deposit: fixed to 7,872 euros corresponding to 3 months of renting - review of the rent: indexation on the building cost index - duration: 9 years from 14/06/2011 Amount recognised: (Supervisory Board meeting of 8th August 2012)	<44,124>

Transactions formerly approved

SCI KALISTE	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 83,286 euros duty free and excluding the property tax on the built properties - security deposit: fixed to 20,821 euros corresponding to 3 months of renting - review of the rent: indexation on the building cost index - duration: 9 years from 01/10/2005 Amount recognised :	<105,836>
SCI SANTA CRUZ	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 39,467 euros duty free excluding the property tax on the built properties - review of the rent: indexation on the building cost index - duration: 9 years from 01/07/2007 Amount recognised :	<46,406>

Conventions antérieurement approuvées (suite)

Name of the company	Nature, matter, forms of the transactions	Revenue or (charge) in €
SCI DE CANASTEL	Commercial lease agreement concerning the premises located in Meylan concerning: - annual rent of 74,903 euros duty free excluding the property tax on the built properties - review of the rent: indexation on the building cost index - duration: 9 years from 01/10/2005 Amount recognised :	<95,184>
SCI KALISTE	Commercial lease agreement concerning the premises located in Meylan: - annual rent of 20,410 euros duty free excluding the property tax on the built properties - security deposit: fixed to 6,102 euros corresponding to 3 months of renting - review of the rent: indexation on the building cost index - duration: 9 years from 01/06/2008 Amount recognised:	<27,666>
Mr Henri CYNA	GEA made a toll pass available to Mr Cyna during his term as member of the Supervisory Board. Amount recognised :	<18>
Mr Serge Alexis ZASLAVOGLOU	GEA made company vehicles available to Mr Serge Alexis Zaslavoglou as benefits in kind, within the limit of 5,000 kilometres. No charge has been booked during the year	

TABLEAU III : PERSONS INVOLVED IN TRANSACTIONS

	GEA	SCI KALISTE 1 & 2	SCI DE CANASTEL	SCI EPSILON	SCI SANTA CRUZ
Serge ZASLAVOGLOU	Chairman of the Supervisory Board	Manager	Manager	Manager	Manager
Serge Alexis ZASLAVOGLOU	Chairman of the Managing Board	Partner		Partner	Partner
Grigori ZASLAVOGLOU	Member of the Managing Board and Managing Director	Partner		Partner	Partner
Jeannine ZASLAVOGLOU	Vice-chairman of the Supervisory Board		Partner		
Henri CYNA	Member of the Supervisory Board				

TEXT OF THE RESOLUTIONS PUT FORWARD THE GENERAL MEETING HELD ON 27TH MARCH 2013

FIRST RESOLUTION

(Approval of financial statements for 30th September 2012 passes and discharges for the members of the Managing Board and the Supervisory Board).

The General Assembly, having considered the reports of the Management and Statutory Auditors and comments of the Supervisory Board, approves, as they have been presented, the financial statements for the year ended 30th September 2012, showing a profit of €9,981,127.73, as well as transactions in these accounts or summarised in these reports.

The General Assembly therefore approves the Management report.

It approves the total expenses that are non-deductible from the company income tax described in Article 39-4 of the General Tax Code, amounting to €15,690 as well as the corresponding tax amounting to 5,230 Euros.

Consequently, it grants members of the Managing Board and Supervisory Board full and unreserved discharge for the performance of their mandates for the said fiscal year.

SECOND RESOLUTION

(Approval of regulated agreements)

The General Assembly approves the nature and composition of the agreements concerned by the provisions of articles L.225-84, and followings of the Commercial Code, as described in the special report of the Auditor.

THIRD RESOLUTION

(Appropriation of profit and fixing of dividends)

- On the suggestion of the Managing Board, the General Assembly decides to allocate the profits for the fiscal year amounting to €9,981,127.73 to which has been added the sum of €2,329.80 which figures in the "Retained earnings" and corresponds to unpaid dividends (shares detained by the company itself) i.e. a total of €9,983,457.53 in the following manner:

A sum of €2,869,267.20 is distributed to shareholders as a dividend, provided that, in the event that during of the payment the company owns some of its own shares, the profit corresponding to the unpaid dividends in respect of such shares will be allocated to "Retained earnings".

- The balance of €7,114,190.33 will be transferred to the ordinary reserve.

The dividend returned on each share shall thus be set at €2.40

This dividend, from which the social taxes of 15.5% will be deducted (CSG, CRDS, social charge and additional contribution to this charge) will be paid by the company CACEIS Corporate Trust - 14 rue Rouget de Lisle 92130 ISSY LES MOULINEAUX, as of the date of the annual general meeting.

This dividend is compulsory submitted, for individual shareholders who are tax residents in France, to the progressive rate of income tax after application of a 40 % abatement under paragraph 3-2° to 3-4° of article 158 of the Tax Code, in addition to social contribution at 15,5 % rate.

The dividend will be submitted to a compulsory withholding tax of 21 % imputable on the due income tax.

Shareholders who have an annual income of less than €50,000 or less than €75,000 (conditions defined in article 242 quarter of the CGI) can be exempted from this withholding tax provided they ask for an exemption to CACEIS Corporate Trust before 31 March 2013.

The General Assembly notes that the amounts distributed as dividends, during the three previous years, were as follows:

Financial Year	Income eligible for the deduction		Income not eligible for the deduction
	Dividends	Other distributed incomes	
2008/2009	€1,920,000	/	/
2009-2010	€2,400,000	/	/
2010-2011	€2,630,162	/	/

FOURTH RESOLUTION

(Directors' fees allocated to members of the Supervisory Board)

The General Assembly fixes the sum of forty thousand (40,000) Euros as the annual overall sum allocated to the Member's Fees of the Supervisory Board.

This decision, applicable to the running financial year, will be maintained until otherwise decided.

FIFTH RESOLUTION

(Reappointment as member of the Supervisory Board of Mr Serge ZASLAVOGLOU)

The General Meeting, having considered the report of the Managing Board, has decided to renew the mandate of member of the Supervisory Board of Mr Serge ZASLAVOGLOU, for a six-year term, expiring at the annual general meeting to be held in 2019 for the approval of the accounts of the financial year ended on 30th September 2018.

SIXTH RESOLUTION

(Reappointment as member of the Supervisory Board of Mrs Jeannine ZASLAVOGLOU)

The General Meeting, having considered the report of the Managing Board, has decided to renew the mandate of member of the Supervisory Board of Mrs Jeannine ZASLAVOGLOU, for a six-year term, expiring at the annual general meeting to be held in 2019 for the approval of the accounts ended on 30th September 2018.

SEVENTH RESOLUTION

(Reappointment as member of the Supervisory Board of Mr Henri CYNA)

The General Meeting, having considered the report of the Managing Board, has decided to renew the mandate of member of the Supervisory Board of Mr Henri CYNA, for a six-year term, expiring at the annual general meeting to be held in 2019 for the approval of the accounts ended on 30th September 2018.

EIGHTH RESOLUTION

(Reappointment as member of the Supervisory Board of Mr Louis-Michel ANGUE)

The General Meeting, having considered the report of the Managing Board, has decided to renew the mandate of member of the Supervisory Board of Mr Louis-Michel ANGUE, for a six-year term, expiring at the annual general meeting to be held in 2019 for the approval of the accounts ended on 30th September 2018.

NINTH RESOLUTION

(Reappointment as member of the Supervisory Board of Mr Roland René ROC)

The General Meeting, having considered the report of the Managing Board, has decided to renew the mandate of member of the Supervisory Board of Mr Roland René ROC, for a six-year term, expiring at the annual general meeting to be held in 2019 for the approval of the accounts ended on 30th September 2018.

TENTH RESOLUTION

(Reappointment as member of the Supervisory Board of Mr Pierre GUILLERAND)

The General Meeting, having considered the report of the Managing Board, has decided to renew the mandate of member of the Supervisory Board of Mr Pierre GUILLERAND, for a six-year term, expiring at the annual general meeting to be held in 2019 for the approval of the accounts ended on 30th September 2018.

ELEVENTH RESOLUTION

(Authorisation given to the Managing Board to allow the Company to trade its own shares)

Having considered the report of the Managing Board, the special report of the Managing Board referred to in Article L.225-209 paragraph 2 of the Commercial Code and the description of the share buyback program in accordance with Article 241-2 of the General Regulations of the AMF (Autorité des Marchés Financiers) presented by the Managing Board; the General Assembly, authorises the Managing Board to purchase shares of the company, within the limit of 10% of the capital, by all means including the acquisition of blocks of shares and with the exception of the use of derivatives so as to, in order of decreasing priority:

- Stabilise the market price of the company share through a liquidity contract with an investment services provider working independently and managed in accordance with the AMAFI Charter of Ethics of 23rd September 2008 and approved by the AMF on 1st October 2008

- Deliver shares for payment or exchange in connection with acquisitions and / or cancellation of shares, the shares thus being acquired under a mandate given to an investment services provider acting independently in accordance with the AMAFI Charter of Ethics of 23rd September 2008 approved by the AMF on 1st October 2008

It fixes :

- at seven million two hundred thousand euros (€7,200,000) the maximum amount of funds that may be used for shares buyback
- at €100 the maximum purchase price of those shares

The shares thus acquired may be retained, transferred or sold.

It acknowledges that shareholders will be informed at next Ordinary Annual General Meeting, of the precise allocation of the shares acquired in accordance with the objectives decided.

The present authorisation is granted to the Managing Board for a term of eighteen months from the date of this meeting; it cancels and replaces that given by the Ordinary General Meeting of 27th March 2012.

The General Meeting authorises the Managing Board to delegate to its Chairman those powers which were conferred to him under this resolution, in order to pass all exchange orders, conclude all agreements and carry out all formalities or statements for all agencies.

Furthermore, it confers all power to the Managing Board to inform the Workers' Council, in accordance with Article L.225-209 paragraph one of the Commercial Code.

TWELFTH RESOLUTION

(Powers for formalities)

The General Meeting gives full powers to the bearer of copies or certified extracts of the minutes of proceedings of this meeting in order to accomplish all formalities, as required.

FEES OF THE STATUTORY AUDITOR AND MEMBERS OF ITS NETWORK

Statutory Auditor: GRANT THORNTON
42 avenue Georges Pompidou - 69003 Lyon

Represented by Mr François CAYRON
Fees of the statutory auditor and network members paid by the company.

Financial years covered: 2010/2011 and 2011/2012

	Amounts 30/09/12	Amounts 30/09/11	% 30/09/12	% 30/09/11
Audit:				
• Audit of accounts, certification, examination of individual accounts	90,800	89,000	100 %	100 %
• Secondary missions	-	-		
Subtotal	90,800	89,000	100%	100%
Other services:				
• Legal, tax, employment	-	-		
• Information technology	-	-		
• Internal audit	-	-		
• Miscellaneous (to be specified if >10% of audit fee)	-	-		
Subtotal	-	-		
TOTAL	90,800	89,000	100 %	100 %

